

A photograph of three construction workers in safety gear (hard hats, safety vests, and work boots) standing on a construction site. They are looking at a set of plans held by one of the workers. The background shows a large steel structure under construction. The entire image has a blue tint.

FLATIRON

Code of Conduct

A HOCHTIEF Company

Expectations



The commitment, support and actions our team have enabled Flatiron to become a trusted provider of innovative solutions to infrastructure challenges across the United States and Canada. Trust is the foundation of any positive relationship. And trust is what the Flatiron Code of Conduct is all about.

Flatiron is more than a construction company. We're an organization of people with diverse backgrounds and varied expertise who share a single focus on enhancing the well-being of people and communities. We rely on each other to make good decisions, to behave appropriately, to do the right thing. This is how we build trust within Flatiron and with the project owners, construction partners, suppliers and others with whom we work.

The Flatiron Code of Conduct provides guidance for each of us regarding actions, decision-making and appropriate behaviors. It mandates that we follow the law and challenges us to exceed established regulations whenever possible. Most importantly, it reminds us to do the right thing—always.

Take time to read and understand the Code; the expectations we have for all employees; how it applies to your job; how the Code guides your dealings with vendors and contractors as well as your interactions with colleagues.

At times of uncertainty, the Code is a handy reference for you. But if you're still unsure about whether something is right—ask. Talk with your supervisor or a higher level of management, if necessary. Or contact Flatiron Compliance—(844) 663-3528 or FlatironCompliance@flatironcorp.com. When raising a question or a 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 in a timely manner—is how we can ensure our high standards are maintained.

These high expectations go beyond our employee team. We also expect our project owners, construction partners, suppliers and vendors—all those with whom we work—to conduct themselves in accordance with these standards.

It's about trust.

Thank you for your commitment to Flatiron and for your adherence to our Code of Conduct.

Sincerely,

Adolfo Valderas
Executive Chairman, Board of Directors

Javier Sevilla
President

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Compliance Cornerstones

01: We obey the law.

02: We compete strategically and fairly.

03: We treat each other with dignity and respect.

04: We champion and provide a safe and secure workplace.

05: We avoid conflicts of interest.

06: We safeguard Flatiron assets and use technology appropriately.

07: We embrace ethics, honesty and transparency.

08: We hold each other accountable for our actions.

About the Code

Why do we have a Code?

At Flatiron, we are committed to maintaining high ethical standards when performing 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 Compliance Cornerstones – the building blocks of Flatiron’s integrity standards that drive all aspects of our business behaviors, both as a company and as individuals. The Code highlights these Compliance Cornerstones and is designed to help you preserve your reputation 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 provides 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 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 employees on our Code and its requirements.

Employees are expected to participate in and certify understanding of all required training 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 time needed to provide training and resources to aid employees in complying with the Code and other Flatiron policies.
- 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.

Flatiron Core Values



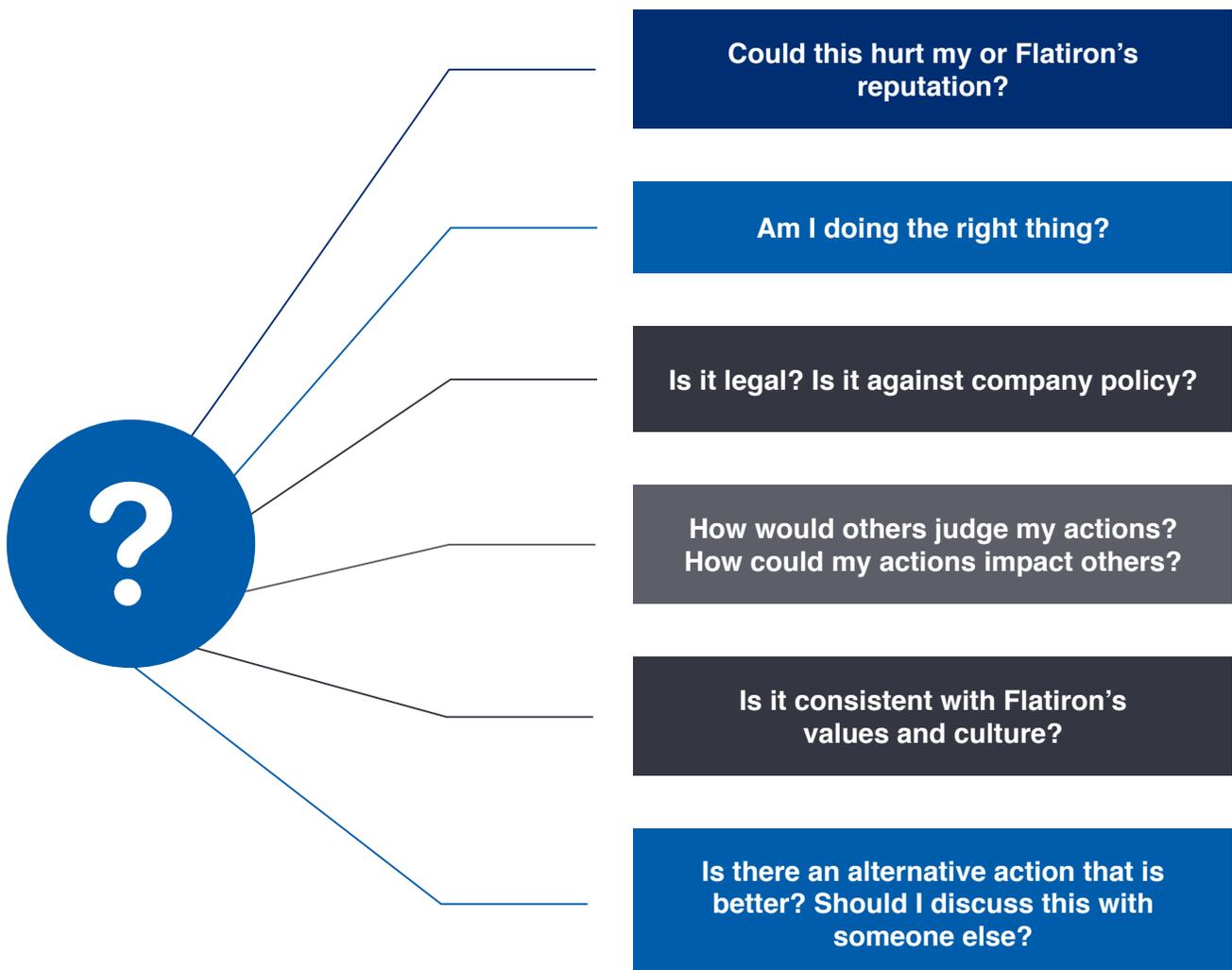
Our core values are the foundation that our company is built upon. All actions we take, all jobs we work on, all people we conduct business with, must reflect our core values. They motivate and lead us in a unified direction.

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

Always Ask, Always Question

The Code represents a summary of some important ethical guidelines and is meant to provide a broad and clear understanding of the conduct that we expect. However, it is not all-inclusive and cannot predict every situation nor 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 ask:



Compliance Resources

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, up to and including termination.

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 reports, taking appropriate action whenever necessary. 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.

Employees who have a Code-related question or concern may 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 your Human Resources representative or your department, division or functional leader. You can also contact the Flatiron Compliance Department or the Third-Party Ethics Hotline. The Third-Party Ethics Hotline is available 24/7. 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. This hotline is operated by an independent, third-party ethics partner that notifies the Flatiron Compliance Department of questions and reports. If utilizing this resource, please keep in mind that providing contact information along with the report assists any investigation that may follow.

HOW TO REPORT SUSPECTED VIOLATION



Call the Flatiron Compliance Hotline: (844) 663-3528
Call the Third-Party Ethics Hotline (United States or Canada): (877) 860-1081



Send a message to Flatiron Compliance Department:
Email FlatironCompliance@flatironcorp.com

01: 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 where we operate. If you are unsure about the legal impact of an action, please contact the Legal Department or the resources provided to you.

ANTI-BRIBERY AND ANTI-CORRUPTION

We are committed to complying with all anti-bribery and anti-corruption laws. 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 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.

No employee may secure or attempt to secure undue benefits for business partners, their employees or other third parties from any form of business activity. No employee should accept anything—especially in the form of a personal gift or a benefit arising from a Flatiron business relationship—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 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 as dealings with government officials or employees are often subject to stricter rules. Hence, Flatiron prohibits employees from giving anything of value to any government employee, public official, government official, foreign government official or employee.

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.



WHO IS CONSIDERED A GOVERNMENT OFFICIAL?

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

ANTI-MONEY LAUNDERING

Flatiron does not participate in active or passive money laundering. All employees must stay vigilant to any evidence of a lack of integrity by natural and legal persons Flatiron enters into a contract with. For more information, please refer to related company policies.

CONTACTS OR REQUESTS BY GOVERNMENT

If you are contacted by any domestic or foreign government agency about Flatiron and/or any related business, you must report the contact to appropriate resources.

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.

02:

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 & Don'ts

 Do	 Don't
 Honest Competition. Accurately describe and sell on the basis of quality and value.	 Set Prices. Don't agree with competitors about prices. Avoid exchanging price or other competitively sensitive information with competitors.
 Honor Agreements. Pay attention to existing agreements and legal obligations.	 Bid Rig. Never engage in any complementary, fraudulent or coordinated bidding with competitors, owners or business partners.
 Protect Secrets. Respect and protect all Flatiron trade secrets. 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 joint ventures, trade organizations and benchmarking.	 Allocate Markets or Customers. Never divide up with our competitors
 Competitive Intelligence. Only collect, use and preserve competitive information in a legal and ethical manner. It is never acceptable to engage in illegal or unethical methods to obtain competitive intelligence.	 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.

03:

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, human rights and affirmative action and prohibit discrimination, harassment or bullying of any kind.

EQUAL EMPLOYMENT OPPORTUNITY

At Flatiron, we provide equal opportunities in all aspects of employment. 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. For more information, please refer to related company policies.

EQUAL EMPLOYMENT OPPORTUNITY

Flatiron 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. For more information, please refer to related company policies.

COMMITMENT TO AFFIRMATIVE ACTION

Flatiron is committed to taking affirmative action to employ and advance in employment qualified individuals with personal characteristics protected by laws. Through the support of management, we are responsible for ensuring that employment hiring, promotion, demotion, transfer, termination, compensation, benefits, training and all other actions concerning personnel are taken solely on the basis of merit, qualification and our commitment to affirmative action. For more information, please refer to related company policies.

HARASSMENT-FREE WORKPLACE

Flatiron supports a workplace that is free from unlawful harassment of any kind, including sexual harassment, and strictly prohibits anyone from encouraging, condoning or otherwise permitting harassment. Unwelcome 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 or human rights legislation, will not be tolerated and is strictly prohibited. For more information, please refer to related company policies.

SEXUAL HARASSMENT POLICY

Flatiron has zero tolerance for sexual harassment and inappropriate sexual conduct of any kind. Employees are strictly prohibited from sexually harassing others. This prohibition applies not only to employee actions but also to conduct between employees and others with whom employees have regular business contact. For more information, please refer to related company policies.



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

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 more information, please refer to related company policies.



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

FREQUENTLY ASKED QUESTIONS

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. Behavior does not need to have an intended target for it to be considered harassment if it is offensive. 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 to reasonable people.

04:

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.

ANTI-VIOLENCE POLICY

Flatiron will not tolerate any intimidation, threats or acts of violence in the workplace. Our prohibition of violence also extends to owners, subcontractors, vendors, business partners and others who interact with our employees. You should immediately report any behavior that may constitute a potentially violent situation. For more information, please refer to related company policies.



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

PHYSICAL SAFETY

Flatiron is strongly committed to providing a safe work environment that preserves the health and safety of our employees. 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. All employees are responsible for following health and safety laws and company requirements that apply to their jobs. For more information, please refer to related company policies.

Q&A

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. 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.

DRUG- AND ALCOHOL-FREE WORKPLACE

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 their system. For more information, please refer to related company policies.

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. For more information, please refer to related company policies.

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 Flatiron 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.

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.

05:

We avoid conflicts of interest.

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 conflicts of interests must be reported. We need to make sure our business decisions are smart business decisions, never influenced by external or personal interests.

Company
Interests &
Loyalties

Duty of Loyalty
Personal Relationships
Outside Employment
Outside Activities

Corporate Opportunities
Gifts & Entertainment
Political/Charitable
Solicitations

Personal
Interests &
Loyalties

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. For more information, please refer to related company policies.

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 guidelines covering relationships in the workplace. For more information, please refer to related company policies.

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 outside work or activities interfere 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. For more information, please refer to related company policies.

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. For more information, please refer to related company policies.

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 required that you promptly disclose it. In most cases, the conflict can be easily managed and resolved.

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 and 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 or give cash or cash equivalents including gift cards, debit cards or gift certificates, unless it is pursuant to a program that has been approved by Flatiron Compliance.

Social relationships or sharing a meal with competitors, business partners, customers or vendors are acceptable and encouraged, as long as 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. For more information, please refer to related company policies.



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. Political contributions made on behalf of Flatiron or with Flatiron assets are prohibited. For more information, please refer to related company policies.



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.

DONATIONS, SPONSORSHIPS AND 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. For more information, please refer to related company policies.

Contributions of Flatiron funds or in-kind donations to charitable or community service organizations or to local community activities must be approved by the Compliance Department and others. Sponsoring and donations must not be used to circumvent the stipulations of this Code of Conduct. For more information, please refer to related company policies.

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 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 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.

06:

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. We also have a duty to protect all confidential and proprietary information. This information gives Flatiron a competitive advantage that 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. In addition, company property must never be sold or given away without proper authorization.

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.



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.

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.

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. For more information, please refer to related company policies.



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.

DATA PRIVACY

We observe all applicable data protection regulations regarding the protection of data of employees, clients and investors or other third parties. Protection of personal data is of particular importance. During the course of our employment, we provide sensitive personal, medical and financial information to the company. Flatiron is committed to protecting this information.

In addition, 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. 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. For more information, please refer to related company policies.

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 devices and other technology. Remember, all data residing on Flatiron technology belongs to the company. 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. For more information, please refer to related company policies.

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, 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. For more information, please refer to related company policies.

Q&A

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 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.

07:

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.

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. For more information, please refer to related company policies.

RECORDS RETENTION

In our 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 records retention standards.

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. For more information, please refer to related company policies.



Q&A

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. For more information, please refer to related company policies.

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 nor 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.

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. In addition, false statements are not tolerated in any context. Entering false information — or leaving out any critical details — is strictly prohibited. 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.

Flatiron employees are prohibited from knowingly submitting or endorsing the submission of any payments, claims or estimates that are false or fraudulent for Flatiron or on behalf of a subcontractor or supplier. 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.

INSIDER TRADING

All employees are required to observe the insider rules, for instance the prohibition of insider dealing. In particular, the utilization or unauthorized disclosure of share-price-relevant information which has not been made public is prohibited. It is also prohibited to disclose nonpublic information about other companies and persons. This is especially so where the information in question could significantly influence investment decisions by third parties. For more information, please refer to related company policies.

08:

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.

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. For more information, please refer to related company policies.

WAIVERS

Waivers of this Code may be made only in a manner permitted by law. 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.

PERIODIC CERTIFICATION

The Compliance Department will require employees to certify periodically that they have read, understand and complied with the Code of Conduct.

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 & 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 section 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 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 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 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

Flatiron Compliance Hotline:
(844) 663-3528
FlatironCompliance@flatironcorp.com

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

www.flatironcorp.com