

# Code of Business Conduct & Ethics



# table of contents

[a message from Dale Anderson \(3\)](#)

[living our code \(4\)](#)

- Mission statement
- Our values

[about the code of business conduct & ethics \(5\)](#)

- Using the code
- What's required of you?
- Ethical decision-making

[our employees \(7\)](#)

- Respect one another
- Equal employment opportunity and non-discrimination
- Value privacy and human dignity
- Sexual harassment
- Weapons and workplace violence
- Protection against retaliation
- Drugs and alcohol
- Child labor and human trafficking
- Reasonable accommodations

[human rights \(11\)](#)

- What are human rights?
- Our commitment
- Your responsibility

[operational excellence \(12\)](#)

- Our responsibility to our customers
- Don't use undue influence
- Environmental responsibility
- Community Involvement
- Stop work authority

[company records and internal controls \(14\)](#)

- Protection and proper use of company assets
- Accuracy of financial reports and other information

[avoiding conflicts of interest \(16\)](#)

- Entertainment, gifts, and gratuities

[protection of information and intellectual property \(20\)](#)

- Internal computer and communication resources
- Record retention
- Confidential information
- Trademarks, copyrights, and other intellectual property
- Press, social media, and other communications
- Responding to press or agency inquiries

[antitrust/ competition laws \(24\)](#)

[governmental affairs and political involvement \(26\)](#)

- Compliance with the FCPA
- Anti-money laundering and the USA Patriot Act
- Interacting with government agencies and officials
- Political contributions and activities
- Lobby activities

[administration of the code \(28\)](#)

[additional resources \(29\)](#)

- How to Report Issues
- Contacts

## a message from Dale Anderson

Dear Team Member,

Thanks to you, we are delivering on our mission to build exceptional, mission-critical infrastructure to serve our customers and communities, to build their tomorrow. But, at the end of the day it's not only what we do, it is how we do it that really matters.

This means it's our responsibility, everyone's responsibility, no matter where you work or what position you hold to set the right example and act with integrity. It's not only the right thing to do but it's the foundation for building the incredible reputation we've become known for among our team members, customers, communities, and families.

At Artera and across each operating company, safety is key. As it relates to business conduct and ethics, this means creating a safe environment where you feel comfortable doing the right thing, even when no one is looking. We encourage you and empower you to use your voice to speak up any time you have a concern.

Doing the right thing and treating people the right way reflects the spirit of our Code. By living up to our Code and working together focused on our core values of safety, quality, commitment, and reputation, we can ensure the success of Artera and its operating companies.

Sincerely,



Dale A. Anderson  
Chief Executive Officer



## living our code

### Building a Better Tomorrow

We believe in the dignity of all human beings. We believe in an inclusive mindset on race, ethnicity, religion, orientation, gender, age, background, experience, or any other quality that makes each of us unique – adds depth and value to our team. We believe in an environment where every team member is included, respected, and safe to share their thoughts and opinions.

Discrimination and injustice have no place in our culture, our offices, or our job sites.

**Artera Companies enable exceptional, mission-critical infrastructure to serve our customers and communities to build their tomorrow.**

#### Our Values

##### **Safety**

Always. First-and Foremost.

Safety is integral to everything we do. It is a value we honor day-in and day-out in an effort to keep our team members, customers and communities safe. It is why we focus on continuous improvement and education, to reinforce safe behavior. By following best-in-class safety protocols, and upholding them, we ensure that safety is everyone's responsibility.

##### **Quality**

In Absolutely Everything We Touch.

We take pride in our mission-critical work, of any size, every day. Professional, respectful, and positive, our teams show up prepared with the right equipment and experience. Delivering premier service to our customers and getting the job done right is that standard we set.

##### **Commitment**

To Our Team.

Building the strongest team means creating a team built on honesty, respect, and stands up for each other. Our team is dedicated to empowering others and working towards one common goal of delivering the best product and service to our customers and doing it together.

##### **Reputation**

Integrity as the Foundation.

Doing the right thing every time is a founding principle. When we approach every job with an honest, transparent, hardworking attitude, we meet our customers' goals and produce quality results through extraordinary service, especially when no one is watching.

# about the code of business conduct & ethics

the Code helps us understand how our company's values are put into practice every day

## Using the Code

Our Code gives you a set of guidelines for individual and business conduct. It doesn't cover everything, but it sets our standards for doing business the right way. We are committed to the highest ethical standards and to conducting our business with the highest level of integrity. All officers, directors, and employees are responsible for maintaining this level of integrity.

The Code does not alter anyone's "at will" employment status and it is not an employment contract. Nothing in the Code requires the Company to continue your employment, or to follow any stated procedure, or policy with respect to your employment. Nothing in the Code should be construed to interfere with, refrain, or prevent employee communications regarding wages, benefits, hours, or other terms and conditions of employment. You have the right to engage in or refrain from all such activities.

When "Company" is used throughout this Code, it refers to Artera and all of its operating companies.

## What's Required of You?

- **Act With Integrity.** Your personal integrity is more important to you and the Company than anything else. There is no goal or reward worth compromising your integrity or the Company's integrity. Do the right thing even when no one is watching.
- **When in Doubt, Seek Clarification.** When the right course of action isn't clear, consult the Code. If the right answer isn't clear, seek help.
- **Put Our Team First.** Our employees, managers, officers, and directors are expected to dedicate their best efforts to advancing our interests and to make decisions that affect us based on our best interests, independent of outside influences.
- **Certify Your Compliance.** All employees, managers, officers, and directors must acknowledge receipt of the Code on an annual basis.
- **Complete Your Code of Business Conduct & Ethics Training.** The Code training will help you understand the spirit of the Code with real-world scenarios. Each year, employees, managers, officers, and directors will complete online annual training for the year.
- **Report Concerns and Cooperate with Investigations.** You are obligated to report Code, ethical, and safety violations. All reports and all concerns will be investigated appropriately and treated confidentially to the extent reasonably possible. Employees who are asked to cooperate or participate in an investigation are required to maintain confidentiality regarding the investigation. Violation of or failing to report violations of any laws, Company policies or ethical standards, including failure to cooperate, or obstructing or interfering with an investigation, may result in disciplinary action, including termination.

## Ethical Decision Making

Ethical decision making is essential in the success of our company, and each employee, manager, officer, and director should strive to deal fairly with the Company's customers, suppliers, competitors and each other and should not take advantage of anyone through any unfair dealing practice. Some decisions are easy to make and others more difficult. When faced with a difficult decision, ask yourself the questions below.

Four **YES** answers are needed to qualify as ethical action.

1. Is it legal?
2. Is it consistent with the company policy?
3. Is it consistent with Artera's core values?
4. If it were made public, would I be comfortable?

**Q** I can only control my behavior. Why should I care about this Code? Why should I ask questions or report problems?

**A** It is our shared duty to each other to ensure everyone follows the Code. Sometimes, one of us might commit an innocent mistake. If our colleagues see this and don't report it, that innocent mistake could become a big problem. Reporting is helping, not hurting our colleagues. None of us want our reputation to be hurt by an innocent mistake and failing to report even one deliberate violation hurts all of us. If we allow our colleagues to violate the Code, we put our future success at risk. It is important that we all see it as our collective duty to ensure everyone follows this Code.

This is especially important in matters involving safety in the workplace. Never, ever, turn and walk the other way when you see a safety concern. Every employee has **“Stop Work Authority”** to address a safety concern. None of us want you to live with the knowledge that you could have prevented an accident if you had only spoken up.

# our employees

## Respect One Another

The way we treat each other affects the way we do our jobs. All of us deserve a workplace of dignity and respect. Therefore, we must contribute to the creation and maintenance of a culture of respect and inclusion.

Communicating openly, sharing ideas, voicing concerns, and reporting problems contributes to our culture of respect and inclusion. While we often think of managers as those responsible for upholding these in the workplace, every one of us is responsible for fostering a workplace that supports our values and culture.

Our communication and attitude in the workplace should always reflect our core values of safety, quality, commitment, and reputation.



## Equal Employment Opportunity and Non-Discrimination

We are an equal opportunity employer, and the Company believes that all people should be treated with dignity and respect. Any conduct that fails to show appropriate respect to others, including fellow employees, customers, suppliers, and guests, is inconsistent with the Company's values and is unacceptable.

It is our policy that no one at the Company should ever be subject to discrimination or harassment on the basis of:

- Race
- Religion
- Color
- National origin
- Age
- Sex
- Gender identity
- Gender expression
- Disability
- Veteran status
- Sexual orientation
- Any other status prohibited by laws or regulations

## Value Privacy and Human Dignity

**Our Pledge.** We respect the privacy and dignity of all individuals. When we collect and maintain personal information related to your employment, we take special care to limit access to your personal information only to personnel who need to know such information to perform their jobs.

**Don't Snoop.** Employees should not search for or retrieve items from another employee's workplace without prior approval of that employee or management.

**Communication On Work-Place Phones/Computers is NOT Private.** While you may use Company owned or sponsored computers, tablets, phones, and any other Company property or system for limited personal use, your personal use is not private. The Company reserves the right, to the fullest extent permissible under the law, to access all information or communications made or stored on Company property. We provide a Company email address and internet access to certain employees to help them do their job. You may use the email system and the internet only for legitimate business purposes. Incidental and occasional personal use is permitted, but never for personal gain or any improper use. If you choose to use the Company owned or sponsored computers, tablets, phones, systems, offices, workspaces, desks, or file cabinets to make private calls or store anything, the Company does not deem this information to be private.

## Sexual Harassment

Our policy strictly prohibits any form of harassment in the workplace. We will take prompt action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment
- submission to or rejection of such conduct is used as a basis for employment decisions
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive, or hostile work environment

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature
- physical harassment, such as unnecessary or offensive touching or impeding or blocking movement
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings, or gestures

## Weapons & Workplace Violence

No employee may bring firearms, knives, bows, explosives, incendiary devices, or any other weapons into the workplace or any work-related setting, regardless of whether the employee is licensed to carry such weapons. Weapons are likewise not permitted in any Company provided vehicle, even if you are granted permission to use that vehicle to commute to and from work. Please note when used correctly, Company provided tools are not considered weapons. Police officers, security guards, and other individuals who have been given consent by us to carry a weapon on Company property will be allowed to do so.

We will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be reported to your manager or our Human Resource Department. If you have a concern that you do not believe can be addressed by your manager, his/her manager, or our Human Resource Department, you should contact our Hotline. Threats or assaults that require immediate attention, please use 911.

## Protection Against Retaliation

The Company will not tolerate retaliation against anyone who makes a complaint, opposes a practice, provides information, cooperates in an investigation, or participates in a proceeding concerning a violation of federal, state, or local laws. No retaliation is tolerated even when the alleged violation ultimately is found to be unproven. The Company also will not tolerate retaliation against any person who requests an accommodation of a disability or religious belief, or exercises any of their rights under applicable federal, state, or local laws.

## Drugs and Alcohol

The Company is committed to providing workplaces that are free of substance abuse. Accordingly, employees are expected to perform their duties free from the influence of illegal or unauthorized drugs or alcohol. In addition, the use, possession, or distribution of illegal or unauthorized drugs or alcohol on Company time or Company premises is prohibited. Any employee found in violation of this condition is subject to immediate termination.

## Child Labor and Human Trafficking

Child labor and human trafficking, and illegal, abusive or forced labor have no place in our Company. Our Company is committed to providing a safe and healthy workplace. We strive to ensure ethical, fair, and lawful treatment of all who provide labor used in connection with our operations.

## Reasonable Accommodations

The Company is committed to providing equal employment opportunities to qualified persons with disabilities and persons affected by pregnancy, childbirth, or a related medical condition. We will therefore make reasonable accommodations to enable them to perform the essential functions of the job where appropriate. Likewise, we will provide reasonable accommodations for an applicant or employee's sincerely held religious beliefs where appropriate. Applicants and employees who believe they need an accommodation should contact their manager or our Human Resource Department.

## questions & answers

**Q** If I am properly licensed, may I keep a firearm in a concealed space in my Company vehicle?

**A** No. Employees may not store firearms in any work-related setting, including Company owned vehicles, regardless of whether the employee is licensed to do so.

**Q** My coworker came to work today smelling of alcohol, slurring their speech, and stumbling. I think they are drunk. What should I do?

**A** You should report your coworker's behavior to your manager or our Human Resource Department immediately. Your coworker's behavior is in violation of our drug free workplace.

**Q** A coworker keeps telling jokes or making comments that I find offensive. Most people just laugh, but I know others are uncomfortable with it too. My manager knows about it, but nothing has changed. What should I do?

**A** Given the fact that the manager in this example already knows of the conduct, but no change has occurred, you should report your concerns to your manager's manager or our Human Resource Department. If you do not feel your concerns can be adequately addressed using these options, you should report your concerns to our Hotline.

Once the matter is reported, the Company will conduct a prompt and thorough investigation. Never allow the conduct to go unreported. It is our policy to eliminate harassment in the workplace whenever it is identified. That may be as simple as counseling your coworker on how to avoid saying or doing offensive things in the workplace.

# human rights

The Company's human rights policy reaffirms our support for universal human rights. We condemn human rights abuses. This commitment is encompassed in our mission, values, and corporate policies that ensure we operate safely and responsibly, and in compliance with applicable laws and regulations.

## What are Human Rights?

Human rights are rights inherent to all human beings, regardless of race, gender, sexual orientation, nationality, ethnicity, language, religion, economic, or any other status.

Governments have a duty to protect human rights and the Company recognizes that companies also have a responsibility to respect human rights and can play a positive role in the communities where they operate.

## Our Commitment

We commit to respect human rights as set out in the United Nations Universal Declaration of Human Rights and International Labor Organization (ILO) Declaration on Fundamental Principles and Rights at Work.

We treat employees with respect and dignity and promote diversity and inclusion in the workplace.

We expect our suppliers, contractors, and customers to respect human rights.

## Your Responsibility

All employees are required to comply with the Company's human rights policy. This includes:

- Conducting yourself according to the Company's mission and core values
- Understanding and obeying local laws and acting consistently with the Company's policies and procedures
- Reading and acknowledging this Code
- Reporting noncompliance with the Company's human rights policy.



# operational excellence

## Our Responsibility to Our Customers

The Company depends on its reputation for safety, quality, and commitment. How we deal with customers, competitors, and suppliers molds that reputation, builds long-term trust, and ultimately determines our success.

Always deal fairly with the Company's customers, competitors, suppliers, employees, subcontractors, and the public. Never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

We owe it to our customers to deliver safe, efficient, and high-quality solutions.

**Always strive to meet those goals.**

## Don't Use Undue Influence

It is not appropriate to try to influence anyone to handle a transaction in a way that results in improper benefits to you, your friends, your relatives, or even a team member. Improper benefits may result from using a relationship to prevail upon another person, such as a coworker, vendor, or someone who reports to you, to do something outside the scope of standard business practice. Additionally, undue influence may take the form of pressuring, intimidating, or threatening another person to persuade them to take an action that is inconsistent with standard business practice.

The services of others should be selected based on quality, price, and other similar factors. Family relationships or friendships should never be a factor. Employees should not attempt to influence selection of a vendor based on such relationships.

Prior approval of the CEO is required to authorize goods and services supplied by you, a family member, and any entity which you or your family member has a financial interest, including employment.

## Environmental Responsibility

We are committed to obeying environmental laws and regulations and acting responsibly to conserve and preserve natural resources. Due to our unique position in the marketplace, we work to use our influence to minimize impacts on the environment by supporting and promoting innovation in the responsible use of our resources. We continue to promote recycling, conservation of energy and natural resources, safe use and disposal of hazardous materials, and the development of environmentally sound alternatives. We expect our employees and other business partners to join in our efforts to preserve our environment, and we encourage our customers to do the same.

## Community Involvement

The communities where we live, work, and play are at the heart of who we are. Guided by our Believe.Act.Impact. mission, we believe in supporting our people and our customers, we act with purpose to strengthen our communities, and we strive to create lasting impact for generations to come. Our employees are encouraged to give back, volunteer, and engage in ways that make a difference. Every action, big or small, contributes to building stronger, safer communities.

### Always:

- Put **Safety** first, making sure our people, customers, and neighbors are protected in everything we do.
- Deliver **Quality** by contributing our time, skills, and resources in ways that create long-term value for our communities.
- Live our **Commitment** by showing up, following through, and supporting the people and places that support us.
- Build our **Reputation** by treating others with care and respect, honoring local traditions, and doing the right thing in every interaction.
- Partner with local communities to foster growth, share knowledge, and support employment and training opportunities.
- Anticipate and minimize any disruptions our work may cause, while finding ways to give back even more.

Every teammate plays a role. By living our values, giving back, and getting involved, we strengthen the communities we call home, and together, we build something bigger from the ground up.

## Stop Work Authority

Your safety and the safety of our employees is one of our core values. You are responsible for following all our safety policies and procedures, including your stop-work obligation, and keeping work sites and facilities free from recognized safety hazards. Work sites and locations should be maintained in a clean and orderly state to encourage efficient operations and promote safe work practices.

### **YOU HAVE THE AUTHORITY AND THE OBLIGATION TO STOP WORK FOR SAFETY**

**NOTHING JUSTIFIES UNSAFE WORK. EACH AND EVERY ONE OF US, REGARDLESS OF OUR POSITION, HAS THE AUTHORITY AND OBLIGATION TO STOP WORK AT ANY TIME AND UNDER ANY CIRCUMSTANCE AFTER OBSERVING A SITUATION THAT COULD RESULT IN UNSAFE WORK CONDITIONS.**

No one has the authority to relieve you of this obligation or override your ability to stop work. Your authority to stop work extends to the obligation to refuse to continue working if the stop-work command is ignored or the risk is not properly abated.

No one will retaliate against any employee for stopping work or refusing to work in good faith (even in situations where the employee's stop-work command was later determined not to have been necessary). We would rather stop working, regroup as a team, discuss the concern, and conclude that all is well and/or take appropriate action to mitigate the risk you have identified than take a chance that your hunch or observation could have prevented an accident.

**If you ever question the safety of any situation or circumstance, you must stop working.**

## company records and internal controls

Everyone must record their financial activities in compliance with all applicable laws and accounting practices. Making false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documentation.

### Protection and Proper Use of Company Assets

Everyone has a duty to protect the assets of the Company. Theft, carelessness, and waste have a direct impact on our profitability. We must all take measures to prevent damage, theft, or misuse of Company property. When you leave the Company, all property given to you must be returned. Except as specifically authorized, our assets, including our credit, time, equipment, materials, resources, vehicles, and proprietary information, must be used for Company business purposes only. Some may be given the privilege of using a Company vehicle for personal use. For limitations and other information related to your use of Company vehicles for personal purposes, please see our Personal Use of Company Vehicles Policy. Requests for copies of the Personal Use of Company Vehicles Policy can be made to our Legal Department.

### Accuracy of Financial Reports and Other Information

The Company's policies require the disclosure of accurate and complete information regarding the Company's business to its auditors and Board of Directors. Inaccurate, incomplete, or untimely reporting will not be tolerated and can severely damage the Company's reputation and result in legal liability.



## questions & answers

**Q** My neighbor is building a shed and has asked to borrow tools from my work truck parked in the driveway. I have enough tools and materials left from my last job to help him out. Is it okay to help my neighbor?

**A** No. The use of Company equipment and tools for this purpose is prohibited. These are Company assets and may not be used unless it is for a legitimate business purpose.

**Q** I am permitted a Company vehicle as part of my job. May I take my family to an amusement park on my day off in my Company vehicle?

**A** Unless you have written permission from the Company, Company vehicles may not be used for personal use. The use of Company vehicles must be for business purposes only.

**Q** My manager told me that we are under a lot of pressure to make sure that we “make our numbers” this quarter. I know a customer who will probably award us a sizable contract next quarter, can I put this order in now to help the current quarter?

**A** No. We have an obligation to have accurate financial records. If you have questions concerning when revenue can be booked, you should address those with your manager or accounting department.

# avoiding conflicts of interest

A conflict of interest occurs when your private interests interfere or even appear to interfere with the best interests of the Company. **A conflict of interest can arise when you take actions or have interests that make it difficult or even appear to make it difficult for you to perform your work objectively and effectively.**

Your obligation to conduct business in an honest and ethical manner includes the ethical handling of actual, apparent, and potential conflicts of interest between personal and business relationships. This requires **full disclosure** of actual, apparent, or potential conflicts of interest. Everyone should report potential conflicts of interest and special rules apply to officers and directors. Before engaging in such conduct, officers and directors must make a **full disclosure** to the CEO, who shall inform and seek the prior approval of our Board of Directors, if appropriate. All related party transactions of any kind require approval pursuant to the Delegation of Authority Matrix (“DOA”). Requests for copies of the DOA can be made to our Legal Department.

## improper personal benefits from the Company

- Conflicts of interest arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position with us. It’s not proper to award work to businesses owned by a family member without prior written approval (see DOA).
- You may not accept any benefits from anyone outside the Company that have not been duly authorized and approved pursuant to the applicable Company policy and procedure, including, without limitation, Company loans, guarantees of your personal obligations, or payments and gifts other than those permitted by our gift policy. Business should be won based on the benefit to the Company, not the nature of a gratuity to you.
- We will not make any personal loans to, nor guarantee the personal obligations of, officers, directors, or employees.

## Financial interests in other businesses

You may not own or otherwise possess an interest in a company that competes with us unless the company is publicly traded on a recognized US Stock Exchange and your interest in the competitor is 5% or less of that company’s equity.

You may not own or otherwise possess an interest in a company that does business with us without the prior written approval of the appropriate individuals as set forth in the DOA and in consultation with our Legal Department.

## Working with family members

- Your personal financial interests, or those of your family, should not conflict with your responsibilities to the Company. In particular, financial interests in a current or prospective supplier, vendor/service provider of the Company, as well as any instance in which you or a family member may receive personal gain through opportunities discovered through the Company, may present a conflict of interest.

- If you have the authority to award business to or control decisions regarding a particular vendor/supplier, or supervise others who have that authority, you (and your immediate family members) should not have a direct financial interest (of any kind) in that entity, unless you receive approval from the appropriate individuals as set forth in the DOA. Additionally, employees should not have a financial interest that creates a competing interest against the Company. In the event that such situation arises, immediately report the matter to our Legal Department or the appropriate individuals as set forth in the DOA and/or our Hotline.
- If the Company is contemplating doing business with another company that might create a conflict of interest for you, you must disclose your situation to us so that we may review the nature and extent of any concern and how it can be resolved.

Potential conflicts, no matter how harmless they may appear, could arouse suspicions among your team members that might affect your working relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior.

### **Business arrangements with us**

Without prior written approval from the CEO as required by the DOA, you may not participate in a joint venture, partnership or other business arrangement with us.

### **Outside employment or activities with a competitor**

- Simultaneous employment with or serving as a director of our competitor is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests.
- It is your responsibility to consult with the appropriate individuals as set forth in the DOA to determine whether a planned activity will compete with any of our business activities before you pursue the activity.
- You may not market products or services in competition with our current or potential business activities.

### **Outside employment with a vendor, credit or lending bank, or supplier**

- Without prior written approval as required by the DOA, you may not be employed by, serve as a director of or represent a vendor, bank, or creditor of the Company.
- Without prior written approval as required by the DOA, you may not be a supplier or vendor to the Company.
- You may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a customer, credit or lending bank, vendor, supplier, or anyone else in connection with its business with us.

### **Romantic and familial relationships in the workplace**

- To avoid accusations of favoritism and abuse of authority, we strictly prohibit managers from dating or having a romantic relationship of any kind with their team members or those who report to their team members (directly or indirectly). If an employee is promoted, transferred, or inadvertently hired to a position, which creates a violation, or if two employees become involved in a romantic relationship that creates a violation, the employee(s) must disclose the relationship to their manager and our Human Resource department immediately. Any employee who fails to report a relationship subject to this policy will face disciplinary action up to and including termination.

- Likewise, relationships of family members (by blood or by marriage) may create a conflict of interest. If a family member is a direct or indirect report, this relationship must be disclosed to your manager and our Human Resource Department and will be approved only in the event that conflicts of interest are mitigated to the satisfaction of the Company.
- Artera corporate employees must disclose relationships pursuant to this section to their manager and the Human Resource Department.

### Corporate opportunities

Employees, officers, and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. If you learn of a business or investment opportunity in the course of your employment with the Company, such as information you might learn from a competitor, supplier, or business associate of ours, you may not participate in the opportunity or make the investment without first presenting the opportunity to the Company and obtaining the prior written approval of the CEO and our Legal Department. You may not use corporate property or information or your position within the Company for improper personal gain, and you may not compete, or prepare to compete, with the Company for such opportunities.

### what to do

When you discover a potential conflict of interest, immediately report the matter to your manager, our Human Resource Department, our Legal Department, or our Hotline. If the Company is contemplating doing business with another company that might create a conflict of interest for you, disclose your specific situation to us so that we may assess the nature and extent of any concern and how it may be resolved.

## Entertainment, Gifts and Gratuities

There are certain circumstances when acceptance of gifts or other gratuities is acceptable. Each instance of providing or receiving a gratuity should be carefully reviewed in accordance with the Company's DOA before accepting or giving the gift.

The following may be acceptable, depending on the circumstances:

- meals, refreshments, entertainment (including sporting events and concerts), accommodations or travel arrangements of reasonable value in the course of a meeting or other occasion where the purpose is to hold bonafide business discussions or foster better business relations, provided your host is present, your attendance is related to your job duties, the level of expense is reasonable and customary in the context of your business, and the frequency of invitations from one host, is not unreasonable given the circumstances
- other gifts (including gift cards), generally not to exceed \$150 in value, that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holidays or birthdays
- advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars, and similar items
- discounts or rebates on merchandise or services that are available to other customers under similar circumstances

- awards of a reasonable and de minimis value from civic, charitable, educational, or religious organizations for recognition of service and accomplishment

The Company may make exceptions to these general rules and allow or even encourage employees, officers, and directors to attend events that exceed this policy if the Company is sponsoring an event for a significant customer, if a significant vendor sponsors an event or if attendance at an event is important to maintaining our relationship with that vendor. Employees must consult with their manager, our Human Resource Department and/or our Legal Department before attending such an event and, in many instances, obtain approvals as required by the DOA before attending an event or accepting entertainment.

## questions & answers

**Q** I work full-time for the Company, and I have a part-time job with another company that provides the same services to different customers on the weekends. Can I keep my part-time job?

**A** No. Employees must avoid any conflict, or the appearance of a conflict, between their personal interests and the Company's interests. While every situation is evaluated on a case-by-case basis, working for a competitor organization presents a conflict of interest. Additional outside employment opportunities should be disclosed prior to starting such employment or prior to starting work with us.

**Q** One of my business contacts represents an important vendor that is currently competing for our business. Recently, after a meeting, he handed me two \$250 tickets to a sporting event and said, "keep us in mind for that next purchase." Should I keep the tickets?

**A** No. You should not keep the tickets. In this case, the vendor is attempting to influence your purchasing decision. Moreover, it does not appear that the vendor is going to be attending the event with you. Our Code prohibits gifts, whether given or received, that may appear to influence decisions involving our business. Politely refusing the gift will ensure compliance with our policies. If you are unsure, see guidance from your manager or our Human Resource Department.

# protection of information and intellectual property

## Internal Computer and Communication Resources

Our Company computers, tablets, phones, voicemail, email, thumb and external hard drives, and other Company provided devices (“Resource(s)”), provide benefits to our ability to get things done, but they also present security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your Company Resources and all passwords.

- All sensitive, confidential, or restricted electronic information must be password protected. Never leave any devices in an unattended vehicle.
- If you have any reason to believe that your password or the security of a Company Resource has been compromised, you must change your password immediately and report the incident to your manager and the IT Department.
- When you are using a Company Resource to send email, voicemail or to access internet services, you are acting as our representative. Any improper use of these resources may reflect poorly on us, damage our reputation, and expose you and us to liability.

All network resources used to provide computing and internet connections are the Company’s property and are intended for use by Company employees to conduct our business. All email, voicemail and personal files stored on the Company’s computers are the Company’s property. You should therefore have no expectation of personal privacy in connection with your use of these resources. We may, from time to time and at our sole discretion, review any files stored or transmitted on a Company Resource, including voicemail and emails, for compliance with our policy. Incidental and occasional personal use of email and phones is permitted but should be limited and is not private.

Use of Company Resources must be consistent with all other Company policies, including your Operating Company’s Employee Handbook and policies relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

## Record Retention

We are committed to compliance with all applicable laws and regulations relating to the preservation of records. Our policy is to identify, maintain, safeguard, and destroy/retain all records in a systematic and regular basis. Under no circumstances are our records to be destroyed selectively or maintained outside our premises or designated storage facilities. If you learn of a subpoena, pending or contemplated litigation, or government investigation, you should immediately report the matter to our Legal Department and:

- You must maintain, preserve, and refrain from altering ALL records that may be responsive to the subpoena, relevant to the litigation, or that may pertain to the investigation until you are advised by the Company.

- You must affirmatively preserve all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages). Destruction or alteration of such records, even if inadvertent, could damage the Company.
- If you have any questions on how you should preserve records, seek advice through your manager or our Legal Department.

## Confidential Information

All employees may learn facts about our business, plans, operations or "secrets of success" that are not known to the public or to competitors. Sensitive information such as financial information, benefit plans, salary, business research data, customer data, marketing, and strategic plans are examples of our confidential information and/or proprietary trade secret information. The Company's confidential information includes, without limitation, all non-public information that might be of use to competitors, or harmful to us or the customers we serve, if disclosed. In addition, while performing your responsibilities, you may obtain confidential information concerning possible transactions with other companies or receive information concerning other companies which we may be required to maintain as confidential. You must maintain the confidentiality of information entrusted to you by us or our customers, unless disclosure is necessary to prevent an injury or accident, authorized by the Company or the owner of the information, or legally mandated by a court or governmental agency.

Employees must:

- Not use the information for their own benefit or the benefit of others inside or outside of the Company.
- Carefully guard against disclosure of that information to people outside the Company. Do not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard.
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.
- Do not create audio or video recordings or photographs of Company matters, events or worksites without the express prior consent of your manager and all participants involved. Nothing in this policy is intended to restrict employees from exercising their rights under Section 7 of the National Labor Relations Act ("NLRA"), and employees are not prohibited from engaging in protected concerted activity.

Upon the termination of your employment, you must return everything that belongs to us, including all documents, Company issued devices, and other materials containing our and customers' confidential information. You must not disclose or use confidential information after your employment with us ends. This obligation remains regardless of the reason for termination of your employment. Likewise, you may not disclose your previous employer's confidential information to us, but you should use the general skills that you acquired during your previous employment.

## Trademarks, Copyrights, and Other Intellectual Property

Our logos and business names are examples of Company trademarks. You must always properly use our trademarks and advise us of infringements by others. Similarly, the trademarks of third parties must be used properly, without violating their rights. If you have any questions about the use of trademarks, please seek guidance from your manager or our Legal Department. Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of our policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted. We license the use of much of our computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire, or use unauthorized copies of computer software. If you create anything for us while you are employed by us, we own all intellectual rights to such creation, including the moral rights as well as the patent, copyrights, and trademark rights therein. Any questions concerning copyright laws or ownership should be directed to our Legal Department. When using the name, trademarks, logos, or printed materials of another company, including any such uses on our websites, you must do so properly, and with the consent of such company, and in accordance with applicable law.

## Press, Social Media and Other Communications

Employees who use social media for business-related purposes and/or for personal purposes must comply with this policy. Social media means any resource for online publication and commentary through electronic communication, including but not limited to: blogs, wikis, forums, multi-media, and social sites such as LinkedIn, Facebook, YouTube, Yelp, SlideShare, and Flickr. Pertaining to press, social media, and general outside communications, use personal responsibility, show respect, refrain from sharing confidential information, refrain from using offensive language and slurs, disclaim that your personal views are not those of the Company when commenting on Company-related topics, and refrain from using Company logos and trademarks. Employees must be mindful not to engage in any unlawful contact, such as invasion of privacy, violations of security laws, defamation, etc. Inappropriate postings that include discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct will not be tolerated and may subject you to disciplinary action up to and including termination.

You must be explicitly authorized by appropriate management to conduct business for the Company using online social media. Any Company content posted to online social media requires prior authorization by appropriate management. You are expected to comply with our Code and any other applicable policies related to your business activities and online social media.

## Responding to Press or Agency Inquiries

Company employees who are not designated as official Company spokespersons may not speak with the press, bloggers, government agency representatives, members of the financial community (banks, investment bankers, etc.), shareholders or shareholder groups or organizations about Company business or as a Company representative without express permission from the applicable Operating Company President or our Communications Department. Requests from any third party for comments about the Company should be referred to our Communications Department. Nothing herein prohibits employees from engaging in communications with the media that are protected by the NLRA concerning the terms and conditions of employment.

## questions & answers

**Q** I was at the grocery store and accidentally used my corporate credit card to pay for my purchases. I mentioned it to a co-worker, and they said that so long as I pay my corporate credit card off each month, it is acceptable for me to use the card for personal purchases. Is this true?

**A** No. Your corporate credit card and other corporate expense reports are issued and paid out strictly for the purpose of charging business-related expenses. We understand that accidents happen, but in the event, you mistakenly use your corporate credit card or gas card for personal purchases, you must notify your manager immediately and make arrangements to repay the personal charges.

**Q** I need to send an email outside of the Company to one of my vendors that contains confidential information of the Company and one of our customers. Can I go ahead and send it?

**A** Maybe. Before sending such information to someone, make sure that you know who you are sending it to, and make sure the receiver is authorized to receive the information. This usually means seeking guidance from your manager or our Legal Department on how to make sure that the party to whom you are sending the information has signed a Non-Disclosure Agreement whereby they have agreed in writing to keep it confidential. Once you've verified that the person is authorized to receive the information, you must ensure you have the correct email address and use encryption to assure that the information being transmitted cannot be intercepted by someone who is not authorized to receive it. Send only what the authorized receiver needs to complete the task or request. Don't send information the receiver should already have such as an account number or a social security number.

## antitrust/ competition laws

We compete vigorously and tirelessly in all our business activities, but we do so with integrity. All employees are required to comply with antitrust and related competition laws where we do business. These laws typically restrict and/or regulate competitive business practices to preserve fair, honest, and vigorous competition. Violations of these laws can damage our reputation while causing severe monetary and criminal penalties for all involved.

Employees are prohibited from entering into agreements, reaching “understandings,” or exchanging information with competitors about how we do business and sharing confidential and proprietary business information with or requesting such information from our competitors.

**Avoid Conspiracies with Competitors.** One of the primary goals of antitrust law is to promote and preserve each competitor’s independence when making decisions on price, output, and other competitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide markets. Do not agree with any competitor on any of these topics. If you find yourself in such a conversation with a competitor, inform them that such conversations or agreements are inappropriate, leave the conversation, keep accurate notes of the conversation, and report the incident to your manager and our Legal Department.

**Avoid “Loose Talk.”** Unlawful trade agreements need not take the form of a written contract or even express commitments, or mutual assurances. Courts can infer agreements based on “loose talk,” informal discussions, or the mere exchange between competitors of information from which pricing or other collusion could result. Any communication with a competitor’s representative may be subject to legal scrutiny and form the basis for improper or illegal conduct. Take care to avoid involving yourself in situations where an unlawful agreement could be inferred.

**Use Caution.** Antitrust lawsuits can be very costly, even when a company has not violated the antitrust laws and is cleared in the end. Always seek guidance from your manager and our Legal Department before engaging in any conduct that even appears to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress.

**Be Cautious Gathering Information about Our Competitors.** It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that information should be acquired and used, especially information about competitors. In gathering competitive information, you should abide by the following guidelines:

- We may gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants and conversations with customers, as long as those conversations are not likely to

suggest that we are attempting to (a) conspire with our competitors, using the customer as a messenger, or (b) gather information through other wrongful means. You should be able to identify the source of any information about competitors.

- If there is any indication that information that you obtain was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and should immediately seek guidance through your manager and our Legal Department.

**Q** At an industry conference, I had lunch with a sales representative of a competitor. He suggested, “we’d all do better if we divide up territories.” Is this a good idea?

**A** No. He is suggesting something that is in violation of fair competition laws. You should not participate in any discussions of this nature, keep a record of the discussion, and report this conversation to your manager, our Human Resource Department, or our Legal Department.



# government affairs and political involvement

## Compliance with the Foreign Corrupt Practices Act (FCPA)

The FCPA prohibits companies from offering bribes or favors in exchange for business. All employees are required to conduct themselves in accordance with our FCPA policy. If you have any questions regarding your compliance with the FCPA policy, please seek guidance through your manager or our Legal Department.

It is against our policy, US law and many foreign laws to offer a bribe to a foreign official for a business favor or when otherwise intended to gain an improper business advantage. The term “foreign official” includes employees of any government agency, government-owned business (such as state-owned enterprises), or political party, plus any political candidate. Bribes go beyond giving cash payments and may also include giving gifts or other items of value. The Code also prohibits giving, facilitating, or expediting payments to foreign officials. Since the Company can be held liable for payments made by third parties, outside parties engaged directly or indirectly by the Company who may interact with foreign officials on the Company’s behalf must undergo a thorough legal screening before being hired.

## Anti-Money Laundering and the USA Patriot Act

The Company is committed to compliance with laws and regulations regarding money laundering and terrorist financing. Also, understand your obligations to:

- know your customers and your customers' use of our products and services – for instance, if you are selling unwanted equipment, we should know the details of each person to whom the equipment is sold
- get proper training if you are in a job that poses a risk of money laundering or terrorist financing
- be alert to and report unusual or inappropriate activity to our Legal Department.

## Interacting with Government Agencies and Officials

From time to time, we will find ourselves doing business with local, state, and federal government officials, and the agencies and governmental bodies which they represent. It is essential that we do not provide anything to these officials that could be construed as a favor in exchange for receiving work from the agency or governmental body which they represent.

**Do Not Make Gifts to Government Officials** The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation, and lodging, which may be provided to government officials and government employees. Avoid providing any gifts or gratuities to government officials without first seeking guidance through your manager or our Legal Department.

## Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of our funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate, or campaign (including fundraisers benefitting such political parties or candidates, may not be made unless they are made in accordance with applicable law and approved in advance by both the CEO and our Legal Department.

Your work time may be considered the equivalent of a contribution by us. Therefore, you will not be paid by us for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will we compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

To ensure compliance with applicable laws and regulations, all employees, managers, officers, and directors of the Company must comply with the following requirements:

- Any proposed political contribution or expense incurred by the Company on behalf of any candidate, campaign, political party, political committee (e.g., a political action committee (“PAC”) or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code must be approved in advance by both the CEO and our Legal Department.
- No Company assets, funds, facilities, or personnel may be used to benefit any candidate, campaign, political party, or political committee (e.g., a PAC or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code without advance approval by both the CEO and our Legal Department.
- You may not make a political contribution to obtain or retain business or to obtain any other improper business advantage.
- You may not use or threaten force or reprisal against an employee to contribute to, support, or oppose any political group or candidate.

## Lobbying Activities

Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, you may not lobby for the Company unless specifically and expressly authorized to do so by the Board of Directors.

Lobbying includes:

- communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation
- communicating with certain government officials for the purpose of influencing government action
- engaging in research or other activities to support or prepare for such communication

You must notify both the CEO and our Legal Department before engaging in any activity on our behalf that might be considered lobbying as described above.

## administration of the Code

This Code does not create a contract between the Company and any employee, manager, officer or director, and no promise of any kind is made by the Company in this Code. The Company is free to change the terms of this Code without having to consult with or obtain the agreement of any employee. Unless otherwise agreed to in writing by the Company and an employee, each of the Company and our employees continue to have the authority to terminate the employment relationship at will, and the Company has the authority to change the terms of an employee's employment, in each case with or without cause and with or without prior notice. This at-will status can only be modified if such modification is in writing signed by both the employee and a member of the executive leadership team.

This Code is intended to be read in conjunction with any local workplace policies, procedures, and processes. In the event anything in this Code conflicts with a local policy or procedure, this Code will govern.

The CEO and General Counsel have overall responsibility for administering the Code and reporting on the administration of and compliance with the Code and related matters to our Board of Directors.

### Limited Waivers to the Code

From time-to-time, there may be a compelling reason to warrant a waiver of one or more of the requirements contained in the Code. Only the Board of Directors may authorize such waivers. If you believe that the circumstances surrounding a matter merit a waiver of the Code, then you must request an exception from both the CEO and our Legal Department. Either of them may, depending upon the circumstances, consult with the Board of Directors to obtain a waiver or deny the request. The request for exception must set forth all relevant facts. If any relevant facts change (either before or after the exception/waiver has been approved), the executive or employee must immediately update their request.

### Discipline for Violations

We intend to use every reasonable effort to prevent the occurrence of conduct not compliant with this Code and to halt any conduct that may occur as soon as reasonably possible after its discovery. Personnel who violate this Code and/or other Company policies and procedures may be subject to disciplinary action, up to and including termination.

### Revisions and Amendments

This Code may be revised, changed, or amended at any time by the Audit Committee of the Board of Directors. Following any material revisions or updates, an updated version of this Code will be distributed to you and will supersede the prior version of this Code effective upon distribution. We may ask you to sign an acknowledgment confirming that you have read and understood the revised version of the Code and that you agree to comply with the provisions.

# additional resources

## how to report issues

Each of us is bound to each other in our daily operations. We are responsible to each other to know and follow the Code. If you are unsure what to do in a situation, seek help. If you have questions, ask them. If you have ethical concerns, raise them. If you observe problems, report them. The Company encourages and expects employees to report concerns or suspected violations of the Code whether they are directly involved or are a witness. Employees should immediately report concerns to their manager, their manager's manager, our Human Resource Department, or our Legal Department. In some circumstances where it may seem impractical or uncomfortable to raise a matter with a manager, we have implemented an **anonymous hotline** for you to seek help and report problems.

## **Human Resource Department**

Email: [hr@artera.com](mailto:hr@artera.com)

## **Legal Department**

### **Harrison Anthony, General Counsel**

Phone: (770) 363-6147

Email: [harrison.anthony@artera.com](mailto:harrison.anthony@artera.com)

## **Hotline**

Phone: 1 (833) RPT-LINE (1 (833) 778-5463)

Website: <https://hotline.artera.com>

Reporting to our Hotline is available 24/7. We investigate all reports and, whenever possible, honor requests for confidentiality. While anonymous reports will be accepted, please understand that anonymity may hinder or impede the investigation of a report. Whenever possible, we will keep confidential the identity of employees, officers or directors who report or are accused of violations, unless or until it has been determined that a violation has occurred. We will review all cases of questionable activity or improper actions for appropriate action, discipline, or corrective actions.

## **Whistleblower Protection Policy**

The Company will not retaliate against any employees who take certain lawful actions when they suspect wrongdoing on the part of the Company or its employees. In furtherance of the Company's commitment to this policy, neither the Company nor any of our officers, employees, contractors, subcontractors, or agents, may discharge, demote, suspend, threaten, harass, or in any other manner, discriminate against an employee because of any lawful act done by the employee to: (a) provide information to or otherwise assist in an investigation by a federal, state, or local regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the employee (or such other person working for the Company who has the authority to investigate, discover or terminate an employee), where such information or investigation relates to any conduct that the employee reasonably believes constitutes fraud (financial or otherwise), or a violation of any applicable laws; or (b) file, testify, participate in, or otherwise assist in a proceeding relating to alleged violations of any applicable law as described in (a) above.