Code of Business Conduct and Ethics

The policies, procedures and/or work processes set forth in this document are intended to represent Matrix Service Company and all Operating Companies, herein referred to as the "Company".

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1. Introduction

One of the most valuable assets of Matrix Service Company (the “Company”) is its integrity. Protecting this asset is the job of everyone within the Company. To that end, our Board of Directors has established and adopted this Code of Business Conduct and Ethics (this "Code"). This Code applies to every officer, director, employee (including contract employees) of the Company. We also expect that those with whom we do business (including our agents, consultants, suppliers, subcontractors and customers) will adhere to this Code and will report any perceived violations of this Code to the Company. This Code is designed to help you comply with the law and maintain the highest standards of ethical conduct. This Code does not cover every issue that may arise, but it sets out basic principles and a methodology to guide all officers, directors and employees of the Company in making sound judgments regarding compliance with the law and ethical business conduct.

As a publicly traded company, the Company is required by the Securities and Exchange Commission (the "SEC") to include in this Code special rules that are applicable only to Senior Financial Officers, a limited group of employees comprised of our Chief Executive Officer ("CEO"), our Chief Financial Officer ("CFO"), our Controller and any other persons performing similar functions regardless of title. These special rules are generally narrower in scope than those of this Code and relate primarily to matters pertaining to the identification and handling of conflicts of interest; providing full, fair, accurate and timely disclosure of material information concerning the Company; compliance with laws, rules and regulations applicable to the Company and to its business and the prompt identification and reporting of violations of this Code to the appropriate Company personnel. These special rules are discussed in various places throughout this Code and can generally be identified by references to obligations imposed upon "Senior Financial Officers" of the Company. The Company is also subject to Nasdaq listing rules which require that the Company adopt this Code for all of its directors, officers and employees.

All of our officers, directors and employees must carry out their duties in accordance with the policies set forth in this Code and with applicable laws and regulations. To the extent that other Company policies and procedures conflict with this Code, you should follow this Code. Any violation of applicable law or any deviation from the standards embodied in this Code may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment by the Company. Disciplinary action also may apply to an employee's supervisor who directs or approves the employee's improper actions or is aware of those actions but does not act appropriately to correct them. In addition to imposing its own discipline, the Company may also bring suspected violations of law to the attention of the appropriate law enforcement personnel. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the procedures described in Sections 12 and 13 of this Code.

We are committed to being a good corporate citizen. We are committed to fair dealing with our customers, suppliers and other third parties and will not mislead, misrepresent, deceive, take unfair advantage or falsify information. Our policy is to conduct our business affairs honestly and in an ethical manner. That goal cannot be achieved unless you individually accept your responsibility to promote integrity and demonstrate the highest level of ethical conduct in all of your activities. Activities that may call into question the reputation or integrity of the Company should be avoided. We understand that not every situation is black and white. The key to compliance with this Code is exercising good judgment.

Managers set an example for other employees and are often responsible for directing the actions of others. Every manager and supervisor is expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions concerning this Code and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act contrary to this Code.

It is your responsibility to carefully read this Code and conduct yourself in accordance with it. You should seek to avoid even the appearance of improper behavior. If a law conflicts with a policy in this Code, you must comply with the law. You should seek guidance from your supervisor, human resources, or the Legal Department if you have any questions about this Code or about a situation in which you are unsure about how to proceed.

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2. Compliance with Laws, Regulations and other Company Policies

The Company seeks to comply with the laws and regulations in all jurisdictions in which it operates.

All directors, officers, and employees of the Company are expected to understand, respect and comply, in letter and spirit, with all of the laws, rules and regulations that apply to them in their respective positions with the Company.

The Company is committed to full compliance with the laws of the cities, states, provinces and countries in which it operates. All directors, officers, and employees of the Company are expected to understand, respect and comply, in letter and spirit, with the laws and regulations that apply to them in their respective positions with the Company. Although such persons are not expected to know the details of these laws, it is important to know enough to determine when to seek additional information, training or advice from supervisors, managers, or other appropriate personnel. The Company may from time to time provide information and hold sessions to promote compliance with particular laws, rules and regulations.

Employees should be familiar with and at all times in compliance with the policies issued by the Company's Accounting, Human Resources, I.T., Legal or other departments including, but not limited to, those referenced herein. These additional policies address items covered in this Code in more detail.

3. Full, Fair, Accurate, Timely and Understandable Disclosure

It is of paramount importance to the Company that all disclosure in reports and documents that it files with, or submits to, the SEC, and in other public communications made by the Company are full, fair, accurate, timely and understandable. You must take all steps available to assist us in these responsibilities consistent with your role within the Company. The Company expects employees, officers, directors, and contractors to take this responsibility seriously and to provide prompt and accurate answers to all inquiries made to you in connection with the preparation of our public reports and disclosure.

Our CEO and CFO are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of our disclosure controls and procedures (as such term is defined by applicable SEC rules). As mentioned earlier, Senior Financial Officers have special duties imposed upon them by law and face significant monetary penalties as well as lengthy prison time for breaches of these special duties. Senior Financial Officers are required to take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted by the Company to the SEC, and all disclosure in other public communications made by the Company are full, fair, accurate, timely and understandable.

Senior Financial Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Senior Financial Officers are required to take all necessary steps to ensure compliance with established accounting procedures, our system of internal controls and generally accepted accounting principles. Senior Financial Officers are required to ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect all transactions affecting our assets. Senior Financial Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company's financial statements.

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Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. The Company will not permit its employees, officers, directors or contractors to improperly influence the audit process or the accuracy of its financial statements, which are part of its public reports.

4. Special Ethics Obligations For Employees With Financial Reporting Responsibilities

Senior Financial Officers each bear a special responsibility for promoting integrity throughout the Company. Furthermore, Senior Financial Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operations and financial condition and other financial information.

Because of this special role, Senior Financial Officers are bound by the following Financial Officer Code of Ethics, and by accepting this Code each Senior Financial Officer agrees that he or she will:

- Perform his or her duties in an honest and ethical manner.
- Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.
- Take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with all applicable laws, rules and regulations of federal, state and local governments.
- Proactively promote and be an example of ethical behavior in the work environment.

Although these expectations are identified explicitly for Senior Financial Officers, the Company expects all employees to work in an honest and ethical manner and to comply with all applicable laws and regulations.

5. Insider Trading

You should never trade securities while in possession of confidential information acquired through your employment or fiduciary relationship with the Company.

Please refer to the Company's Insider Trading Policy, a copy of which can be found on the Company's website regarding compliance with laws against insider trading. If you have a question concerning the appropriateness or legality of a particular securities transaction, consult with the CFO or the Corporate Compliance Officer.

6. Conflicts of Interest; Corporate Opportunities and Gifts; Foreign Corrupt Practices Act

You must avoid any situation in which your personal interests conflict or even appear to conflict with the Company's legitimate interests and to advance the interests of the Company to the exclusion of your own interests when a conflict arises in the course of your employment.

You must perform your duties to the Company in an honest and ethical manner. You must handle all actual or apparent conflicts of interest between your personal and professional relationships in an ethical manner. You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of the Company. You may not engage in activities that compete with the Company or compromise its interests. You should not take for your own benefit opportunities discovered in the course of employment that you have reason to know would benefit the Company. The following are examples of actual or potential conflicts:

- you, or a member of your family, receive improper personal benefits as a result of your position in the Company;
- you use property of the Company for your personal benefit;
- you engage in activities that interfere with your loyalty to the Company or your ability to perform your duties or responsibilities to the Company effectively;

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- you work simultaneously (whether as an employee or a consultant) for a competitor, customer, supplier, or subcontractor of the Company;

- you, or a member of your family, have a financial interest in a competitor, customer, supplier, or subcontractor which is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as the size of an investment in relation to your income, net worth and/or financial needs, your potential to influence decisions that could impact your interests, and the nature of the business or level of competition between the Company and the competitor, customer, supplier, or subcontractor);

- you, or a member of your family, acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know the Company has, or might have, a legitimate interest;

- you, or a member of your family, receive a loan or a guarantee of a loan from Company, or a competitor, customer, supplier or subcontractor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis);

- you divulge or use the Company's confidential information — such as financial data, customer information, or computer programs — for your own personal or personal business purposes;

- you make gifts or payments, or provide special favors, to competitors, customers, suppliers, or subcontractors (or their immediate family members) with a value significant enough to cause the competitor, customer, supplier, or subcontractor to make a purchase, or take or forego other action, which is beneficial to the Company and which the competitor, customer, supplier, or subcontractor would not otherwise have taken; or

- you are given the right to buy stock in other companies or you receive cash, other payments or gifts in return for promoting the services of an advisor, such as an investment banker, to the Company.

As a general rule, you must not accept anything from third parties that may influence or create the appearance of influencing the business decisions you make on behalf of the Company. To that end, you are prohibited from accepting gifts from third parties, except as provided herein. Specifically, you may not accept the following from, or offer the following to, any person or entity that does, or is seeking to do, business with, or is a competitor of, the Company:

- cash payments; or

- gifts of more than nominal value.

You may accept gifts of nominal value from third parties and may offer gifts of nominal value to third parties. For purposes of this Code, "nominal" is a value of Two Hundred Fifty Dollars (U.S. $250.00) or less, or its equivalent in any other currency, unless such gift (or series of gifts) would create the appearance of potentially influencing your business decisions. Any gift must support the Company's legitimate business interests and be reasonable and customary. Any gift (or series of gifts) received or to be given in excess of the established nominal value must be reported to the Corporate Compliance Officer (identified in Section 13 of this Code) for evaluation and approval.

The exchange of social amenities (i.e., business lunches, dinners, recreational trips, use of facilities or other entertainment) may be appropriate in certain cases. All such exchanges are governed by the Company's Business Travel and Entertaining Policy. You should refer to the Company's Business Entertaining policy for guidelines on when the exchange of such social amenities is appropriate and is permitted.

All employees must abide by the U.S. Foreign Corrupt Practices Act (FCPA) and all applicable international anti-corruption laws and regulations. The Company has a zero-tolerance policy for bribery, kickbacks or any other improper payments made to government officials. A "bribe" is an offer to give, giving or promising to provide cash payments, gifts, travel, entertainment, favors or other business courtesies, to improperly influence decisions to gain a business advantage. A "kickback" is the return of a sum already paid or due to be paid as a reward for awarding or fostering business. A "government official" can be a national or local government official or employee such as a mayor, police officer or judge. The term also includes both elected and appointed officials, such as a country's oil minister. In fact,

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some of the Company's customers or potential customers outside the U.S. are government-owned companies; as such, their employees are considered government officials.

In many parts of the world, making bribes and improper payments to government officials is common. However, you must know and follow all applicable anti-corruption laws, regardless of local practices. It is our policy that you may never offer, authorize or promise any sort of bribe or kickback to a government official or customers to obtain or retain business advantages, and you may never seek or accept a bribe or kickback. Any violation of this policy may result in disciplinary action up to and including termination of employment, as well as civil and criminal penalties for involved parties and for the Company. If you believe that a bribe, kickback or other improper payment has been made or have any related concerns, please refer to and follow the Worldwide Anti-Corruption Compliance Policy and contact your supervisor or the Corporate Compliance Officer for clarification.

Conflicts are not always clear-cut. If you become aware of a conflict described above or any other conflict, potential conflict, or have a question as to a potential conflict or regarding any gifts or proposed gifts which you are not certain are appropriate, you should consult the Corporate Compliance Officer and/or follow the procedures described in sections 12 and 13 of this Code. If you become involved in a situation that gives rise to an actual conflict, you must inform your manager and the Corporate Compliance Officer of the conflict.

7. Equal Opportunity

The Company has a policy of equal opportunity for employment free from discrimination because of race, color, religion, sex, sexual orientation, national origin, age, genetic information, disability, veteran status, marital status, or any other legally protected characteristic or category. The Company is morally and legally committed to giving all persons equal opportunities based solely on their individual abilities and qualifications and the valid requirements of the position. The Company is committed to providing an inclusive and welcoming environment for all members of our community and to ensuring that employment, promotion and workplace advancement decisions are based on the individual's abilities and qualifications.

8. Health and Safety

The Company strives to provide a safe and healthy work environment. Each of us has a responsibility to help maintain a safe and healthy workplace for everyone by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. The Company does not tolerate:

- Harassment of or discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, genetic information, disability, veteran status, marital status, or any other legally protected characteristic or category;
- Verbal or physical conduct which harasses, disrupts, or interferes with another's work performance or which creates an intimidating, offensive, or hostile environment;
- Workplace violence or threatening behavior;
- Weapons in the workplace; or
- Use or possession of drugs or alcohol at the workplace.

Please refer to the Company's HSE Policy and Employee Handbook for detailed guidance on the Company's health and safety policies and procedures.

9. Record-Keeping

The Company requires honest and accurate recording and reporting of all information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported for compensation purposes and use of business expense accounts should be documented and recorded accurately.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the

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Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's Record Retention Policy. In accordance with such policy, in the event of actual or reasonably anticipated litigation or governmental investigation, please consult with the Company's Legal Department.

10. Protection and Proper Use of Company Assets

All directors, officers, and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted by applicable Company policy.

Your obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, trademarks and service marks, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It may also be illegal and may result in civil or even criminal penalties.

11. Confidentiality

All confidential information concerning the Company obtained by you is the property of the Company and must be protected.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You must maintain the confidentiality of such information entrusted to you by the Company, its customers and its suppliers, except when disclosure is authorized by the Legal Department or required by law.

Examples of confidential information include, but are not limited to: the Company's trade secrets, design information, standards and technology; business trends and projections; information about financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; information about potential acquisitions, divestitures and investments; stock splits, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and the loss or adverse changes in existing or potential major contracts, orders, suppliers, customers or finance sources.

Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your family members and continues to apply even after your employment or director relationship with the Company terminates.

Notwithstanding the foregoing, nothing herein shall prohibit a director, officer, or employee of the Company from reporting possible violations of federal law or regulation to any governmental agency or entity or making other disclosures that are protected pursuant to federal law or regulation. Prior authorization from the Legal Department is not required in order to make any such reports or disclosures and the reporting individual is not required to notify the Company that such reports or disclosures have been made.

IMMUNITY NOTICE. Pursuant to the Defend Trade Secrets Act of 2016, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and solely for the purpose of reporting or investigating a suspected violation of the law; or is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Should any provision in this Code of Business Conduct and Ethics conflict with this provision, this provision shall control.

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12. Reporting Violations of Company Policies

You should report any violation or suspected violation of this Code to your supervisor, human resources or to the Corporate Compliance Officer, the Chair of the Audit Committee or via the Company's anonymous Compliance Hotline.

The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that you promptly bring to the attention of your supervisor, human resources, the Corporate Compliance Officer, the Chair of the Audit Committee or to the Company via the Company's anonymous Compliance Hotline, any material transaction, relationship, act, failure to act, occurrence or practice that you believe, in good faith, is inconsistent with, in violation, or reasonably could be expected to give rise to a violation, of this Code.

With respect to your reporting obligations:

- In the event you believe a violation of this Code, or a violation of applicable laws and/or governmental regulations has occurred or you have observed or become aware of conduct which appears to be contrary to this Code, immediately report the situation to your supervisor, human resources, the Corporate Compliance Officer, the Chair of the Audit Committee or to the Company via the Company's anonymous Compliance Hotline.

- Our customers, suppliers, subcontractors and vendors are also strongly encouraged to report any violation or suspected violation of this Code using the Company's Compliance Hotline.

- Supervisors or managers who receive any report of a suspected violation must report the matter to human resources, the Corporate Compliance Officer, the Chair of the Audit Committee or to the Company via the Company's anonymous Compliance Hotline.

- If you wish to report any such matters anonymously or confidentially, then you may do so by the following methods:

- Report a description of the suspected violation or other complaint or concern via the Company's Compliance Hotline. The Compliance Hotline is available 24 hours a day, 7 days a week. You may remain anonymous and will not be required to reveal your identity, although providing your identity may assist the Company in addressing your concerns. You may access the Company's Compliance Hotline toll-free from either the U.S. or Canada as follows:

(855) 414-0002

Employees in the Company's Australia office may access the Hotline toll-free as follows:

+61-800-958-125

Employees in the Company's South Korea office may access the Hotline toll-free as follows:

+82-70-7914-7978

Customers, suppliers, subcontractors and vendors of the Company reporting any violation or suspected violation of this Code should use the Company's Compliance Hotline of the applicable country.

Or:

- Mail a description of the suspected violation or other complaint or concern to:

Corporate Compliance Officer
Vice President, General Counsel
Matrix Service Company
15 E. 5th Street, Suite 1100
Tulsa, Oklahoma 74103

or to

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Chair of the Audit Committee
Matrix Service Company
15 E. 5th Street, Suite 1100
Tulsa, Oklahoma 74103

Or:

- Email a description of the suspected violation or other complaint or concern to the Compliance Offer at hotline@matrixservicecompany.com.

- Use common sense and good judgment; Act in good faith. You are expected to become familiar with and to understand the requirements of this Code. If you become aware of a suspected violation, don't try to investigate it or resolve it on your own. Prompt disclosure to the appropriate person is vital to ensuring a thorough and timely investigation and resolution. The circumstances should be reviewed by appropriate personnel as promptly as possible, and delay may affect the results of any investigation. A violation of this Code, or of applicable laws and/or governmental regulations is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

- No fear of retaliation. It is our unequivocal policy that there be no intentional retaliation against any person who, in good faith, provides information to us or to law enforcement officials that he or she believes is truthful concerning a possible violation of any law, regulation or policy of the Company, including this Code. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a "need to know" basis or make a report to law enforcement officials. No retaliation shall be taken against you for reporting alleged violations while acting in good faith.

- Accounting and Auditing Matters. If you have a complaint regarding accounting or auditing matters, please refer to reporting procedures contained herein or to the Company's Employee Complaint Procedures for Accounting and Auditing Matters Policy included in the Employee Handbook for details on how to report such a complaint.

- No prohibition on governmental reporting. Nothing in this Code, including provisions relating to confidential information, or any other arrangements that you have with the Company, prohibits you from reporting possible violations of law to a governmental agency or entity or requires you to seek prior authorization from the Company or to notify the Company of any such report.

13. Compliance Procedures

The Company has established this Code as part of its overall policies and procedures. To the extent that other policies and procedures of the Company conflict with this Code, you should follow this Code. This Code applies to all Company directors, officers and employees in all locations.

This Code is based on the Company's core values, good business practices and applicable law. The existence of a Code, however, does not ensure that directors, officers and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, the individuals subject to this Code must know and understand this Code as it applies to them and as it applies to others. You must champion this Code and assist others in knowing and understanding it.

- Compliance. You are expected to become familiar with and understand the requirements of this Code. Most importantly, you must comply with it.

- CEO Responsibility. Our CEO shall be responsible for ensuring that this Code is established and effectively communicated to all employees, officers and directors. Although the day-to-day compliance issues will be the responsibility of the Company's managers, the CEO has ultimate accountability with respect to the overall implementation of and successful compliance with this Code.

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- Corporate Compliance Management. The CEO shall select an employee or employees to act as Corporate Compliance Officer(s). At present, the Vice President, General Counsel for the Company has been selected as our Corporate Compliance Officer. The Corporate Compliance Officer's role is to ensure communication, training, monitoring, and overall compliance with this Code. The Corporate Compliance Officer will, with the assistance and cooperation of the Company's officers, directors and managers, foster an atmosphere where employees are comfortable in communicating and/or reporting concerns and possible Code violations.

- Reporting of Violations. The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all employees, officers and directors of the Company report suspected violations in accordance with Section 12 of this Code. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a shareholder or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to the Company's accounting or auditing, then the manager or investigator should immediately notify the Corporate Compliance Officer, the Chair of the Audit Committee or the Company's anonymous Compliance Hotline. If a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material in amount, involving management or other employees who have a significant role in the Company's internal controls, any person who received such report should immediately report the alleged violation to the Corporate Compliance Officer, the Chairman of the Audit Committee, or the Company Compliance Hotline. In addition, all of the Company's customers, suppliers, subcontractors and vendors are strongly encouraged to report suspected violations of this Code by using the Company Compliance Hotline.

- Screening Of Employees. The Company shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee with financial management responsibilities. The Company shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.

- Access to this Code. The Company shall ensure that employees, officers and directors, as well as customers, suppliers, subcontractors and vendors, may access this Code on the Company's website. In addition, each current employee will be provided with a copy of this Code. New employees will receive a copy of this Code as part of their new hire information. From time to time, the Company will sponsor employee training programs in which this Code and other policies and procedures of the Company will be discussed.

- Monitoring. The officers shall be responsible to ensure this Code is reviewed by all of the Company's managers. In turn, the Company's managers with supervisory responsibilities should ensure this Code is reviewed by his/her direct reports. Managers are the "go to" persons for employee questions and concerns relating to this Code, especially in the event of a potential violation. Managers or supervisors will immediately report any violations or allegations of violations to the human resources, the Corporate Compliance Officer, the Chair of the Audit Committee, or to the Company via the Company's anonymous Compliance Hotline. Managers will work with the Corporate Compliance Officer in assessing areas of concern, potential violations, any needs for enhancement of this Code or remedial actions to affect this Code's policies and overall compliance with this Code and other related policies.

- Internal Investigation. When an alleged violation of this Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice and the terms of this Code. Employees are expected to cooperate in internal investigations of alleged misconduct or violations of this Code or of applicable laws or regulations. The Corporate Compliance Officer or the Chairman of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

- Disciplinary Actions. Subject to the following sentence, the Corporate Compliance Officer shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures

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for any employee who is found to have violated this Code. If a violation has been reported to the Audit Committee or another committee of the Board, that Committee shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied in this Code may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. Any employee engaged in the exercise of substantial discretionary authority, including any Senior Financial Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of his or her duties for the Company, shall be removed from his or her position and not reassigned to any other position involving the exercise of substantial discretionary authority and may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company may elect to bring any violations of law to the attention of appropriate law enforcement personnel.

- Corrective Actions. Subject to the following sentence, in the event of a violation of this Code, the Corporate Compliance Officer should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to the policies and procedures of the Company. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

14. Publication of this Code of Business Conduct and Ethics; Amendments and Waivers of this Code of Business Conduct and Ethics

The most current version of this Code will be posted and maintained on the Company's website. The Company's Annual Report on Form 10-K shall disclose that this Code is maintained on its website and shall disclose that substantive amendments and waivers will also be posted on the website.

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors. Any substantive amendment or waiver of this Code (i.e., a material departure from the requirements of any provision) for executive officers or directors may be made only after approval by the Board of Directors and will be disclosed within four (4) business days of such action (a) on the Company's website for a period of not less than twelve (12) months or (b) in a Form 8-K filed with the Securities and Exchange Commission. Such disclosure shall include the reasons for any waiver. The Company shall retain the disclosure relating to any such amendment or waiver for not less than five (5) years.

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