



CODE OF CONDUCT

Introduction

This Code of Conduct of Whitford Worldwide Company and our subsidiaries (“Whitford”) provides an ethical and legal framework for business practices and conduct to which all Whitford employees, officers and directors must adhere.

1. Compliance with Laws, Rules, and Regulations

Whitford employees shall obey the law and comply with the laws, rules and regulations of the municipalities, states and countries in which Whitford operates.

Whitford employees are required to carefully review and abide by all of the Company’s compliance policies and training materials, including, but not limited to Whitford’s existing policies on compliance with export controls, economic sanctions, and ethics and anti-corruption. Whitford employees are also required to complete mandatory compliance training, including the “U.S. Export Control and Economic Sanctions” training presentation that has been presented live to many employees and is available for download and viewing by all employees worldwide.

2. Adherence to the Highest Ethical Standards

Whitford must adhere to the highest ethical standards of conduct in all of our business activities and must act in a manner that enhances the Company’s reputation in the business community and with the public. Integrity is, and must continue to be, the basis of all Whitford’s business relationships.

3. No Retaliation for Reporting

Whitford employees have a duty to promptly report suspected violations of the law. No retaliation of any kind will be taken against an employee who reports suspected violations in good faith. The Company will take steps to protect each employee from retaliation so that all are comfortable reporting violations and protecting the Company.

4. Zero Tolerance of Discrimination or Harassment

Whitford employees must never discriminate on the basis of race, color, sex, religion, sexual orientation, age, national origin, handicap(s) or any other unlawful basis.

Whitford has zero tolerance of discrimination or harassment in the workplace and employees in violation of this policy will be reprimanded accordingly.

5. Health and Safety

Whitford strives to provide a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices. Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol.

6. Maintain the Integrity, Accuracy and Reliability of Books, Records, and Controls

It is Whitford's policy that all books, records, accounts, and financial statements must fully, fairly, accurately and timely reflect the nature of the transactions recorded and must conform both to applicable legal and accounting requirements and to Whitford's system of internal controls. Employees required to do so, are to keep accurate records for their time and the time-keeping requirements of government contracts, which must be strictly adhered to. Financial transactions must be lawful, made for the purposes stated and authorized by Whitford. Forging or altering documents belonging to Whitford is fraudulent and prohibited.

7. Confidentiality and Proprietary Information

Information of all types and in all forms is used by employees in their daily work, including confidential, proprietary information, processes, or Intellectual Property (which includes, but is not limited to, trademarks, copyright, patents, inventions, know-how, design, mask works, and trade secrets) owned by Whitford or our customers (direct or indirect). Whitford's success is dependent on such information. All such information must be preserved and protected against disclosure, whether intentional or unintentional. With the wide use of computers and telecommunications, the protection of information in electronic format is of particular concern. All employees must safeguard confidential or proprietary information, Intellectual Property and any data or information whose destruction or disclosure outside Whitford could result in any of the following: financial loss, loss of competitive position, degraded business operation, violation of a confidentiality agreement with another party or use for personal gain.

8. Protection and Proper Use of Company's Assets

Each Employee owes a duty to Whitford and its customers to use assets and facilities only for their intended purposes. Employees must take reasonable care in the use, maintenance and security of Company owned or leased property. In addition, you must not interfere with or misuse any machinery, or other office equipment of any nature. Use of Whitford or customer facilities, property or funds for

other than Whitford official business is prohibited unless expressly permitted in Whitford policies or procedures or approved in writing by the General Manager of the Business Unit managing the relevant facilities.

9. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of Whitford. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in Whitford.

It is almost always a conflict of interest for a Whitford employee to work simultaneously for a competitor, customer, supplier or other business associate. Therefore, a Whitford employee is not allowed to work for, nor serve as a consultant or board member for a competitor, customer, supplier or other business associate, without the express written approval of Whitford’s Chief Executive Officer. The best policy is to avoid any direct or indirect business connection with Whitford’s competitors, customers, suppliers or other business associates, except on Whitford’s behalf. Conflicts of interest are prohibited as a matter of Whitford policy, except under guidelines approved by the Board of Directors. If a Whitford employee becomes aware of a conflict or potential conflict, it should be brought to the attention of a supervisor, manager or other appropriate personnel.

10. Export Controls and Sanctions

Whitford is committed to complying with all applicable export, import, and trade compliance laws in all countries in which Whitford does business. This includes laws and regulations pertaining to trade embargoes and economic sanctions, export control, anti-boycott, cargo security, import classification and valuation, product/country of origin marking, and free trade agreements. In conducting business across borders, all Whitford employees must be aware of and follow these laws and Whitford’s trade compliance policies and procedures. These laws are complex and change frequently. All Whitford employees must refrain from transactions which are in violation of national or international sanctions or export control laws.

For further reference, see the “Whitford Worldwide Company Export Compliance Policy” and the “Whitford Worldwide Company Sanctions Policy.”

11. Gifts

Exchanging gifts, entertainment and other forms of hospitality is a common way to build business relationships. However, misuse of gifts and entertainment can lead to actual or apparent conflicts of interest and increase the risk of serious bribery and corruption issues. To prevent these problems, Whitford maintains appropriate

restrictions on the giving and receiving of gifts and entertainment.

Whitford employees are prohibited from accepting or receiving gifts of value from any business partner. However, items that are insignificant, small, incidental, and have no market value, such as logoed promotional items (e.g., pens or paper provided at meetings; product samples; publications; etc.) are reasonably permitted. Whitford employees are also strictly prohibited from soliciting gifts or services for themselves or others, including family members, or friends.

For further reference, see the “Whitford Worldwide Company Anti-Corruption Policy.”

12. Anti-Bribery and Corruption

The offer, promise, payment, soliciting, requesting, agreeing to receive or accepting of bribes or kickbacks or other prohibited payments or activities, whether in cash or any other form of inducement (e.g. - gifts, entertainment or hospitality) is strictly prohibited – Whitford has zero tolerance of bribery and corruption in all forms.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business. Likewise, the U.K. Bribery Act prohibits payments to foreign government officials, as well as to employees of private businesses, to influence the performance of their duties. Illegal payments to government officials of any country are strictly prohibited.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that U.S. government personnel may accept. It is illegal to promise, offer or deliver to an official or employee of the U.S. government a gift, favor or other gratuity. Many state and local governments, and foreign governments, also have laws and regulations limiting or prohibiting gifts and gratuities.

For further reference, see the “Whitford Worldwide Company Anti-Corruption Policy.”

13. Compliance Guidelines

Whitford employees must work together to ensure prompt and consistent action against violations of this Code. In some situations, it may be difficult to know whether a violation has occurred or how to approach an issue. These are compliance guidelines to keep in mind.

- Make sure you have all the facts. Being fully informed will help you to assess the situation.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others

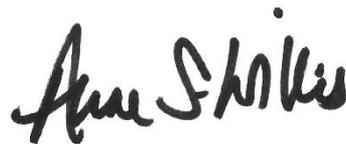
involved and discuss the problem.

- Discuss the problem with your supervisor. In many cases, your supervisor may be more knowledgeable about the issue at hand and can assist in resolving problems.
- Use appropriate Company resources. In a rare instance where it may not be appropriate to discuss an issue with a supervisor, discuss the issue with your Human Resources manager or office manager.
- Report violations of the Code in confidence and without fear of retaliation. Whitford employees may report violations without fear of dismissal or retaliation of any kind.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

14. Failure to Comply with this Code

Failure to comply with any provision of this Code is a serious violation and may result in disciplinary action, including termination of employment. These consequences may not only apply to employees who commit misconduct, but also those who condone it, or fail to report it, or do not take reasonable measures to prevent or address, or who seek to retaliate against those who do report misconduct. Whitford will not tolerate retaliation against any employee who reports a concern in good faith.

In every business unit, management is in charge of instilling these values and ensuring that Whitford's business principles are respected. Working together, Whitford can continue to build growth and remain committed to doing business in accordance with the Code of Conduct.



Anne S. Willis
Chief Executive Officer

15 May 2017