



**NATIONAL
TRENCH SAFETY**

CODE OF CONDUCT AND ETHICS



TABLE OF CONTENTS

| | |
|--|-------|
| Introduction | Pg 3 |
| Accountability | Pg 3 |
| Introduction, Purpose, and Scope | Pg 4 |
| Compliance Culture | Pg 4 |
| Reporting..... | Pg 5 |
| Workplace Behavior and Respectful Conduct..... | Pg 6 |
| Responsibilities of Employees and Managers | Pg 7 |
| Unethical Payments | Pg 8 |
| Conflicts of Interest | Pg 9 |
| Confidential and Proprietary Information..... | Pg 11 |
| Cyber Security..... | Pg 12 |
| Company Assets and Corporate Opportunities | Pg 13 |
| Competition and Anti-Trust Regulation | Pg 13 |
| Health, Safety, and Environmental | Pg 14 |
| Drug and Alcohol-Free Workplace | Pg 15 |
| Contraband | Pg 16 |
| Reporting Incidents and Accidents | Pg 16 |
| Housekeeping | Pg 17 |
| Vehicle Safety | Pg 17 |
| Office Safety | Pg 18 |
| Social Media and Electronic Communications | Pg 19 |



INTRODUCTION

- a.** At National Trench Safety, LLC, and all affiliates and subsidiaries, including Trench Plate Rental Company (hereinafter “NTS” or the “Company”), we specialize in the rental and sale of trench and traffic safety products. We provide the highest quality products, most complete rental fleet mix, and unparalleled levels of service in the business.
- b.** The safety and health of NTS’s employees, customers, and the public are core values of our Company. We believe every employee should have the tools, resources, and training to protect themselves and their coworkers.
- c.** The success of our business is dependent on the trust and confidence we earn from our employees and customers. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching Company goals through honorable conduct.

APPLICABILITY

- a.** This code of conduct and ethics (hereinafter the “Code” or “Policy”) applies to all NTS personnel currently employed with NTS, including, but not necessarily limited to directors, officers, employees, contractors, consultants and agents retained by NTS (each an “Employee”).

INTRODUCTION, PURPOSE, & SCOPE

- a.** The purpose of this Code is to ensure that all Employees of NTS understand their responsibility to conduct NTS's business with integrity and comply with all applicable laws in a manner that exhibits the highest standard of ethical conduct.
- b.** This Code is intended to govern the conduct of Employees whenever and wherever they are conducting NTS business.
- c.** Each Employee of NTS must understand the NTS policies, laws, rules and regulations that apply to their specific roles.
- d.** This Code cannot cover all possible laws, policies, or situations. If/When you are unsure or have questions about ethical or legal issues, or the safety of any tasks you are asked to perform, stop, and ask supervision for clarification.
- e.** Our industry is subject to a variety of laws and regulations imposed by local, state, and federal authorities. NTS's commitment to integrity begins with complying with all laws, rules, and regulations where we do business.

COMPLIANCE CULTURE

- a.** NTS's commitment to compliance requires that all Employees report any incident or situation which may potentially violate the law or this Policy to their supervisor immediately.
- b.** There will be zero tolerance of any form of retaliation against a person who reports a violation in good faith.
- c.** It is NTS's expectation that all Employees will work in a safe, sanitary, and healthy work environment and management must ensure that Employees have the education, knowledge, skills, and equipment to perform their jobs safely. Employees will be trained and be familiar with the contents of this Code.

REPORTING

a. At NTS, everyone should feel comfortable to speak his or her mind, particularly with respect to ethical concerns.

i. Everyone benefits tremendously when Employees exercise their power to prevent mistakes and wrongdoing by asking the right questions at the right times.

ii. Employees are encouraged to address any and all concerns/issues with their managers or Human Resources.

b. Employees who become aware of any actions appearing to be illegal, unethical, or in breach of NTS Policy, must report such activities to your manager, HR or other appropriate personnel.

c. NTS will protect anyone who makes a report in good faith of suspected illegal or unethical activity.

d. Issues causing concern can be reported confidentially and/or anonymously by utilizing the NTS hotline (Lighthouse 1-844-420-0044).

e. NTS will investigate all reported instances of questionable or unethical behavior.

i. In every instance where improper behavior is found to have occurred, NTS will take immediate, appropriate action.

f. Failure to report a violation of law or NTS Policy, or failure to assist or cooperate in an investigation of a reported violation may result in corrective action, up to and including termination of employment.

WORKPLACE BEHAVIOR & RESPECTFUL CONDUCT

a. Expected Employee conduct includes, but is not limited to:

- i.** Treating all coworkers, customers, suppliers, and other third parties in a courteous manner and refraining from offensive behavior;
- ii.** Reporting to management any suspicious, unethical, or illegal conduct by coworkers, customers, suppliers or third parties;
- iii.** Cooperating with NTS investigations;
- iv.** Complying with all NTS safety and security regulations;
- v.** Performing assigned tasks efficiently and in accordance with established quality standards;
- vi.** Reporting to work as scheduled and being at the proper work station, ready for work, at the assigned starting time;
- vii.** Giving proper advanced notice whenever unable to work or report to the job-site location on time; and
- viii.** Maintaining cleanliness and order in the workplace and work areas.

b. The following are examples of prohibited conduct and individuals engaged in such conduct will be subject to discipline, up to and including termination:

- i.** Possessing firearms or other concealed weapons in NTS vehicles or in a personal vehicle on NTS property or a customer's job site (check customer jobsite requirements). If local or state law permits you to have a concealed weapon then, in that limited exception, you must: 1) legally have the right to possess the concealed weapon, and 2) leave the weapon concealed and inside the vehicle at all times;

- ii.** Fighting or engaging in horseplay, unsafe or disruptive behavior;
- iii.** Threatening or intimidating anyone or creating a hostile work environment;
- iv.** Engaging in any form of sexual or other type of harassment;
- v.** Reporting to work under the influence of alcohol, illegal drugs, or narcotics or using, selling, dispensing, or possessing alcohol, illegal drugs, or narcotics;
- vi.** Stealing, destroying, defacing, or misusing NTS property or the property of others, including property of other Employees, customers, or vendors;
- vii.** Failing to wear assigned safety equipment and clothing appropriate for the work being performed or failing to abide by safety rules and policies;
- viii.** Smoking at times and in places prohibited by NTS rules, customer requirements, or local ordinances;
- ix.** Sleeping on the job without authorization;
- x.** Gambling that would interfere with work duties on NTS property or while performing NTS business;
- xi.** Wearing improper attire or having an inappropriate personal appearance;
- xii.** Tape recording meetings, discussions, etc. not pre-authorized by management; and


RESPONSIBILITIES OF EMPLOYEES & MANAGERS

- a.** Ethical behavior is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example.
- b.** Managers are required to create an open, supportive environment for their Employees to ensure they are comfortable raising ethical conduct concerns.

- c.** Managers are responsible for promptly addressing ethical questions or concerns raised by Employees and for taking appropriate steps to resolve issues.
- d.** All Employees are considered representatives of NTS and are expected to represent NTS appropriately.
 - i.** Representing NTS appropriately means working with integrity and honesty, as well as performing ethically and responsibly.
- e.** Employees are expected to engage in fair dealing while conducting business:
 - i.** Employees should deal fairly with NTS's customers, suppliers and competitors and with fellow Employees.
 - ii.** No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice involving unfair dealing.
- f.** Employees have a duty to follow all applicable laws and regulations imposed by local, state, and federal authorities, especially those that apply to each Employee's specific area or field. Some of these laws may include laws regarding the environment, sexual harassment, safety, health, wages, antitrust, and equal employment. Employees must avoid situations that appear to be inappropriate, illegal, or unethical and report them to the appropriate management individual
- g.** All Employees are required to read and comply with this Policy.

UNETHICAL PAYMENTS

- a.** NTS prohibits improper payments in all business dealings, both with the private sector and the government. This applies to payments to and from NTS personnel in the form of monetary payments, as well as gifts and hospitality exceeding a nominal value. Set forth below are summaries of NTS's policies relating to certain types of payments.



b. Facilitation Payments: Facilitation payments are payments used to help expedite or procure a transaction. Such payments are often referred to as “greasing” payments, intended to make a transaction smooth and fluid. Facilitation payments are prohibited even if they could be deemed necessary for a specific business opportunity.

c. Bribery and Corruption: Acts and allegations of bribery can seriously damage NTS’s reputation and can lead to civil fines, penalties, and criminal prosecution. Bribery is the giving of money or anything else of value in an attempt to unlawfully influence the action of any third party. NTS seeks to comply with all domestic and international anti-bribery laws such as the Foreign Corrupt Practices Act, the UK Bribery Act, and other laws enacted by the U.S. and various countries. Use of NTS funds or property for illegal, unethical, or otherwise improper purposes, including bribery, kickbacks, and payoffs are prohibited. Employees found to be giving or taking bribes will be subject to termination and if appropriate, criminal proceedings. Anti-bribery legislation is often aimed at the bribery of government officials. NTS does not tolerate payments to any government official, regardless of amount. Charitable donations to organizations must be discussed with NTS’s Chief Financial Officer as even charitable contributions can be misconstrued as acts of bribery, especially if a politician or public official is involved in the choice to donate to a specific charitable group.

d. Political Contributions: NTS believes strongly in the representative political process. NTS encourages Employees to personally participate, on their own time, and at their own expense, in that process. A company’s activities, however, are limited significantly by law. For this reason, no political contribution of NTS funds or use of NTS-paid Employee’s time, NTS property, services, or other assets may be made available directly or indirectly to any political party or to the campaign of any candidate for federal, state, or local office unless such transaction has first been approved by the Chief Financial Officer. Indirect expenditures on behalf of a candidate or elected official, such as use of telephones or other NTS equipment, should be avoided because they may be considered contributions. Furthermore, when an Employee speaks on public issues, it must be made clear that comments or statements made are those of the individual and not of NTS. Any questions should be referred to the HR Department. In no event may an Employee be reimbursed by NTS in any manner for political activities.

e. Gifts, Gratuities, and Hospitality: Employees are not to provide or accept gifts, gratuities, accommodations, loans, entertainment, travel, or anything that could improperly obligate or influence decisions in dealing with suppliers or customers. Normal sources of business entertainment such as lunch, dinner, theater, a sporting event, and the like, are appropriate if they are of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. Direct gifts such as merchandise or products, as well as personal services or favors, may be accepted if they have a value of less than \$100. A gift of cash equivalents or securities may never be provided or accepted. Cash equivalents includes gift cards, pre-paid cards, or similar instruments. Promotional items of a nominal value are not considered gifts.

i. An Employee may provide appropriate gifts, promotional items, and entertainment at NTS expense in the normal course of business if they:

- 1.** Are in accordance with NTS's Policy and of nominal value so they are not construed as a bribe, payoff, or kickback;
- 2.** Are reasonable and consistent with applicable laws, this Code, and with accepted ethical standards and business practices;
- 3.** Are authorized in accordance with NTS's approval authorities; and
- 4.** Would not embarrass NTS should public disclosure be made.

ii. Gifts and entertainment to and from Employees must not place the recipient under any obligation to act favorably towards the donor. Gifts and/or entertainment are generally restricted to the following guidelines:

- 1.** Should be nominal in value;
- 2.** Must only be given or accepted if within the bounds of recognized business practice;
- 3.** Must not be intended to influence a business transaction; and
- 4.** Public disclosure of the facts would not embarrass NTS.

f. Favors and/or payments: Employees may accept for themselves and/ or members of their families common courtesies usually employed with customary business practices. These include but are not limited to:

- i.** Lunch and /or dinner with vendors, including spouses if the invitation is extended by the vendor;
- ii.** Gifts of small value from vendors such as calendars, pens, pads, knives, etc.;
- iii.** Tickets to events: generally advisable the vendor attends as well: and;
- iv.** Gifts of perishable items usually given during the holidays such as hams, cookies, nuts, etc.

CONFLICTS OF INTEREST

- a.** Employees dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with NTS are to act in the best interest of NTS.
- b.** All Employees have a duty to exercise their independent judgment in favor of NTS and avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs.
- c.** Employees are required to make prompt and full disclosure, in writing, to their manager or to the Chief Financial Officer of the Company of any potential situation which may involve a conflict of interest. Such conflicts include, but are not limited to:
 - i i.** Ownership by Employee or by a member of their family of an interest in any outside non-publicly traded enterprise which does or seeks to do business with or is a competitor of NTS.
 - ii.** Employee is serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise which does or is seeking to do business with, or is a competitor of NTS.
 - iii.** Employee is acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving NTS or its interests.

iv. Any other arrangements or circumstances, including family or other personal relationships, which might dissuade the Employee from acting in the best interest of NTS.

v. Operating or owning a business outside of the NTS business, unless prior consent has been provided by the Chief Financial Officer.

d. Employees are prohibited from using corporate property, information or position for personal gain or competing with NTS directly or indirectly. Directors, officers and Employees of NTS owe a primary duty to NTS to advance its legitimate interests when the opportunity to do so arises.

CONFIDENTIAL & PROPRIETARY INFORMATION

a. Confidentiality and the protection of vital and proprietary information are of paramount importance to NTS. This includes confidentiality with regards to business within NTS as well as business relationships with suppliers, contractors, customers, Employees, and other third parties.

b. Confidential or proprietary information can include, but is not necessarily limited to:

i. Technical information concerning products and services;

ii. Manufacturing and development process information;

iii. Engineering designs, drawings, and layouts;

iv. Software codes and/or passwords;

v. Intellectual property such as trade secrets, patents, trademarks and copyrights;

vi. Invention disclosure statements; and

vii. Non-public business information such as:

1. Private financial information;
2. Employee records and information;
3. Analyses;
4. Forecasts;
5. Customer and supplier lists;
6. Strategic and operating plans;
7. Corporate organization plans;
8. Audit materials or reports;
9. Legal opinions and advice;
10. Information regarding litigation and potential litigation;
11. Proposed transactions;
12. Future business opportunities; and
13. Information regarding negotiations.
14. Pricing, price lists and customer discounts.

CYBER SECURITY

a. Secure your office, workstation, and equipment by locking items and completely shutting down systems. Protect your usernames and passwords. Do not open suspicious emails or links, even if you think you know the source, as it may be someone pretending to be a trusted source to gain access to NTS systems.

COMPANY ASSETS & CORPORATE OPPORTUNITIES

a. The use of any NTS funds or assets for any unlawful or improper purpose is prohibited.

b. All Employees should endeavor to protect NTS's assets and ensure their efficient use.

c. The obligation of Employees to protect NTS's assets includes an obligation to protect NTS's proprietary information. Unauthorized use or distribution of this information violates NTS Policy and could also be illegal and result in civil or criminal penalties.

- d.** NTS's computer and IT systems are to be used primarily for business purposes.
 - i.** Employees may use these systems for personal reasons if they act responsibly, ethically, and within the boundaries of NTS Policy and the law.
 - ii.** Employees must continually comply with NTS's information security requirements, confidentiality arrangements, and ensure that all computer and IT systems, as well as software, data, and information essential to NTS are safeguarded against damage, alteration, theft, fraudulent manipulation and unauthorized access.
 - iii.** Unauthorized software may not be used on NTS computers at any time.
- e.** All intellectual property rights obtained at NTS during an Employee's employment with NTS are property of NTS and may not be used, sold, or further developed by Employees for use outside of NTS, or for commercial or financial gain without express written permission from the Chief Executive Officer or Chief Financial Officer of NTS.
- f.** Without the written consent of the Chief Executive Officer, Employees are prohibited from taking for themselves an opportunity that is:
 - i.** A potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which NTS could reasonably have an interest or expectancy; or
 - ii.** Discovered through the use of corporate property, information or position.

COMPETITION & ANTI-TRUST REGULATION

- a.** NTS welcomes and respects competition and complies with all laws regarding competition and antitrust.
- b.** NTS believes that price, personal relationships, quality and service should drive our growth.

c. NTS will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for NTS or the sales of its products or services, nor will we engage or assist in unlawful boycotts of our customers.

d. NTS will not, through improper means, acquire or seek to acquire a competitor's trade secrets or other proprietary/confidential information.

e. NTS will not engage in the unauthorized use, copying distribution or alteration of software or other intellectual property.

f. Violations of antitrust laws, or perceived violation of antitrust laws could jeopardize NTS's image, damage business opportunities, and lead to expensive legal ramifications.

g. Below is a non-exhaustive list of examples of anti-competitive behavior that could be considered a violation of antitrust laws and are strictly prohibited:

i. Price fixing and bid rigging

ii. Agreements between competitors targeting the use or avoidance of particular suppliers and/or customers

iii. Agreements between competitors to reduce product or output

iv. Agreements between competitors not to compete for certain customers, accounts, or in certain geographic areas

v. Misrepresentations about the abilities of a competitor's products or services.

HEALTH, SAFETY, & ENVIRONMENTAL

a. NTS is committed to providing a safe, healthy, drug-free work environment. We are dedicated to identifying, correcting, and preventing safety, health, and environmental hazards that could adversely affect our Employees, customers, the environment, or the general public. NTS is committed to ensuring that we comply with all applicable regulatory, safety, health, and environmental protection requirements and committed to providing adequate resources to ensure the safety and health of our Employees as well as the preservation of the environment.

DRUG & ALCOHOL-FREE WORKPLACE

- a.** The use, purchase, or distribution of intoxicants or illegal drugs while on duty, while on Company, client, or customer property, or while using company equipment is prohibited. Employees shall not report for duty while under the influence of intoxicants or drugs; or be relieved by another Employee who is known or suspected to be under the influence of intoxicants or drugs.
- b.** If an Employee's physician has prescribed drugs or medication that may limit or impair the Employee's ability to perform work activities safely, the Employee must advise supervision of his or her medical limitations.

CONTRABAND

- a.** The possession of contraband on Company premises or elsewhere while on Company business is prohibited. Contraband is defined as: firearms, guns, knives, other weapons, explosives, ammunition, alcoholic beverages, illicit drugs, illegal drugs, unprescribed drugs, synthetic and/or designer drugs, medical and/or recreational marijuana, controlled substances, drug paraphernalia, any synthetic derivative/product which contains marijuana and/or an illicit, illegal or unprescribed drug, and other similar items.

REPORTING INCIDENTS AND ACCIDENTS

- a.** Report all work-related incidents, near-misses, and accidents immediately to a supervisor and to a representative of the Safety Department.
- b.** Never allow a work-related incident or accident, no matter how insignificant, to go unreported.

- c.** Late reporting of an accident is unacceptable and may result in disciplinary action.
- d.** Workplace incidents or accidents are to be investigated to provide information to management and workers on how to prevent future occurrences.
- e.** Employees involved in incidents or accidents are subject to post-incident/accident drug and alcohol testing.

HOUSEKEEPING

- a.** Good housekeeping is an important part of our total safety effort.
- b.** It is the responsibility of all Employees to keep the work area clean.
- c.** A clean jobsite aids Employees, co-workers, and all others involved in increasing productivity, improving quality, and makes the job safer.
- d.** Place tools, equipment, and materials in their appropriate storage area.
- e.** Do not allow trash and scrap materials to accumulate in your work area.
- f.** Spilled liquids should be cleaned up immediately.
- g.** Do not block aisles or passageways with material.

VEHICLE SAFETY

- a.** Employees operating company motor vehicles must be properly licensed.
- b.** Operators must obey all applicable traffic laws and ordinances.

- c.** All Employees and passengers must wear seat belts.
- d.** Company vehicles are to be used for company business only.
- e.** Drivers are responsible for performing vehicle inspections prior to operating a vehicle and should never operate an unsafe vehicle.
- f.** Each driver is expected to understand and practice defensive driving.
- g.** Operators should park and plan routes to avoid having to operate in reverse whenever practical.
- h.** Distractions such as using a cell phone, adjusting the radio or other controls, and eating or drinking while operating a company vehicle or equipment should be avoided.

OFFICE SAFETY

- a.** Do not place telephone cords, extension cords, wastebaskets or other hazards in walkways.
- b.** Keep file drawers, desk drawers, and cabinet doors closed when not in use.
- c.** Only open one drawer in a file cabinet at the same time. They can tilt over.
- d.** Be careful of swivel chairs. They will tip over if you lean back too far.
- e.** Do not attempt to adjust, unclog, clean, or repair office machines when they are in operation.
- f.** Obey “No Smoking” signs. Smoke only in designated areas.



SOCIAL MEDIA & ELECTRONIC COMMUNICATIONS

a. Always exercise caution when writing anything that might be published online. Do not post confidential information about NTS, its customers, third-parties, or fellow Employees. Be careful when listing NTS as your employer on any social media site. Take responsibility for what you post and keep all internal and external electronic communications professional.