

BrightView Technologies



Code of Conduct

A Message from the CEO



Welcome to BrightView Technologies, Inc. Our Leadership Team is committed to creating a work environment that inspires innovation, operational excellence, accountability, and achievement. I strongly believe that our greatest resource is our people. When treated fairly, honestly, and respectfully in conjunction with challenging and rewarding opportunities, our employees can achieve outstanding results.

BrightView Technologies culture is based on its *EVEREST* values of Excellence, Vitality, Execution, Responsiveness, Engagement, Speed, and Teamwork, combined with our core principles of integrity, respect, honesty, and inclusion. As employees, we are expected to honor these values and incorporate them into our everyday work environment both internally with colleagues and externally with customers and suppliers. As a business, we are committed to compliance with Labor and Human Rights and Environmental, Health and Safety laws, regulations, and customer requirements.

The BrightView Technologies Code of Conduct has been prepared as a guide and reference for all employees and builds on the framework of our culture and values. Each employee is required to read the Code and will be expected to abide by its policies and procedures. As the leader of the BrightView Technologies team, I hope that you find this journey rewarding and inspiring. Together we can achieve much success.

Sincerely,

A handwritten signature in cursive script that reads "Jennifer Aspell". The signature is written in black ink and is positioned above the printed name and title.

Jennifer Aspell
Chief Executive Officer

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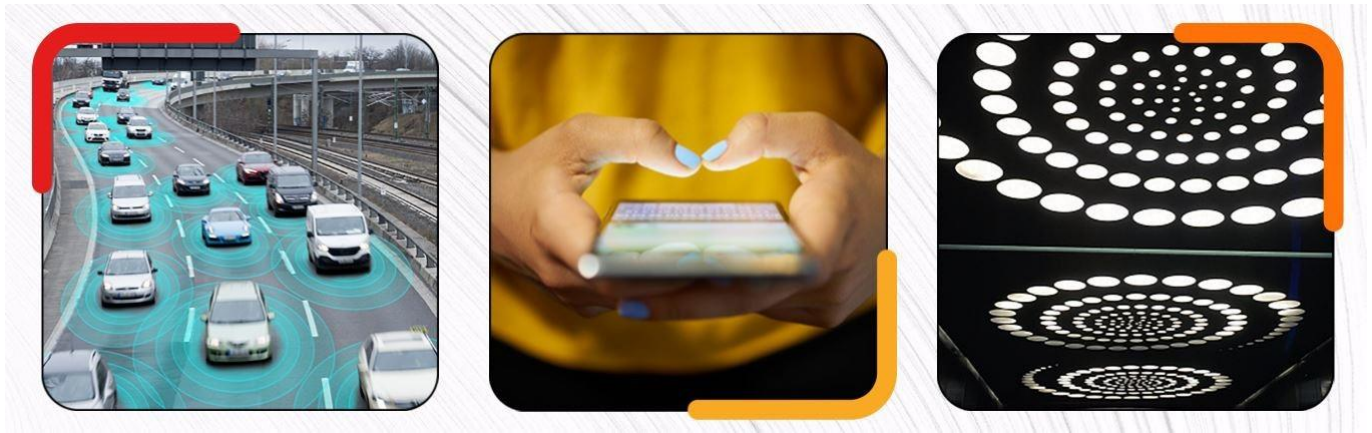


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ABOUT THE CODE OF CONDUCT

WHO MUST FOLLOW OUR CODE?

This Code of Conduct is provided to you as a valued and trusted director, officer, or employee of BrightView Technologies, Inc. (BVT). This Code sets the standards of ethics and conduct that are fundamental to BVT and are expected of you. BVT expects all its suppliers and other vendors to comply with the laws and regulations of the jurisdictions in which they do business, to adopt codes of conduct consistent with BVT's code of conduct, and to conduct themselves with honesty and integrity, and in accordance with BVT's Vendor Code of Conduct.

BVT's policy on ethics is that each director, officer, and employee (often referred to collectively as "employee" in this Code) is expected to behave with honesty and integrity in every aspect of dealing with employees, customers, suppliers, shareholders, governmental authorities, the business community, and the public. BVT employees should avoid even the appearance of impropriety in their dealings with others. Each BVT employee must comply with all applicable laws and Company policies. Our business goals are important and demanding, but the ethical standards, laws and Company policies described in this Code must take precedence.

It is the personal affirmative responsibility of all directors, officers, and employees to learn what laws and Company policies apply to their assigned duties and responsibilities so that they can identify legal and ethical issues that may arise, act appropriately and, when necessary, seek guidance from outside counsel. This Code is intended to assist in the fulfillment of that responsibility by summarizing BVT's policies generally and providing guidance for proper conduct in certain circumstances. Failure to comply with this Code of Conduct may result in disciplinary action, up to and including termination of employment, or such other action as may be appropriate under the circumstances.

This Code does not, however, purport to address every law and every situation that raises legal or ethical issues. Consequently, BVT employees are also expected to exercise sound and reasonable judgment about what is "right" and rely on their personal ethical standards as they discharge their daily responsibilities.

The Company expects each director, officer, and employee to read this Code, to understand it, and to abide by it. BVT requires strict adherence to the letter and spirit of all Company policies and all applicable laws. Any employee who becomes aware of any violation of this Code of Conduct must immediately report the conduct to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the BVT Integrity line as instructed below. Those who supervise others have additional responsibilities; specifically, they must (i) set a positive example, (ii) monitor compliance of the people they supervise, (iii) enforce this Code, and (iv) support employees who raise questions that relate to this Code.

Under no circumstances may a supervisor, manager or any other person take retaliatory action against any employee who, in good faith, raises Code-related questions or reports instances of noncompliance. Retaliatory conduct will result in disciplinary action, up to and including termination. Any employee who becomes aware of retaliation must immediately report the potential retaliation to Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or, as noted below, the Integrity Line.



KEY POINTS

- Behave with honesty and integrity.
- Obey all laws and Company policies
- Business goals are important, but this Code of Conduct is more important
- Each person is responsible for following this Code
- Read the Code and understand it
- You will not be punished for reporting violations. See the left for how to Report
- If you have questions about the Code, be sure to ask.



Questions about this Code can be referred to Company's Director of Business Operations, Director of Manufacturing, the Director of Finance, or the Chief Executive Officer or BVT's Integrity Line at (833) 344-1324 or <https://secure.ethicspoint.com/domain/media/en/gui/77461/index.html>.

VOICING CONCERNS—BrightView Technologies INTEGRITY LINE

BVT's Integrity Line is a toll-free telephone line for use by BVT employees who have compliance or integrity concerns or questions, including questions about this Code. The toll-free number is (833) 344-1324 in the U.S. or <https://secure.ethicspoint.com/domain/media/en/gui/77461/index.html>

The Integrity Line is also a way for employees to report suspected compliance or integrity issues *anonymously* if they wish to do so. Employees who do not want to reveal their name will be assigned PIN numbers. These numbers allow employees to call back at a later date to receive a response or provide additional information.

An independent company operates the Integrity Line and promptly reports all calls to BVT so the Company can evaluate the matter and, where necessary, undertake an appropriate investigation. An employee calling the Integrity Line will speak to a specialist who will discuss the matter with the employee and prepare a summary of the call. The summaries are forwarded to BVT. The Integrity Line is available 24 hours a day, 7 days a week and is equipped to provide multilingual services for callers who do not speak English.

As noted previously, BVT will not tolerate any form of retaliation against any employee who, in good faith, reports wrongdoing or who seeks advice or raises concerns on compliance or integrity matters.



COMPLYING WITH THE LAWS

BVT employees conduct business in various regions of the world. Employees are subject to and must understand and comply with the laws of the countries and organizations (such as the European Union) applicable in those regions.

BVT is a company organized and existing under the laws of the United States. As a result, U.S. laws often apply to activities of BVT outside the United States. Questions regarding the applicability of U.S. law outside the United States should be directed to Company's Director of Business Operations, Director of Manufacturing, the Director of Finance, or the Chief Executive Officer.



PROMOTING A POSITIVE WORKPLACE

NON-DISCRIMINATION

Federal, state, and international laws make it illegal to discriminate in employment. Discrimination in employment in the United States may be a violation of applicable federal, state, and local laws. In addition, the Americans with Disabilities Act, as amended (ADA) and various state and local laws make it illegal to discriminate against qualified individuals with disabilities. Internationally, various countries have anti-discrimination or anti-harassment laws or both.

BVT is committed to providing a work environment that is free of unlawful discrimination, harassment and retaliation based on race, creed, color, religion, sex, sexual orientation, gender identity or expression, age, pregnancy, national origin, ethnicity, political affiliation, union membership, marital status, citizenship status, veteran status, disability, or other protected status.

Actions, words, jokes, or comments based upon an individual's race, creed, color, religion, sex, sexual orientation, gender identity or expression, age, pregnancy, national origin, ethnicity, political affiliation, union membership, marital status, citizenship status, veteran status, disability, or other protected status will not be tolerated. This policy is necessary to stress the Company's strong opposition to all forms of discrimination, harassment, and retaliation, and to identify the complaint procedures available to employees and the applicable disciplinary penalties for violations of this policy. Through enforcement of this policy and by education of employees, the Company seeks to prevent, correct, and discipline behavior that violates this policy.

All persons, regardless of their position, are covered by and are expected to comply with this policy. Any employee who becomes aware of discrimination or any other conduct in violation of this policy must immediately report it to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line. Appropriate disciplinary action will be taken against any employee who violates this policy. Based upon the seriousness of the offense and other business factors, disciplinary action may include, but is not limited to, verbal or written reprimand, suspension, and/or termination of employment.

In addition, BVT's employees may not enter into any contract or agreement on behalf of BVT that would have the effect of discrimination against people or firms on the basis of race, creed, color, religion, sex, sexual orientation, gender identity or expression, age, pregnancy, national origin, ethnicity, political affiliation, union membership, marital status, citizenship status, veteran status, disability, or other protected status.

Employees should refer to the Company's Discrimination, Harassment and Abuse Prevention Policy for additional information.

INVOLUNTARY LABOR

All work is voluntary. BVT will not traffic persons or use any form of slave, forced, bonded, indentured, or prison labor. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation.

BVT shall not withhold workers' original government-issued identification and travel documents. The Company shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting Company-provided facilities.

Workers shall not be required to pay employers' or their agents' recruitment fees or other similar fees to obtain their employment. If such fees are found to have been paid by workers, such fees shall be repaid to the worker. Exceptions may be made for executives who have hired headhunters.

SEXUAL AND OTHER FORMS OF HARRASSMENT

BVT is committed to maintaining an environment that respects all individuals and values the contributions of employees with different backgrounds, experiences, and perspectives. In keeping with this commitment, BVT will not tolerate any form of harassment or discrimination against employees by other employees, supervisors, managers, contractors, or customers.

Sexual or gender-based harassment is prohibited and will not be tolerated under any circumstances. BVT's policy is to provide an employment and business environment free of verbal or physical conduct or communications constituting sexual and all other forms of harassment. Conditioning employment, promotions, raises, desirable job assignments and other favorable employment action upon submission to sexual advances or requests for sexual favors are examples of prohibited conduct.

Harassment can be verbal, physical, or visual and has the effect of creating an offensive, hostile, or intimidating environment.

Examples of prohibited conduct are requests for sexual favors, unwanted physical contact, unwelcome sexual suggestions or advances, offensive jokes and slurs (where the subject matter involves race, ethnicity, religion, age, sex or any other protected status), the display of offensive pictures and other conduct that exhibits disrespect or hostility toward an individual because of a protected status.

It is the obligation of every employee to follow this policy and to fully support a harassment- and discrimination-free work environment.

Any employee who become or harassment or any other conduct in violation of this policy must immediately report it to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

Employees should refer to the Discrimination, Harassment and Abuse Prevention Policy for additional information.

PROVIDING A SAFE AND HEALTHY WORKPLACE

Preserving the safety, health and well-being of employees and providing a safe, healthy, and secure work environment are two of BVT's greatest priorities. Safety and accident prevention in our facilities is an integral part of operations and work practices, and BVT is committed to promoting safety awareness and accident prevention.

All BVT facilities and offices must be kept free of hazardous conditions and in compliance with all applicable health and safety laws and regulations. Each employee is responsible for preventing accidents, following safe work procedures, participating in safety training, and using all prescribed personal protective equipment.

BVT believes that occupational injuries and illnesses are preventable. Therefore, BVT solicits each employee's participation and cooperation in an effort to eliminate accidents and hazardous conditions. All employees must be familiar with and follow all health, safety and security policies and requirements applicable to their jobs. In addition, it is the responsibility of all employees to immediately report unsafe practices or conditions – including threats of violence and all recordable occupational injuries or illnesses – to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

DRUG-FREE WORKPLACE

BVT takes seriously the problem of drug and alcohol abuse and is committed to providing a workplace free of such substances. BVT does not tolerate the use of alcohol, any drug or other controlled substance that may alter an employee's mental or physical capacity while on BVT's premises or during work time. The exceptions are over-the-counter medicines, used as intended and directed, and any other drugs that have been prescribed by an employee's health care provider and are being used as prescribed.

Employees who violate this policy will be subject to disciplinary action, up to and including termination. All employees are responsible for immediately reporting any violations of this policy to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

PROTECTING PERSONAL DATA

BVT understands the importance of respecting and protecting its employees' personal information. Consequently, only authorized employees with a clear business purpose may access the personal information of employees. The authorized employees must treat the personal information confidentially and must not disclose the information outside BVT. Moreover, disclosure of the personal information within BVT must be limited in the manner contemplated by applicable law. As noted below in "Computers and Electronic Communication," communications, records and information generated via e-mail, voicemail and the Internet while at work or while using Company resources are subject to review by authorized Company representatives.



- It is a violation of this policy for any employee of the Company to discriminate against any employee or applicant based upon that race, creed, color, religion, sex, sexual orientation, gender identity or expression, age, pregnancy, national origin, ethnicity, political affiliation, union membership, marital status, citizenship status, veteran status, disability, or other protected status.
- Harassment of any form will not be tolerated.
- Involuntary labor will not be tolerated.
- It is everyone's responsibility to create and promote a safe and healthy workplace.



COMPUTERS AND ELECTRONIC COMMUNICATION

BVT provides many employees with access to various means of electronic communication, including the Internet and electronic mail and voicemail services. These services are provided for BVT's business purposes and to facilitate business communications. Unauthorized use of such services is strictly prohibited.

Employees' Internet, e-mail and voicemail activity conducted at work or with Company resources is **NOT** private. Such activity and the related communications, records and information may be monitored and reviewed periodically by authorized individuals subject to the limits of applicable law.

Employees have an obligation to maintain the integrity of all Company computer systems and networks to prevent people outside the Company from gaining unauthorized access to BVT's networks and information. Specifically, employees are prohibited from putting any Company information on the Internet or from transmitting Company information electronically or telephonically, except in accordance with Company policies and procedures regarding protection of confidential information.

In addition, employees are prohibited from accessing, transmitting or retaining sexually explicit, discriminatory, harassing, bullying or defamatory materials. Access, transmission or retention of such materials may also be in violation of several other provisions of this Code of Conduct (such as Conduct in the Workplace) as well as other Company policies.

Failure to abide by these policies, or any of the Company's policies and procedures regarding the use of electronic communication, may result in the loss of such privileges or other disciplinary action, up to and including termination.



KEY POINTS

- Employees' Internet, e-mail and voicemail activity conducted at work or with Company resources is **NOT** private.
- Employees have an obligation to maintain the integrity of all Company computer systems and networks to prevent people outside the Company from gaining unauthorized access to BrightView's networks and information.
- Employees are prohibited from accessing, transmitting or retaining sexually explicit, discriminatory, harassing, bullying, or defamatory materials.



AVOIDING CONFLICTS OF INTEREST

All BrightView Technologies employees should avoid transactions, commitments and other activities that could involve a conflict between the employee's personal, social or financial interests and those of the Company. Although it is not possible to identify every particular activity that might create a conflict of interest, some of the more common circumstances and practices where a conflict may arise are described below.

FAIR DEALING WITH SUPPLIERS AND CUSTOMERS

All employees are expected to maintain impartial relationships with the Company's suppliers and customers. Employees must be motivated solely to acquire goods and services and to make sales transactions on terms most favorable to BrightView Technologies. Care must be exercised to avoid even the appearance of special influence being exerted on behalf of a supplier or customer due to personal or family relationships. In addition, employees should not have an ownership interest (other than nominal amounts of stock in publicly traded companies) in any supplier or customer unless approved by the Company CEO. When any employee or immediate family member has or acquires by gift, inheritance or otherwise, such an ownership interest in a supplier's or customer's business, the employee must promptly disclose the matter to the CEO of BrightView Technologies. Likewise, disclosure to a supervisor or the CEO is required if an employee becomes aware that a close family member works for a supplier or customer. As used in this Code, "immediate family member" includes spouse, parents, grandparents, siblings, children, grandchildren, stepparents, stepchildren, stepsiblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, nephews, nieces, aunts, uncles, and in each case their spouses, domestic partners and anyone (other than domestic employees) who shares your home (as used in this Code these "immediate family members" may be referred to herein as "Relatives").

ACCEPTANCE OF PAYMENTS, LOANS, ENTERTAINMENT AND GIFTS BY EMPLOYEE

Employees must strictly avoid any payments, loans or gifts (except as indicated below) from third parties in connection with any business dealings on behalf of the Company. In addition, employees should not accept entertainment from third parties that is either not customary or that is unreasonable or unusual in amount.

When working with customers that require a no/zero gift policy, BVT will honor that requirement and not engage in any action that violate that customer's policy/request.



KEY POINTS

- Dealings with customers and suppliers must be independent and in the best interest of the Company.
- When working with customers that require a no/zero gift policy, BVT will honor that requirement and not engage in any actions that violate that customer's policy/ request.
- Entertainment and gifts other than of nominal value and customary should be avoided.
- Do not make payments to suppliers, customers or government officials to obtain any special treatment.
- Do not hire or promote family members within the same supervisory chain-of-influence.

Employees should inform all persons doing or seeking to do business with BVT that the Company is opposed to gifts to employees or any member of an employee's family. If you receive a gift other than a gift of a type described in the next paragraph, you should immediately report the gift to your supervisor and return it immediately unless your supervisor, after consulting with the CEO, permits you to keep it. If returning the gift is not practical (as determined by your supervisor after consulting with the CEO), the gift must be turned over to the Company for Company use, sale or donation.

These restrictions do not apply to personal loans from a recognized lending institution made in the ordinary course of business on usual and customary terms. Nor do these restrictions apply to gifts of nominal value, entertainment, meals, or social invitations that are customary and proper under the circumstances, support the achievement of a valid business purpose, are consistent with the high standards of business ethics generally required in the conduct of all BVT business activities and relationships, and do not place the recipient under an obligation of any kind. Under no circumstances, however, may an employee accept a gift or payment in the form of cash or a cash equivalent (for example, stock or gift certificates).

Employees who have questions, such as whether the value of a gift or entertainment is "nominal" or whether entertainment is "customary and proper" should consult with the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

DEALING WITH COMPETITORS**

No employee should have an ownership interest (other than nominal amounts of stock in publicly traded companies) in companies whose products compete with any of the Company's product lines unless approved in advance by the Chief Executive Officer. An employee making or influencing decisions in any area of BVT's business must be motivated solely by a desire to do what is best for BVT. Disclosure to the Chief Executive Officer should be made if any employee or a member of his or her family has or acquires, by gift, inheritance or otherwise, an interest in a competing business (other than nominal amounts of stock in publicly traded companies).

In addition, employees should not perform services of any kind for any competitor of BVT. Disclosure to the Chief Executive Officer should be made if an employee's spouse, children or any other immediate family member performs services for any competitor of BVT.

***Business activities involving competitors are sensitive in many contexts (for example, conflicts of interest, antitrust compliance, competitive intelligence). For this reason, the term "competitor" when used anywhere in this Code means both existing competitors and potential competitors.*

OUTSIDE EMPLOYMENT AND DIRECTORSHIPS

Except where prior approval from the Chief Executive Officer has been obtained and special circumstances exist, employees should not perform services of any kind for any entity doing or seeking to do business with BVT. As to the performance of other outside services, employees should not allow any such activity to detract from their job performance or to affect their physical or mental effectiveness. Employees should not perform services for another entity that would reflect adversely on the integrity of BVT.

Furthermore, outside directorships must be closely monitored so that the possibility of any conflict of interest or violation of the federal antitrust laws may be evaluated. Accordingly, all employees asked to serve as a director of another business corporation should consult with the Chief Executive Officer before accepting such directorship.

It is impossible to present an exhaustive list of actions or interests that would constitute a "conflict of interest." In general, an employee should avoid any situation that could adversely affect the employee's undivided loyalty to and interest in serving BVT. All questions regarding the interpretation and application of this policy should be referred to the Chief Executive Officer.

CORPORATE GIFTS AND PAYMENTS

It is BVT's policy to deal with its customers, suppliers, and the governments of all jurisdictions in which it operates in a fair, just and proper manner. Accordingly, BVT's employees are strictly prohibited from paying any bribe, kick-back or other similar unlawful payment to any customer, supplier, public official, or government or other individual, whether foreign or domestic, to secure any concession, contract or favorable treatment for BVT or the employee. No undisclosed or unrecorded fund or asset of BVT may be established.

Payments on behalf of BVT may be made only on the basis of adequate supporting documentation, may be made only for the purpose described by the documents supporting the payment, and must be made in accordance with applicable corporate approval procedures. If a government official or supplier solicits a gift or favor from an employee, the employee should contact the Chief Executive Officer for assistance.

EMPLOYMENT OF RELATIVES

It is BVT's policy to hire, promote, and transfer employees on the basis of individual merit, and to avoid the appearance of favoritism or discrimination against others in making such decisions. Accordingly, BVT generally avoids employing relatives in situations where there is a sphere-of-influence relationship. Employment of relatives should be avoided where the hiring, transfer, or promotion of relatives creates the possibility of favoritism or a conflict of interest.

Employment of relatives is permitted, provided that the hiring, transfer or promotion is to a position where a relative does not occupy a position in the supervisory chain of command under which the individual applicant or employee would work.



Employment should not ordinarily be offered to relatives who have access to confidential information (such as wages and salaries, employee benefits, personnel records, etc.) or employees who are in a position to influence or appear to influence employment or personnel decisions that might be made on behalf of the relative. In the case of a spouse of an employee, neither should be hired, promoted, or transferred into a position where he/she is supervised or in the chain of command of the other.

The Company realizes that there may be existing relationships among employees contrary to the Code of Conduct caused by reorganizations, acquisitions or other business situations. The approval of the Chief Executive Officer is required for any new hiring, transfer or promotion decision that would create a sphere-of-influence relationship.

PROTECTING OUR COMPANY ASSETS AND INFORMATION

PROTECTING CONFIDENTIAL INFORMATION

BVT's confidential, proprietary and/or trade secret information must be kept in confidence by its employees at all times. Protection of this information plays a vital role in BVT's continued growth and ability to compete. Confidential, proprietary and trade secret information includes any information that is not generally known and that is useful or helpful to BVT and/or would be useful or helpful to BVT's competitors.

BVT employees must not use this information for their own benefit or for the benefit of persons outside of BVT. Employees must not disclose this information to persons outside of BVT, except to those persons who also have a duty to keep such information confidential. Finally, this information should not be disclosed to other BVT employees except where such disclosure is necessary for the proper performance of that employee's job.

Confidential information may not always be of a technical nature and may include business related information. Common examples include trade secrets, processes, formulas, data, know-how, improvements, techniques, business forecasts, plans and strategies, pricing, and information concerning customers and vendors. Employees' obligations for maintaining BVT's confidential, proprietary and trade secret information continue after an employee leaves BVT. This obligation remains until the information becomes publicly available or BVT no longer considers it confidential.

CONFIDENTIAL INFORMATION OF OTHERS; COMPETITIVE INFORMATION GATHERING

It is also BVT's policy to respect the confidential and/or proprietary information, including the trade secrets and other intellectual property, of others. Employees may, during the course of employment at BVT, become familiar with confidential information belonging to a third party. All employees must take care to respect the confidential nature of this information and may not use or reveal it without authorization of the proper owner. Should the handling of the confidential and/or proprietary information of others be defined in an agreement, the employee must adhere to the contractual obligations set forth in such agreement.

The gathering of competitive information is a common and accepted practice; however, due care must be exercised. When BVT employees are involved in the gathering of competitive information, however, they must do so in accordance with applicable laws such as the Economic Espionage Act and trade secret and antitrust laws. For example, it is permissible to gather information on competitors from public sources and, so long as it is not confidential, from customers. BVT employees may not, however, collect confidential or proprietary information belonging to competitors or other persons. Nor may employees purchase information on a competitor or use confidential or proprietary information belonging to competitors or other persons. Nor may employees purchase information belonging to the former employer of a current BVT employee.





KEY POINTS

- Protect BVT’s confidential and/or proprietary information from our competitors
- Respect confidential information we received from other companies
- Company assets should not be wasted or misused

CONFIDENTIAL INFORMATION

The use of research vendors is permissible, but employees looking to hire the vendor must first consult with the CEO.

If an employee finds themselves in receipt of unsolicited competitive information that is not expressly permitted under the Code of Conduct, please immediately contact the CEO.

COMPANY ASSETS

Employees should not waste or misuse BVT property or resources. Nor should they take BVT property, information or resources for personal use. Carelessness and misuse, waste and theft of Company property hurts BVT economically and violates our spirit of integrity. Other provisions of this Code address more

specifically the use of Company assets (see, for example, Computers and Electronic Communication).

CONDUCTING OUR BUSINESS

ANTITRUST AND COMPETITION LAWS

The U.S. antitrust laws and the competition laws of other countries prohibit practices that are anticompetitive. More specifically, they make illegal certain agreements or actions that reduce or hamper competition, such as price fixing and predatory pricing intended to eliminate competitors. The penalties associated with noncompliance are extraordinarily severe and can include prison sentences and significant fines and penalties.

BVT’s policy is to avoid any conduct that violates, or might appear to violate, antitrust or competition laws. Certain agreements with competitors concerning competitively sensitive information are illegal. For example, employees must not enter into agreements with competitors concerning any matters listed below. Likewise, to avoid even the appearance of impropriety, employees must not discuss these or similar matters with competitors.

- Prices or terms related to price (such as rebates or credit terms)
- Dividing up territories or customers
- Boycotting a customer, supplier, or competitor
- Limiting production

Other activities may raise issues under antitrust or competition laws and must be discussed in advance with the CEO. Examples include:

- Tying or bundling different products or services
- Setting resale prices
- Trade association memberships
- Joint ventures, mergers, acquisitions, or other collaborative agreements with competitors
- Exclusive dealing
- Setting prices below cost

Other antitrust and competition laws make it illegal to monopolize or attempt to monopolize a market. Likewise, some of these laws prevent companies with “dominant” market positions from implementing measures intended either to prevent new competitors from entering the market or to eliminate existing competition in the market.

Finally, the Robinson-Patman Act generally prohibits companies from discriminating between like customers on price, terms or promotional services where such discrimination substantially decreases competition or creates a monopoly. The European Union has similar laws that can apply under certain situations, such as differing prices being charged by a company with a “dominant” market position.



KEY POINTS

- It is illegal to enter any agreement with competitors that reduce or hamper competition.
- Compete with competitors, but do so with integrity; do not offer or make payments to foreign government officials to influence a decision or obtain an improper advantage related to gaining or retaining business.
- Comply with U.S. anti-boycott laws; report all requests to participate in a boycott to the CEO.
- Employees associated with export activities must comply with U.S. export control and trade sanction laws and maintain export licenses; do not conduct business with restricted countries or their representatives.



GOOD TO KNOW!

Whenever we or our authorized third-party deals with any government officials, we need to be cautious about providing gifts or meals to them. You should always check with Leadership before providing any gifts or meals to “foreign officials.”



UNFAIR BUSINESS PRACTICES / FAIR DEALINGS

BVT employees are expected to compete honestly and fairly in the marketplace. Employees may not compete through unfair practices, such as inducing customers to terminate or breach contracts with competitors, stealing or misusing competitors' trade secrets, making false statements or disparaging remarks about competitors, unduly interfering with a competitor's source of supply, or requiring someone to buy from BVT before BVT buys from them.

FOREIGN CORRUPT PRACTICES ACT

The U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”) is a federal criminal statute that prohibits U.S. companies, as well as their shareholders, directors, agents, officers, and employees, from “corruptly” using interstate commerce, either directly or through another party. Specifically, such companies and persons may not offer or make (or authorize the offering or making of) any payment of cash or anything of value to a foreign official in order to secure an improper advantage or to influence that official to act or make certain decisions or to use his or her influence with a foreign government where the purpose of such payment is to obtain business for (or direct business to) *any* person. A “foreign official” in this context includes any officer or employee of a non-U.S. government, agency, department or instrumentality, or of a public international organization. Foreign political parties and their officials, as well as candidates for foreign political office, are generally considered “foreign officials” as well.

The FCPA does not prohibit certain payments made to foreign officials for the purpose of facilitating “routine governmental actions.” However, it is often difficult to determine what kind of payments are permissible in this context. Even when payments are sanctioned by local authorities and are consistent with local custom, they may not be made to facilitate “routine governmental actions” within the meaning of the FCPA. Employees with questions as to whether a payment will be interpreted as having been made for the purpose of facilitating “routine government action” should consult with the Chief Executive Officer and Company legal counsel.

The use of agents also raises significant liability risks under the FCPA. To minimize the risks involved with the use of agents, any agent of BrightView Technologies must be bound by written agreement to abide by Company policy regarding compliance with the FCPA and the agent must be vetted by BrightView.

Under the FCPA, BVT is subject to strict accounting standards and has the burden to detect and disclose any improper or illegal use of the Company's assets or the misuse of the Company's financial accounting system. In compliance with the FCPA, the Company specifically will not tolerate:

- the use of Company or subsidiary funds or assets for any unlawful or improper purpose;
- the establishment of any undisclosed or unrecorded funds or assets of the Company;
- the recording of any false or artificial entries on the books and records of the Company for any reason, and no employee shall engage in any arrangement that results in any such prohibited act; or
- a payment on behalf of the Company with the intention or understanding that any part of any such payment is to be used for a purpose other than that described by the documents supporting the payment.

Managers shall ensure that all employees whose job responsibilities may subject them to the FCPA understand the requirements and restrictions of the FCPA.

INTERNATIONAL BOYCOTTS

Various U.S. laws impose obligations on BVT in connection with our relations with countries engaging in international boycotts (and customers in those countries). Specifically, these laws prohibit BVT from taking action in support of boycotts and require BVT to report any requests concerning boycotts to the U.S. Government. BVT's policy is one of full compliance with the prohibitions and reporting requirements contained in these laws.

The anti-boycott laws principally relate to the Arab boycott of Israel, but they also apply to boycotts of other countries that are friendly to the United States. U.S. anti-boycott laws generally apply both to sales by BVT's foreign subsidiaries and to direct sales from the U.S.

A boycott request can take many forms. It could be a direct request to furnish information. It could be a request to take action or even to refrain from taking action that could support or further a boycott. It could appear in an invitation for bids, a contract, a purchase order, letter of credit or other financial document. Requests must be reported to the U.S. Government and under no circumstances can BVT provide information, orally or in writing, in response to a request.

A boycott request could come from any country. The Treasury Department publishes annually a list of countries that may require cooperation with an international boycott. This list is not exhaustive, but includes the following countries.

- Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, Syria, United Arab Emirates and the Republic of Yemen.



Transactions involving these countries should be carefully scrutinized for anti-boycott matters (and for other possible legal issues, such as export controls as discussed below):

Employees with responsibilities relating to the exportation of BVT products should understand the requirements and restrictions imposed by the anti-boycott laws. Employees should immediately report to the CEO any request that even appears to be in violation of the law. Failure to comply with the anti-boycott laws may result in civil and criminal penalties against both you and the Company.

EXPORT CONTROLS AND TRADE SANCTIONS

The export control and trade sanction laws and regulations impose trade restrictions on BVT. These restrictions include bans on various transactions that involve sanctioned countries or companies within those countries, such as bans on importing and exporting, transshipping, and new investments.

These restrictions also require an exporter, such as BVT, to obtain an export license from the U.S. Government for certain products and technologies. "Exports" include not only the physical shipment of goods, but also the transfer of services or technology such as through e-mail, conferences, meetings and site visits.

It is important to note that U.S. trade sanction regulations apply not only to sales from the U.S., but can also apply to sales by non-U.S. BVT subsidiaries to embargoed countries where the sale involves a U.S. person or support from the U.S.

A list of countries subject to at least some level of sanction under government regulations can be found at the website of

U.S. Department of Treasury, <https://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>.

Employees with responsibilities relating to the exportation of BVT products and technology should understand the requirements and restrictions imposed by these regulatory regimes.



EXAMPLES

Examples of International Boycotts include:

- agreeing not to do business with an entity that has Jewish employees.
- agreeing to stamp an invoice with the statement "We certify that goods are not of Israeli origin".
- approving a letter of credit with the notation that "the goods cannot be shipped on a vessel that calls at Israeli ports".



KEY POINTS

- Avoid any business opportunity that arises from your employment at BVT.
- Maintaining the accuracy of books and records is essential to the BVT's internal and external stakeholders.
- Comply with BVT's Record Management Policy.

USING COMPANY RESOURCES

OPPORTUNITIES RESULTING FROM EMPLOYMENT

No employee may take advantage of his or her position within BrightView Technologies or use Company property or information in order to take advantage of business opportunities that he or she learns about through employment at BVT. For example, an employee may not acquire an interest in property when the employee knows, or has reason to know, that the Company has such property under consideration.

ACCURATE BOOKS AND RECORDS

The integrity of BVT's books and records is critical to maintaining credibility with our co-workers, customers, shareholders, suppliers and regulators. BVT is committed to accurate and fair financial reporting. BVT's senior financial officers and its employees and managers responsible for maintaining financial books and records and for the accounting and disclosure of financial information are obligated to comply with all applicable laws and accounting requirements and standards. They must also *never* (i) make false or misleading entries, (ii) create unrecorded funds for any purpose, or (iii) alter or destroy reports or records except in accordance with BVT's Records Management Policy. Cooperation with the internal audits and BVT's independent accountants is essential.

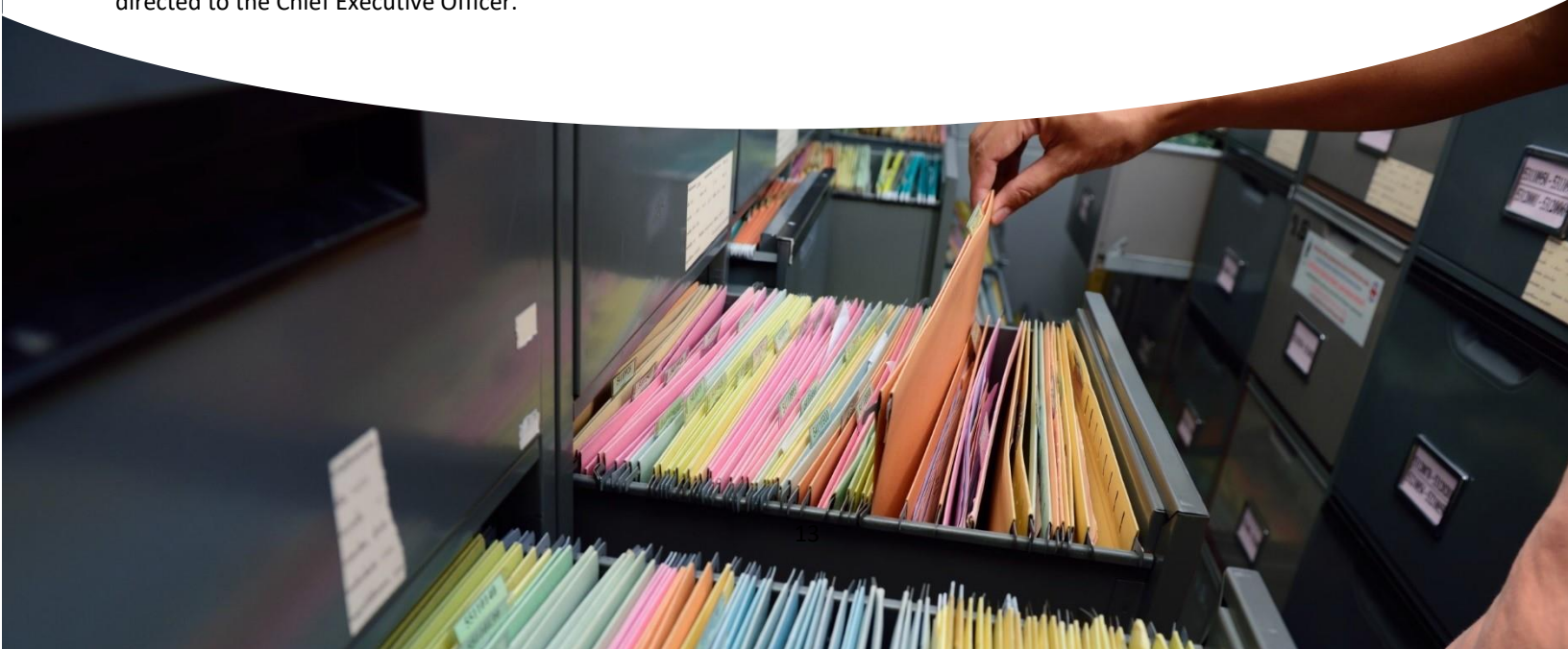
Accurate recordkeeping and reporting are equally important outside the area of financial reporting. Consequently, all employees must make certain that the reporting of *all* business information is accurate and complete. For example, appropriate employees, supervisors and managers are responsible for the accuracy and completeness of environmental and safety reports and records, shipping and purchasing data, commercial contracts, invoices, costs and expenses, and payroll, benefits and employment records. Concerns about BVT's financial reporting, accounting and disclosure practices must be immediately reported to the Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

RECORDS MANAGEMENT

BVT's Records Management Policy is designed to ensure that Company records are created, managed and disposed of in accordance with law and prudent business practice. The following principles underlie BVT's Records Management Policy:

- Records must be accurate and complete.
- Record retention periods will comply with applicable law and BVT's business needs.
- Records relating to actual or threatened litigation or government investigations will be retained.

All employees are responsible for complying with BVT's Records Management Policy. Questions concerning this policy should be directed to the Chief Executive Officer.



COMMUNITY ISSUES



PROTECTING THE ENVIRONMENT

BVT is committed to the preservation of our environment and to full compliance with applicable local, state and federal environmental laws and regulations. Consequently, employees are required to conduct business in accordance with all applicable environmental laws, rules, regulations, ordinances and permits as well as all Company and facility environmental policies and procedures.

We also encourage conservation and environmentally sustainable practices by using natural resources and energy wisely and efficiently. Employees are also encouraged to consider the impact upon the environment in making applicable business decisions and in planning and developing new products and manufacturing processes.

BVT is firmly committed to keeping all of its facilities free from conditions that may be harmful to the environment. All employees are required to provide prompt, truthful and accurate information in connection with all disclosures, applications, reports and any other filing required under applicable laws and regulations.

Employees must immediately report suspected violations of this policy to the Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

POLITICAL ACTIVITY—CONTRIBUTIONS

No BVT funds or assets, including the work or time of any employee, may be contributed, loaned, or made available, directly or indirectly, to any political party or to the campaign of any candidate for a federal, state, or local office unless approved in advance by the Chief Executive Officer. No funds or assets of BVT may be used for or contributed to any foreign political party, candidate or committee.

BVT encourages its employees at all levels to exercise their rights of citizenship by voting, by making personal political contributions if they wish to do so with their own funds, and by being otherwise politically active in support of candidates or parties of the employee's own personal selection. It should be clearly understood that such political activity by BVT employees must be engaged strictly in their individual and private capacities as responsible citizens and not on behalf of BVT. No BVT employee may receive any direct or indirect reimbursement or offsetting refund of any nature whatsoever with respect to political contributions.



KEY POINTS

- BVT is committed to the preservation of our environment and to compliance with all applicable environmental laws and regulations
- Any political contribution and activity are done as a private party and not representing BVT unless approved by the Chief executive Officer



WAIVERS OF OUR CODE

This Code applies to all directors, officers and employees of BVT. In the extremely unlikely event that exempting conditions exist that suggest that a waiver of this Code would be in the best interests of the Company, it must be approved by the Chief Executive Officer after consultation with the outside counsel. Where such a waiver involves BVT's executive officers or directors, it must be approved by the Company's Board of Directors or a committee of the Board of Directors (after consultation with the outside counsel) and promptly disclosed to effected employees.

Temporary employees at BVT are required to read this Code of Conduct as well as the Employee Handbook and will be expected to abide by its policies and procedures except those policies that are impacted by pay or benefits. They will also be expected to sign off on both prior to employment.

REPORTING VIOLATIONS

Every employee is responsible for immediately reporting violations or apparent violations of this Code of Conduct. Unless each employee is willing to report misconduct, BVT cannot fulfill its commitment to integrity.

Employees must immediately report violations and suspected violations of this Code of Conduct to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Officer, or the Integrity Line.

No employee will suffer retaliation as a consequence of the good faith reporting of violations or suspected violations. Retaliation will not be tolerated under any circumstances and will be punishable by disciplinary action up to and including termination.

Confidentiality will be maintained to the extent reasonable, to the extent permitted by law, and to the extent consistent with the best interests of BVT and the employees involved. All reports will be evaluated. Where appropriate, investigations will be undertaken and corrective actions will be implemented.

Any questions regarding this Code of Conduct may be directed to the Company's Director of Business Operations, Director of Manufacturing, Director of Finance, Chief Executive Office, or the Integrity Line.





FORM OF ACKNOWLEDGEMENT (BVT EMPLOYEES)

I acknowledge that I have received a copy of the Company's Code of Conduct. I have read and understand the provisions of this Code of Conduct, and I acknowledge and accept that my continued employment or engagement may be dependent upon my compliance with the Company's rules and policies as set forth in this Code of Conduct. I also understand that I have an obligation to immediately report any violation of these rules and policies in the manner set forth in this Code of Conduct.

SIGNATURE OF EMPLOYEE:

PRINTED NAME:

LOCATION:

DATE:



FORM OF ACKNOWLEDGEMENT (TEMPORARY OR CONTRACT EMPLOYEES)

I acknowledge that I have received a copy of BVT's Code of Conduct. I have read it thoroughly, and I understand that I am required to compliance with the Company's rules and policies as set forth in this Code of Conduct. I also understand that I have an obligation to immediately report any violation of these rules and policies in the manner set forth in this Code of Conduct.

SIGNATURE OF TEMPORARY
OR CONTRACT EMPLOYEE:

PRINTED NAME:

LOCATION:

DATE: