

Vendor Code of Conduct

BrightView Holdings, Inc. (“we”, “us”, “our”, or “BrightView”) is committed to a policy of fair, honest and ethical business practices and conduct, including all principles outlined in our Code of Conduct, and to full compliance with all applicable laws and government regulations wherever we operate including internationally.

This commitment extends to all vendors and suppliers, whom we hold to the same standards and principles by which we operate. This Vendor Code of Conduct applies to BrightView suppliers, vendors, and subcontractors (each a “Vendor”) providing goods or services to BrightView or for use with BrightView’s operations.

1. General Rules

We expect Vendor to fully conform with the laws, rules, and regulations (collectively, “laws”) of the countries and states where it operates, conform to the requirements of this Vendor Code of Conduct, and to communicate these requirements to its own suppliers, vendors and subcontractors. We expect Vendor to be able to demonstrate compliance with the Vendor Code of Conduct on request. BrightView will consider a Vendor’s conformance with these requirements in making sourcing and procurement decisions.

2. Labor & Human Rights

Our social responsibility standards are drawn from industry codes of conduct, International Labor Organization Conventions, the Universal Declaration of Human Rights, and the United Nations Guiding Principles on Business and Human Rights.

No Forced or Child Labor; Applicability of Human Rights and Labor Policy

We expressly forbid Vendors from the use of all forms of forced labor, including involuntary prison labor, indentured labor, bonded labor, military labor, any form of slavery and any form of human trafficking. Vendors must conform to child labor laws in their respective jurisdictions and are prohibited from hiring or contracting individuals that are under 18 years of age for positions in which hazardous work is required in the production and fulfillment of BrightView’s requested goods and services. To reflect BrightView’s commitment to the protection of human rights, the standards and expectations expressed within our Human Rights and Labor Policy extend to all Vendors.

Labor Rights

Vendor should strive to comply with all applicable wages and benefits laws, including those relating to minimum wages, overtime hours, and legally mandated benefits. Vendor should strive to comply with applicable work hours and overtime laws. We expect Vendor to comply with all applicable laws on abuse of employees. Vendor will not engage in any harsh or inhumane treatment, including but not limited to sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, or verbal abuse. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers. We expect Vendor to comply with all applicable laws on freedom of association and collective bargaining.

No Discrimination

In its hiring and employment practices, Vendor will not discriminate based on race, religion, color, age, gender, sexual orientation, gender identification or expression, national origin, citizenship, marital status, disability, veteran status, or any other category or characteristic protected by applicable law.

3. Health & Safety

BrightView requires an active commitment to, and personal accountability for, safety and safety compliance from all BrightView team members. Because safety is our most important priority, BrightView expects its supplier, vendor and subcontractor representatives to adhere to all company health-and-safety requirements and applicable state and federal safety regulations and to provide assurances that international trade partners of our suppliers conform and adhere to these policies. BrightView may engage the services or require our supplier to engage the services of a third-party inspection firm to ascertain that the international supplier is in compliance with fair labor standards and safety.

4. Environment

BrightView is committed to minimizing the impact of its landscaping operations on the environment by implementing programs that incorporate sound environmental policy and best management practices and by operating in accordance with all relevant local, state, and federal/national regulations everywhere we operate. BrightView expects all its vendors, suppliers and subcontractors to operate with the same accountability related to sound environmental practices.

5. Ethics Requirements

Vendor should strive to uphold the highest standards of ethics in its operations, including:

Business Integrity

We expect Vendor to uphold the highest standards of integrity in business interactions. All dealings should be transparently performed and accurately reflected on Vendor's books and records. Vendor should have a zero-tolerance policy that prohibits all forms of bribery (covering promising, offering, giving, or accepting any bribes), corruption, extortion, fraud, and embezzlement, and strive to implement monitoring and enforcement procedures to ensure conformance with anti-corruption laws, including the laws against bribery and corruption of international trade partners. BrightView does not tolerate corruption in any form, including giving, accepting, or authorizing bribes anywhere in the world. We do not tolerate bribes to government officials or commercial bribery and we require compliance with the Foreign Corrupt Practices Act (the "FCPA"). We expect all employees and our business partners to maintain the same standards.

Gifts

Vendor will not give gifts, regardless of value, to any BrightView employee working in procurement or supply chain management. Moreover, Vendor will avoid gifts to any BrightView employee when the circumstances create or appear to create a conflict of interest. For example, Vendor shall not offer anything of value during a bid process or contract negotiation. Gifts offered or given at such times may appear as attempts to improperly influence BrightView employees. Any gifts, meals, or entertainment must comply with applicable laws, must not exceed \$50 in value and must be consistent with local custom and practice. Cash and cash equivalents, such as gift cards, are never acceptable.

Training and Communication

Vendor should strive to implement training and communication programs to educate its employees regarding the requirements of this Code and Vendor's own related policies. Vendor should strive to maintain a process for communicating clear and accurate information about its practices, policies, and expectations to its workers, next-tier supplier(s), and customers.

Reporting Questionable Conduct

Vendor and its employees should report possible violations of the Vendor Code of Conduct or other questionable behavior. Report online at www.brightviewconcerns.com, or telephone our Concerns Line at 1-877-903-0232.

6. Quality

BrightView expects that its suppliers provide quality products and services. We believe quality is best optimized by ensuring that Vendors have appropriate quality assurance processes and controls. Vendor will strive to make supplier management a part of its quality system. We expect Vendor to actively manage its suppliers, alert BrightView if it becomes aware of any quality (or other) risks posed by a particular supplier, and collaborate with BrightView to agree on how to mitigate and manage any such issues.

7. Assessments

We expect Vendor to periodically evaluate its operations and those of its subsidiaries, affiliates, and subcontractors to ensure compliance with this Code. Vendor should allow BrightView or a BrightView agent to conduct an onsite assessment of any operations that are providing goods or services for BrightView or for BrightView's benefit. We expect Vendor to commit to timely correct any deficiencies identified by an assessment, inspection, or review.