



# Code of Conduct

**KNOW THE CODE**  
**LIVE THE CODE**

**BrightView**  TM  
[www.brightview.com](http://www.brightview.com)

# Letter From Our Executive Team

Team,

At BrightView we strive for Confidence from Excellence in all aspects of our business. This includes maintaining the highest standard of honesty and integrity. Ethics and values are fundamental to taking care of each other, our clients, and our communities, and taking pride in our trusted client relationships.

BrightView's Code of Conduct ("the Code") keeps us true to our values and leadership behaviors. The Code brings together the core standards, policies, and practices that assist us in maintaining the high standards we set for ourselves.

This Code gives us the information we need to inform our choices. It helps guide us in making good decisions and empowers us to face potential challenges we encounter in conducting business.

Please read the Code carefully. Discuss it with your fellow team members, and, if you have questions about anything in it, please ask.

Thank you for all that you do every day, everywhere, and with everyone to uphold these high ethical standards.

Sincerely,

*Our Executive Leadership Team*

# BrightView, Our Vision

At BrightView, the promise of our brand is a commitment to deliver Confidence from Excellence. We do this by living every day our mission: Taking Care of each other, clients, and communities and Taking Pride in trusted relationships and solutions that matter. By striving to deliver excellence in everything we do, we will realize our vision of leading the landscape services sector.

**EXCELLENCE** in providing a safe and engaging work environment where the best people want to work.

**EXCELLENCE** in delivering consistent solutions to our clients; every day, everywhere, and by everyone.

**EXCELLENCE** in delivering superior business performance that creates the freedom to continue to invest in our people, our clients, and our communities.

**EXCELLENCE** in leading our industry and taking pride in beautiful landscapes that make people smile - work that impacts the lives of millions of people every day.



## As a company, we exhibit leadership behaviors that guide our interactions and enable us to live our brand promise every day:

**Instill Trust:** We build relationships by following through on commitments and by showing consistency, credibility, and transparency.

**Drive Engagement:** We empower others, invite input, and share ownership/visibility. We create a positive and motivating work environment. We make people feel that their contributions are valued.

**Value Differences:** We seek to understand and are sensitive to cultural norms, expectations, and ways of communicating. We promote a team environment and value, encourage, and support differences.

**Build Effective Teams:** We define success in terms of the whole team by creating a feeling of belonging and strong team morale.

**Ensure Accountability:** We follow through on commitments and we make sure others do the same. We take personal responsibility for decisions, actions, and failures. We provide balanced feedback at critical times.

**Focus on Clients:** We identify opportunities and build and deliver solutions that benefit customers. We anticipate customer needs and serve as strategic partners, establishing long-lasting relationships with key accounts.





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# Introduction

Our reputation is one of our most valuable assets. Individual actions shape how our team members, clients, and communities view BrightView. We each have an obligation to protect our company from conduct that threatens our reputation and future growth.

## In this section:

### Using the Code of Conduct

The Code of Conduct, along with good judgment, and the standards, policies, and procedures of BrightView should be the main sources of guidance in evaluating ethical situations.

### Who Must Follow the Code

The Code applies to all team members, including company officers and the Board of Directors.

### Team Member Responsibilities

Team members must adhere to the standards set forth in the Code and conduct themselves in an ethical manner when representing BrightView.

### Managers Lead by Example

Managers set the tone for BrightView, leading by example.

### Asking Questions or Raising Concerns

Contact our Concerns Line at (877) 903-0232, or report concerns online at [www.brightviewconcerns.com](http://www.brightviewconcerns.com).

### Retaliation is Prohibited

BrightView does not tolerate team members under retaliation who raise or help to address an ethics or compliance concern.

### Adherence to Laws, Rules, Regulations, and Company Policies

Team members are expected to comply with all applicable laws, rules, and regulations, as well as Company policies and procedures.

### Consequence of

#### Violating the Code

Team members who violate the Code may face disciplinary action, including action against incentive-based compensation.

## Using the Code of Conduct

The Code of Conduct is designed to provide clarity about BrightView's expectations, and to reinforce the need to maintain a consistent culture of ethics, candor, and transparency. This Code will help to facilitate conversations about how to make choices when presented with complex ethical issues.

The Code is intended to summarize many of the compliance standards, policies, and procedures within the Company in one place. It cannot address every possible issue or decision that arises in detail. Along with this Code, your own good judgment and the detailed standards, policies, and procedures of BrightView should continue to be the main sources of guidance.

## Who Must Follow the Code

The Code applies to all team members, including our company officers and the Board of Directors. This includes temporary, part-time, and seasonal employees, as well as anyone acting on behalf of the Company. Each of us is accountable to make the right decision, at all levels.

### Q&A

Will the code answer all my questions regarding ethical issues?

Although reviewing the Code and consulting our policies will often help you resolve questions or ethical dilemmas, there may still be times when you are unsure of how to proceed in a certain situation. If something makes you feel uncomfortable or you need guidance on how to proceed, contact the BrightView Concerns Line.

## Team Member Responsibilities

- All team members are asked to be empowered leaders — taking responsibility for results, exercising initiative and judgment, and making decisions as required.
- Act in a professional, safe, and ethical manner that is consistent with our leadership behaviors.
- Be familiar with the information contained in this Code, as well as applicable laws and BrightView policies. Pay particular attention to the policies that pertain to your job responsibilities.
- Promptly report concerns about possible violations of laws, regulations, the Code, or our policies to your supervisor.
- Fully cooperate and be truthful when responding to an investigation or audit.
- Remember: pressure or demands due to business conditions are never an excuse for violating the law, Company policies, or the Code.



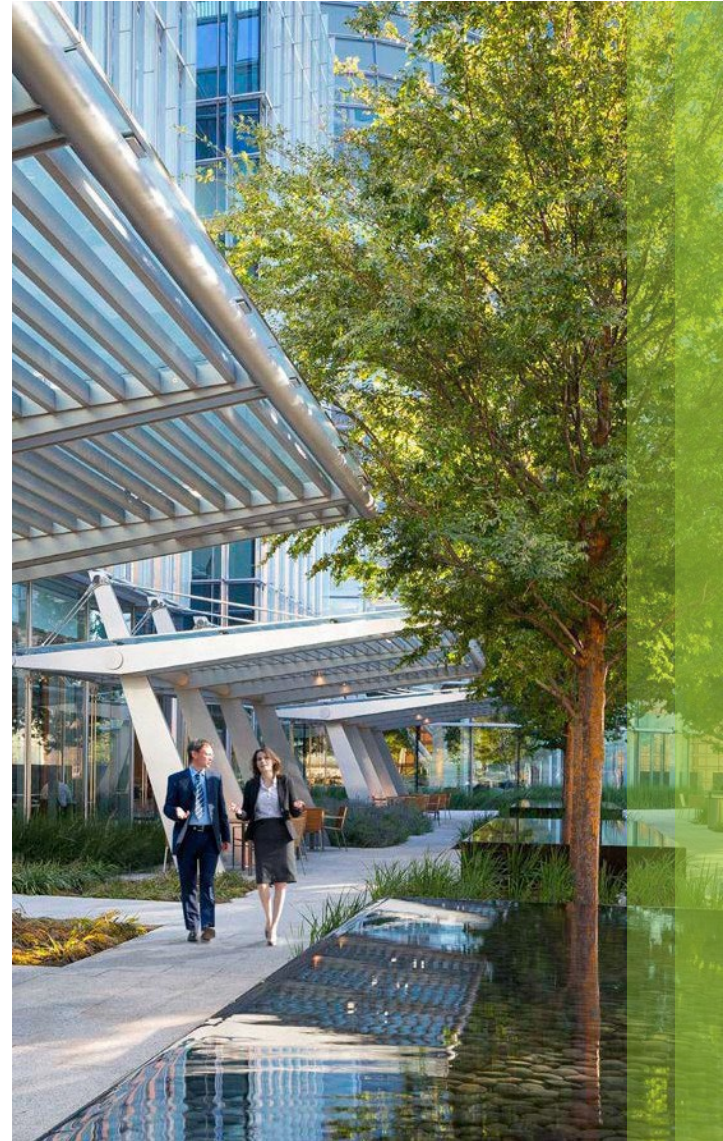


## Managers Lead by Example

Managers at the Company have additional responsibilities to ensure that we meet our high standards of ethics and compliance.

Managers must:

- Set the right tone for team members and lead by example.
- Create an environment of openness and candor that fosters engagement.
- Signal clear support for team members who ask difficult questions or raise concerns about ethics and compliance issues. Emphasize that the Company will not tolerate retaliation against those who raise concerns.
- Be familiar with the Company's policies. Be in a position to provide guidance to team members and encourage training on ethics and compliance issues.
- Managers must forward all reported violations, or any violations about which they have knowledge, in a timely manner to their supervisors.



## Asking Questions or Raising Concerns

Each of us must take care to protect the reputation and integrity of the Company. If you have a question or want to report a concern, **call our Concerns Line at (877) 903-0232, or report online at [www.brightviewconcerns.com](http://www.brightviewconcerns.com)**. This Concerns Line is toll free, available 24 hours, and an interpreter can be made available; additionally, the website is available in multiple languages. You can also talk to your supervisor or any other supervisor. If for any reason talking to a supervisor is not the best option, there are other resources available to you, including your local HR or Finance teams. In addition to calling the Concerns Line or reporting online, you may also report (i) any questionable accounting, internal accounting controls, or auditing matters; (ii) possible non-compliance with applicable legal requirements or this Code of Conduct; or (iii) alleged retaliation against employees and other persons who make reports in good faith directly to the Audit Committee or the Chief Legal Officer in writing to BrightView Holdings, Inc., Attn: Chairman of the Audit Committee or Chief Legal Officer, 980 Jolly Road, Suite 300, Blue Bell, Pennsylvania 19422.

## **Know that if you report a concern, your concern will be taken seriously.**

It is important to have the courage to call attention to any matter that might be inconsistent with our values. It is your obligation to report misconduct when you see it. Doing so may be difficult, but it is the right thing to do.

Making the Concerns Line available to you does not mean that you are prohibited from reporting any possible violations of federal law or regulation to any government agency or entity, such as the Department of Justice and the Securities and Exchange Commission, or making any other disclosures that are protected under the whistleblower provisions of federal law or regulation. You are not required to notify the Company that you will make or have made such reports or disclosures.

Employees may make a report anonymously using any of the above methods. Any interested non-employee or outside party may also report a concern using the procedures described above.

## Retaliation is Prohibited

BrightView does not tolerate retaliation against a team member for raising or helping to address an ethics or compliance concern, so long as the team member has acted in good faith with a reasonable belief that the information being provided is true.

**If you think that you or someone you know has suffered retaliation, contact your Vice President of HR or the Concerns Line.**

## Adherence to Laws, Rules, Regulations, and Company Policies

The Company expects you to comply with the letter and spirit of all applicable laws, rules, and regulations, as well as Company policies and procedures that may be amended from time to time. You are to maintain the highest standards of honesty and integrity in all dealings with clients, business partners, and fellow team members.

## Consequences of Violating the Code

All team members are expected to uphold the highest standards of ethical conduct. BrightView retains the right to recover incentive-based compensation from any team member found to be engaging in “Detrimental Conduct.” “Detrimental Conduct” includes, but is not limited to any of the following acts by an employee of BrightView:

- Team member has committed any material breach of a fiduciary duty owed to BrightView or its affiliates;
- Team member has engaged in willful misconduct or gross negligence in connection with their employment, which is materially and demonstrably injurious to BrightView or its affiliates;



- Team member is convicted of, or pleads guilty or no contest (nolo contendere) to, any felony or crime of moral turpitude, including fraud, embezzlement or misappropriation of funds; or
- Team member has willfully engaged in conduct that materially violates the Company's written policies, is materially and demonstrably detrimental to the reputation, character or standing of BrightView or its affiliates, or otherwise is materially and demonstrably injurious to the Company or its affiliates, monetarily or otherwise.

Upon discovery of such Detrimental Conduct, the management team will review all of the relevant facts and circumstances related to the conduct. If the team member is an executive officer of BrightView, such review will be conducted by the compensation committee of BrightView's board of directors (the "Committee"). As part of that review, the management team and/or the Committee, as applicable, each reserves the right, in their sole discretion and to the maximum extent permitted by applicable law, to take any appropriate actions against any incentive-based compensation that may have been awarded to the team member to address the conduct, including, but not limited to:

- Require reimbursement of cash incentive compensation previously paid;
- Seek recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity awards;
- Offset the amount to be recouped from any compensation otherwise owed by the Company to the team member;
- Require team member to surrender outstanding vested equity awards and/or cancelling outstanding unvested equity awards; and/or
- Take any other remedial and recovery action permitted by law.

This policy is designed to maintain the integrity of BrightView and to ensure that all team members are held accountable for their actions. It is the responsibility of all team members to understand and adhere to this policy.

# Our Commitment To The Workplace Environment

The guidelines in this section set standards for how we interact with our fellow team members — respecting and supporting one another, demonstrating mutual respect, welcoming diversity, and promoting a safe working environment.

## In this section:

### Equal Opportunity Employer

BrightView is an Equal Opportunity Employer and is committed to fairly treating all team members and applicants.

### Respect and Courtesy

As team members, we treat each other, our clients, and our communities with respect and courtesy.

### Diversity and Inclusion

BrightView embraces a diverse workforce that values differences and promotes inclusion of all people and their unique abilities

### Illegal Substance and Alcohol

BrightView is a drug-free workplace. Team members must not report to work under the influence of illegal drugs, alcohol, or legal drugs that could impair one's judgment.

### Environmental Health and Safety

As team members, we have a responsibility to maintain a safe and healthy environment for our teams, clients, and the community. We are committed to adhere to all applicable safety laws and our internal Safety Code.



## Equal Opportunity Employer

BrightView is an Equal Opportunity Employer. Discrimination on the basis of race, religion, color, age, gender, sexual orientation, national origin, citizenship, marital status, disability, handicap, veteran status, or any other category or characteristic protected by applicable law is prohibited and will not be tolerated under any circumstances. We also prohibit retaliation against any individual who in good faith reports discrimination or asserts his or her right to be free from such discrimination.

## Respect and Courtesy

At BrightView, we treat one another with respect and courtesy. We avoid making disparaging comments about our fellow team members or others. Our company does not permit any form of discrimination or harassment.

- Treat everyone with respect.
- Help create a work environment free of discrimination and harassment.
- Understand that inappropriate comments of a sexual nature or any other sexually-offensive behavior are not permitted.

Remember that unlawful harassment does not have to occur in the workplace or involve a BrightView team member to violate our values or the law.

## Q&A

While at a job site, I saw a new team member being made fun of behind his back because he does not speak the same language the rest of the crew is accustomed to using. I know they are being disrespectful to the new crew member. What should I do?

Treating all team members with respect is critical to our success at BrightView. You should inform the crew that their behavior is not appropriate. If you feel uncomfortable doing so, or if the behavior continues, notify your supervisor immediately.

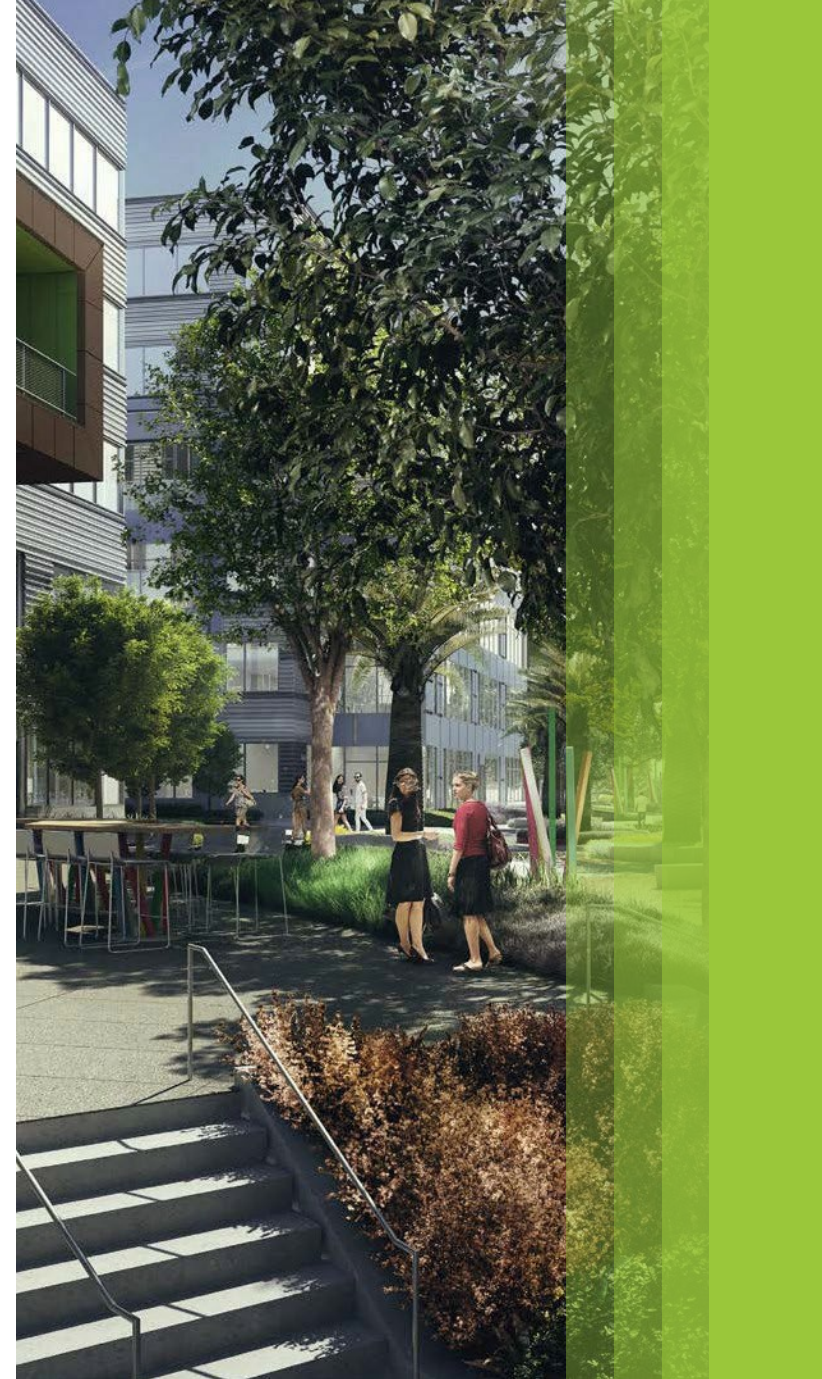
*Learn  
More:*

Refer to the Anti-Harassment and Anti-Discrimination policies in our Team Member Handbook

## Diversity and Inclusion

BrightView promotes a workplace that values differences and promotes an environment that is inclusive of all people and their unique abilities. A diverse workforce allows us to benefit from multiple viewpoints within our Company and help us better relate to business partners, clients, and other stakeholders. We hire, employ, and promote team members without regard to race, color, religion, national origin, sex, age, disability, veteran status, marital status, gender identity, or sexual orientation.

- Help create an environment in which colleagues can contribute, develop and fully utilize their talents.
- Keep an open mind to new ideas and listen to different points of view.
- Understand that offensive messages, derogatory remarks, and inappropriate jokes are never appropriate in the workplace.



*Learn  
More:*

Refer to the Anti-Discrimination policy  
in our Team Member Handbook

## Illegal Substance and Alcohol

BrightView is committed to fostering the well-being and safety of all its team members. The possession, consumption, purchase, or sale of alcohol and illegal drugs on BrightView's premises is prohibited. Furthermore, no team member shall be under the influence of alcohol or illegal drugs while on BrightView's premises (including in a BrightView vehicle), while operating Company equipment or while performing Company business off BrightView's premises.

Even legal drugs may affect the safety of the team member, co-workers, or members of the public. Therefore, any team member who is taking any legal drug that might impair safety, performance, or any motor functions must advise his or her supervisor before reporting to work under such medication. If BrightView determines that such use does not pose any safety or service-quality risk, the team member will be permitted to work.

*Learn  
More:*

Refer to the Drug and Alcohol Use policy

# Environmental Health and Safety

All team members share a responsibility to maintain a safe and healthy workplace and to protect the environment in which we work.

- Fully comply with all environmental and health and safety rules, policies, and practices.
- Avoid acting in ways that knowingly put you or others in danger.
- Follow established safety procedures, recommend needed changes, and promptly report potentially unsafe actions and conditions.
- Be considerate of the health and safety of others who may be affected by our work activities.
- Work to minimize accidents, injuries, and illnesses at our branches and work sites by keeping them free of hazards and encouraging team members and contractors to follow safe work practices.
- Promptly report all accidents, violations, hazardous material spills, injuries, and inquiries from government agencies.
- Be proactive and help identify ways that we can improve safety.
- Never work impaired by alcohol or drugs.
- Threats, intimidation, and violence toward anyone at work, including co-workers or business partners, are not tolerated.
- Firearms, knives, or other dangerous weapons should not be brought onto Company property.

## Q&A

What do I do if I have a workplace violence or safety concern?

BrightView takes its responsibility for creating a safe working environment very seriously. If you have a safety concern, immediately tell your supervisor, Branch Safety Leaders, or EH&S Manager. Additionally, you can contact the BrightView Concerns Line at (877) 903-0232 or [www.brightviewconcerns.com](http://www.brightviewconcerns.com)

*Learn  
More:*

Refer to the BrightView Code of Safe Conduct

# Our Business Practices and Standards

The guidelines in this section affirm how we interact with our clients and doing so with honesty and integrity. We compete in the marketplace with fairness and a commitment to doing business lawfully and ethically in every aspect. You are the voice and conscience of the Company. Our reputation is in your hands.

## In this section:

### Conflicts of Interest

Conflicts of interest can create an undue hardship on the Company. Team members must disclose and seek approval before proceeding in situations where there is potential conflict.

### Fair Competition

BrightView strongly supports fair competition and adheres to the laws set to preserve it. Team members should be mindful of these laws and never encourage new team members to disclose confidential information from their former employers.

### Gifts and Entertainment

The exchange of gifts or entertainment should not influence our business decisions or be used to influence the business decisions of our partners.

### Economic Sanctions

Team members may not approve, facilitate, or participate in any transaction involving a sanctioned country or sanctioned party unless the Office of General Counsel has provided pre-approval.

### Loans

BrightView does not provide loans to our team members or their family members.

### Anti-Bribery and Corruption

BrightView prohibits giving, accepting, or authorizing bribes in exchange for business.

### Insider Trading

No team member, officer, or Board member can share insider information with others.

### Government Contracts

Team members should conduct our business with government entities with strict adherence to the unique rules and regulations required by those entities and applicable laws.





## Conflicts of Interest

A conflict of interest may occur when your personal interests or activities interfere, or even appear to interfere, with the interests of the Company as a whole. A conflict of interest also arises when someone receives an improper personal benefit, such as a kickback in cash or services, as a result of his or her position in the Company. The best approach to handling possible conflicts is to proactively disclose situations that might give the appearance of a conflict before the conflict arises, and seek guidance from your supervisor. Team members should generally seek approval from their managers, who are encouraged to consult with the Office of the Chief Legal Officer before providing approval<sup>1</sup>.

<sup>1</sup> Officers and members of the Board of Directors, however, may be required to follow the process prescribed by the Audit Committee's policy with respect to Related Party Transactions.

## ...Conflicts of Interest (con't)

The following are common types of conflicts of interest...

### - Family and personal relationships

You may have a relative, partner, or close friend working at the Company or as a business partner. Favoritism toward relatives or friends should never play any role in hiring and business decisions. In some cases, a conflict may be difficult to recognize, but the situation should always be disclosed as soon as possible in order for review and clearance. In no instance should one family member directly manage or have responsibility for the work of another.

### - Outside employment

Full-time, salaried employees are required to obtain prior approval of outside employment from the CHRO and Chief Legal Officer. Outside employment (whether for salaried or hourly employees) may be permitted as long as it does not interfere or detract from your work for the Company. If you have employment outside BrightView, it must be limited to times when you are not on the job for the Company. In addition, Company assets (for example, computer, phone, and office space) may not be used in connection with outside employment.

### - Personal investments

You must disclose (to the CHRO and Chief Legal Officer) information of a significant interest that you, your partner, or an immediate family member has in any firms from which the Company proposes to buy goods or services. If your actions and judgement could appear to be influenced by your affiliation with the firm, then you have a significant interest. Team members who can influence purchasing or selling decisions should not have an investment in a business partner or customer that might create the appearance of a conflict of interest. Such team members should seek to ensure that such decisions are made on an arms-length basis following a competitive process.

## ...Conflicts of Interest (con't)

### - Related party transactions

Related party transactions must be disclosed by certain team members within the Company. A “related-party transaction” is one between the Company and a team member, a team member’s partner, or a team member’s immediate family member.

### - Corporate opportunities

All team members have a responsibility to the Company to advance its interests when opportunities arise. If you learn about a business opportunity through your work at BrightView, you cannot take advantage of that opportunity for your personal benefit. You must inform your supervisor about the business opportunity. You must also not use company property, information, or your position for personal gain or to compete with the Company.



## Q&A

The father of one of my team members has bid on our irrigation subcontracting work. I know him because of his relationship with my team member; can I award him the bid?

First, the relationship to a current team member must always be disclosed up front to all decision makers. All potential subcontractors or business partners should be evaluated fairly and equally based on criteria, such as pricing, reliability, and quality of work. The relationship to a current team member should not factor into a decision on awarding work to our business partners.

## Gifts and Entertainment

If not handled appropriately, entertainment and the exchange of gifts can be illegal and/or damage the Company's reputation, especially if it influences a business decision or even appears to influence a business decision. We must avoid even the appearance of making business decisions based on gifts received. Receiving and giving gifts is strongly discouraged.

We recognize that in some cultures, gift giving is a common practice in business. If a gift is received that is valued at more than \$50 and it cannot be returned, it should be given to your local manager or HR team to be shared amongst team members, use it as a team member incentive, or by donating it to a local charity. It is important, however, that you inform the gift giver of BrightView's policy on accepting gifts so that you do not encounter a similar circumstance in the future.

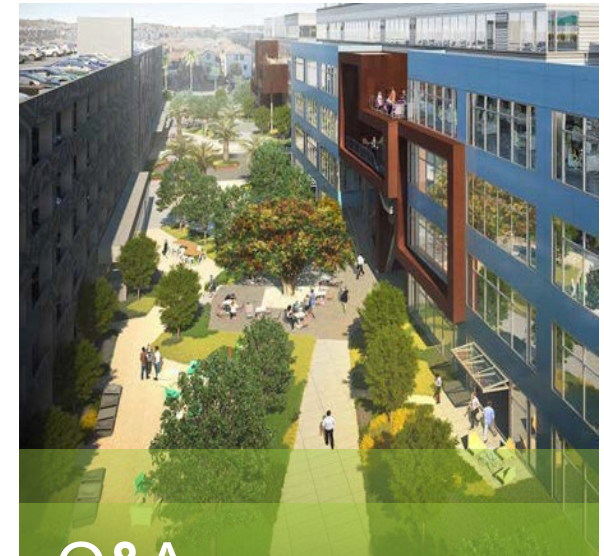
You may not accept cash or cash equivalents, checks, gift cards, discounts, free services, loans or stock from vendors, customers, or clients. Gifts between and among employees in connection with a work event should be reasonable and not excessive and the purchase price should not exceed US\$50, unless pre-approved by a VP or VPGM.

Entertainment offered by a vendor, customer, or client, can only be accepted if both a BrightView team member and an employee of the customer, vendor or client partner attend the event. In the event of third-party entertainment, the BrightView team member must obtain manager pre-approval for any entertainment that is reasonably expected to have a value of more than US\$100 per team member, such as tickets to sporting events, theatre, or golfing outings. Pre-approval from the legal department is required for entertainment that is reasonably expected to have a value of US\$1,000 or more per team member.

Gifts and entertainment must satisfy a reasonable business purpose and comply with the recipient's policy and the law.

## Loans

The Company does not provide loans (including payroll or vacation advances) to team members or their family members.



## Q&A

- What do I do if I receive a case of expensive Bordeaux wine from a long-time business partner?

**Return the gift to the business partner and explain our policy.**

- If a client offers me tickets to a professional football game that he cannot attend and the tickets are valued at US \$150, can I accept the tickets?

**No. Because the customer cannot attend, the event doesn't offer any opportunity to enhance our company's relationship with the customer.**

## Insider Trading

In the course of your work for BrightView or in discussions with one of our clients or business partners, you may become aware of information about the Company or publicly traded companies with which we do business. If that information can be used to realize an advantage in the stock market – what the government terms “material non-public information,” you are prohibited from trading on it. Information is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold, or sell a security. Individuals with access to material information are considered “insiders,” and this type of information is “inside information.” An insider may only discuss this information on a limited, strict, “need to know” basis internally, and may not share it with anyone outside the Company. The law prohibits any person from buying or selling the public securities of a company, including BrightView, if he or she has such information, and no team member, officer, or director shall share (“tip”) this information with others. Due to the sensitive nature of, and penalties associated with, insider trading and “tipping,” contact the Office of the Chief Legal Officer prior to buying or selling public securities in situations of this nature.

- Never buy or sell stocks or make investments in a company if you have insider information about that company.
- Do not share confidential information or “tips” about a public company with others.
- Remember these laws continue to apply when you are no longer a BrightView team member.
- Contact the Office of the Chief Legal Officer if you have any questions.

In addition, Regulation FD under the Securities Exchange Act of 1934 regulates the disclosure of material, non-public information in certain circumstances. Refer to the Insider Trading and Selective Disclosure Policy.

**Team members are strongly encouraged to contact the Office of the Chief Legal Officer with any questions.**

*Learn  
More:*

Refer to the Gifts by the Company policy  
in our Team Member Handbook



## Fair Competition and Fair Dealing

Competition and antitrust laws preserve fair, honest, and vigorous competition. These laws are intended to promote a competitive environment in which each business has an opportunity to compete fairly on the basis of price, quality, and service. Anti-trust laws prohibit collusion between competitors, improper attempts to monopolize or carve out markets or control prices, and certain other unfair business practices.

You should endeavor to deal fairly with our customers, suppliers, competitors, and other team members. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

**Competition and antitrust laws are very broad and complex and their application often turns on specific facts and circumstances.**

- Questions about competition and anti-trust law and how to comply should be referred to the Office of General Counsel.
- Be mindful of these laws when we develop our go-to-market strategy and establish or change pricing for our services.
- Never use or encourage new team members to disclose the confidential information of their former employers.



### Q&A

A competitor accidentally emailed a bid response package to us. What should I do?

Although you received the information, it is not ethical to take advantage of another's mistake. BrightView competes fairly and does not gather competitive information except through acceptable channels. Contact the Office of the Chief Legal Officer and delete the mail.



## Economic Sanctions

The Office of Foreign Assets Control within the U.S. Treasury Department administers both (1) country-based sanctions that prohibit U.S. companies and U.S. citizens from engaging in virtually any business involving Cuba, Iran, North Korea, Syria, or the Crimea region of Ukraine; and (2) list-based sanctions that prohibit U.S. companies and U.S. citizens from engaging in business with certain targeted parties (e.g., terrorists, drug traffickers). Team members may not approve, facilitate, or participate in any transaction involving a sanctioned country or sanctioned party unless the Office of the Chief Legal Officer has provided pre-approval.

## Anti-Bribery and Corruption

BrightView does not tolerate corruption in any form, including giving, accepting, or authorizing bribes anywhere in the world. We do not offer bribes to government officials or tolerate commercial bribery. We comply with the Foreign Corrupt Practices Act (the “FCPA”). We expect all our business partners to maintain the same standards when acting on our behalf.

When engaging with public institutions and government officials, we must accurately and completely reflect all financial transactions in our records, the FCPA requires the Company to devise and maintain a system of internal accounting controls (sufficient to provide reasonable assurance that transactions are recorded appropriately).

- Do not give or accept bribes or kickbacks or provide or receive any other kind of improper payment.
- Keep accurate financial records so that payments can be described correctly and BrightView funds are not used for unlawful purposes.
- Be aware of our anti-corruption and bribery standards when selecting business partners. Be vigilant and monitor their behavior. Never “look the other way,” and never ask third parties to engage in activities that would violate this Code or our policies.

The FCPA is a complex federal law with severe penalties for violators. All team members should contact the Office of the Chief Legal Officer with questions concerning compliance with FCPA.

## Government Contracts

Any contracts with federal, state, or local governments, and any contract with any non-U.S. government entity requires compliance with unique laws, regulations, and contractual requirements. BrightView is committed to ensuring that we conduct our government business with the highest standards of ethics and in a manner that meets these requirements. Accordingly, we expect each of our team members to act in a manner that is consistent with our standard of business ethics and that promotes the Company’s compliance with applicable government contracting law, regulation, contractual requirements, and Company policy. If you are unsure of or have any questions concerning the meaning of an applicable law, regulation, or contract, we request that you seek guidance and instructions before taking any action. You may contact your supervisor or the Office of the Chief Legal Officer for appropriate assistance.

### Q&A

I suspect that a business partner may have given a bribe to expedite a permit. Should I be concerned? What should I do?

All of BrightView’s business partners should be aware of our stance on bribery and corruption – we do not engage in bribery at all, be it bribery of government officials or commercial bribery. BrightView can be held responsible for bribes given by its business partners. If you suspect that a business partner may have given a bribe, contact the Office of the Chief Legal Officer immediately.

# Protecting Company Assets and Proprietary Information

Each of us is a caretaker with an obligation to protect the Company's assets. The guidelines in this section describe how we manage these assets responsibly and enhance their value for future BrightView team members.

## In this section:

### Company Assets

All Company assets should be used for legitimate business purposes only.

### Intellectual Property

All team members are responsible to protect and safeguard all of BrightView's intellectual assets and information.

### Books and Records

All financial transactions must be accurately recorded; making false or dishonest entries about our business and performance is a violation of our policy.

### Confidential Business Information

All team members should protect confidential information about our business, brands, technology, team members, and our stakeholders.

### Client and Business Partner Confidentiality

Team members must not reproduce, forward, or otherwise publish or distribute words, graphics, videos, music files, or other copyrighted materials unless permission is received from the author or owner to do so.

### Team Member Privacy

BrightView takes necessary precautions to safeguard our team members' personal data.

### Information Technology and Electronic Communications

Team members must follow BrightView policies regarding information technology and electronic communications, and may not use information technology for any purpose that is either improper or damaging to the Company.

## Company Assets

Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited. We share a responsibility to use all these assets prudently. So we avoid waste, observe safety rules, maintain equipment and vehicles, secure confidential information, and control expenses wisely. We hold one another to high standards of efficiency, honesty, and care.

Each team member is responsible for the protection and stewardship of our assets. This includes following procedures, which ensures that our assets are not put in jeopardy or used wastefully. We expect you to take reasonable efforts to safeguard the Company property within your control from loss, damage, theft, or unauthorized use and to ensure its efficient use. All Company assets should be used only for legitimate business purposes. Team members should report any suspected fraud and theft immediately to their supervisor, local HR, or by calling the BrightView Concerns Line.

## Intellectual Property

Some of our most important assets are intellectual property – know-how, trade secrets, patents, trademarks, and copyrights. We treat our intellectual assets with great care, making sure we use them properly and protect them from unauthorized use or infringement by others outside the Company.

- Some intellectual assets should never be disclosed to others.
- Other trade secrets and confidential information should be disclosed only after getting prior written approval from the Office of the Chief Legal Officer.
- Team members should identify new information and inventions and contact the Office of the Chief Legal Officer for protection and possible patenting.
- Do not leave materials containing Company confidential information (whether hard copy or electronic media) in public spaces.

### Q&A

What should I do if my BrightView tablet or laptop is stolen and it contains personal information?

**The loss of company-issued devices not only has a financial loss component, but the loss of personal information contained on a device could have legal implications. If this happens, contact your supervisor and local HR team immediately.**

*Learn  
More:*

Refer to the Innovation and Confidentiality policy  
in our Team Member Handbook



## Books and Records

All of us contribute to the process of recording financial and non-financial information. Financial controls help protect BrightView assets, minimize waste, loss, and misuse, while assuring that financial information is reliable. Reliable, accurate financial reporting is necessary to monitor performance, properly allocate resources and make good investment decisions.

For these reasons, effective, financial processes and internal controls must be followed.

- Accurately record all financial transactions.
- Be honest and accurate when creating business records.
- Never make false or dishonest entries about our business and performance – good or bad.
- Unrecorded funds, assets, or liabilities are prohibited.
- Ensure all transactions are properly authorized.

### Q&A

I recently combined a business trip with personal travel, and I accidentally used my corporate credit card for a dinner with my family. What should I do?

Company credit cards are for business expenses only. Misuse of a company credit card can result in serious consequences. If you accidentally bill a personal expense to your company credit card, indicate the charge as personal. If you have questions about expense reporting, contact your local HR or Finance teams.

*Learn  
More:*

Refer to the Confidentiality policy  
and individual Confidentiality Agreements

## Confidential Business Information

We protect confidential information about our business, brands, technology, team members, customers, and our stakeholders.

Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers, if disclosed. The Company's competitive advantage relies on confidential information concerning our practices, business, and use of technology. Maintaining the confidentiality of that information is critical to our continuing success. Do not disclose confidential information without the written approval of the Chief Legal Officer.

Clearly mark confidential business and technical information as "Confidential" as appropriate. If you need advice regarding marking the level of confidentiality, contact the Office of the Chief Legal Officer.

Notwithstanding the foregoing, and notwithstanding any other confidentiality or non-disclosure agreement (whether in writing or otherwise, including without limitation as part of an employment agreement, separation agreement, or similar employment or compensation arrangement) applicable to current or former employees, the Company does not restrict any current or former employee from communicating, cooperating, or filing a complaint with any U.S. federal, state, or local governmental or law enforcement branch, agency, or entity (collectively, a "Governmental Entity") with respect to possible violations of any U.S. federal, state, or local law or regulation, or otherwise making disclosures to any Governmental Entity, in each case, that are protected under the whistleblower provisions of any such law or regulation, provided that (i) in each case such communications and disclosures are consistent with applicable law and (ii) the information subject to such disclosure was not obtained by the current or former employee through a communication that was subject to the attorney-client privilege, unless such disclosure of that information would otherwise be permitted by an attorney pursuant to 17 CFR 205.3(d)(2), applicable state attorney conduct rules, or otherwise. Any agreement in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

*Learn  
More:*

Refer to the Confidentiality policy  
and individual Confidentiality Agreements

## Team Member Privacy

The Company values and respects the personal privacy of all team members. We collect and use team members' personal data only for relevant business purposes and, when possible, we notify team members about why and what personal data the Company collects.

- Implement safeguards to help keep team members' personal data from unauthorized access and use.
- Use care when you provide personal information to anyone inside or outside of the Company and limit access to authorized individuals.

**Consult your supervisor or local HR Team to identify any legal restrictions.**



### Q&A

My coworker overheard our boss discussing the potential for personnel changes in our office. After overhearing the conversation, he came and told me about it. What should I do?

All team members must protect confidential information about BrightView that is provided to them as part of their employment. More specifically, if confidential information is overheard and shared as hearsay, it could be misinterpreted and be harmful to our business and our teams. If you are indirectly made aware of confidential information, notify your supervisor or your local HR team immediately.

## Client and Business Partner Confidentiality

We conduct business with respect for the rights of other parties' intellectual property, including patents, trademarks, copyrights, ideas, and inventions.

- Do not reproduce, forward, or otherwise publish or distribute words, graphics, video, music files, or other copyrighted materials unless we have permission from the author or owner to do so.
- Respect team members' obligations to maintain confidentiality of business information of former employers.
- Refer unsolicited ideas submitted to the Company to the Office of the Chief Legal Officer.
- Immediately stop any conversation if you suspect you are improperly being given someone else's confidential information.
- Respect the privacy of our clients and use administrative, physical, and technical safeguards designed to protect it.
- Except as explained to clients at the time the information is collected, take care not to share client personal data without their consent.

# Information Technology and Electronic Communications

BrightView commits significant resources to providing information technology in support of business functions. Team members may not use information technology in ways that may damage the Company.

- Understand that viewing, storing, sending, or sharing inappropriate, offensive, obscene, harassing, defamatory, or sexually explicit content of any type is strictly prohibited.
- Be diligent in safeguarding information technology by following security guidelines, protecting BrightView assets, and exercising caution when using email, the internet, and other systems.
- Social media can be an efficient means of sharing information. Team members must be aware of the risks of wide dissemination of information and ensure communications properly represent BrightView. If you are authorized to use social media on BrightView's behalf, you must clearly identify yourself as a BrightView team member, communicating on behalf of the Company.
- When using social media for personal reasons, you may not represent or suggest that your posts are approved, sponsored, or authorized by BrightView, or that you are speaking on behalf of the Company.

## Q&A

Can I post about BrightView on social media?

It's important to follow these guidelines when discussing BrightView on social media.

- Get permission from Communications and Public Affairs before communicating as a BrightView spokesperson.
- Make clear that any opinions expressed are your own unless you are approved as a BrightView spokesperson.
- Post meaningful and responsible comments.
- Do not post confidential or personal information about BrightView, any team member, or any other person.
- Avoid arguments and never use hateful or insulting speech.
- Do not use BrightView's logos, videos, trademarks, or photos without prior permission.
- Do not create any social media accounts on behalf of BrightView without the express consent of Communications and Public Affairs.

*Learn  
More:*

Refer to the IT, Security, and Electronic Communications policy in our Team Member Handbook



# Our Interaction with the Government, Communities, and the Public

We are dedicated to delivering quality products and services in the communities where we live and work. We take pride in contributing to the health of these communities while complying with laws, regulations, and company policies. These guidelines affirm our support and roles as BrightView team members – and as residents of our communities.

## In this section:

### Residents of Our Communities

We act as responsible, responsive citizens by supporting projects, organizations, and services that work toward the common good and improve our community and society.

### Political Involvement

As an individual, you have a right to participate in the political process, including supporting candidates and causes that are provided to you, provided you do so on your own time and with your own funds. BrightView reserves the right to make its position known on issues relevant to our business.

### Public Reporting

All team members, officers, and members of the Board of Directors that contribute in any way to the preparation or verification of BrightView's financial statements and other financial information must ensure that the Company's books, records, and accounts are accurately maintained..

### Political and Charitable Contributions

Company funds may not be used for political contributions. Charitable contributions at or above \$2,500 must be approved in advance.

## Residents of Our Communities

We act as responsible, responsive citizens by supporting projects, organizations, and services that work toward the common good and improve our community and society. Our team members are also expected to act as responsible corporate citizens who care for their communities by supporting appropriate organizations and projects.

- Team members are encouraged to contribute their time and passion to their local community.
- Non-governmental organizations (NGOs) often have an interest in what we do as a Company. It is in our mutual benefit to cooperate with well-intentioned NGOs. Notify Communications and Public Affairs in advance of speaking with an NGO or representatives of community organizations.
- Be aware of the potential for the appearance of a conflict of interest and discuss any concerns with your supervisor.



## Political Involvement

As an individual, you have the right to voluntarily participate in the political process including supporting candidates and causes on your own personal time and with your own personal funds. However, you need to make it clear that your personal views and actions are not those of the Company<sup>1</sup>.

The Company exercises its right and responsibility to make its position known on relevant issues. We strive to ensure that our political activities are conducted in respectful, ethical, and constructive ways that promote and protect our reputation and operations.

- Be sure to contact Communications and Public Affairs for approval before engaging in any lobbying or discussions with government officials on behalf of the Company.
- Since personal political activities can sometimes create a conflict with the Company, talk to Communications and Public Affairs if you or a close relative are planning to accept or seek a public office, or if any other political activity might have an impact on the Company or on your job.
- If you receive a request from a government official for information relating to taxation, licensing, occupational safety and health, labor practices, environmental protection, or all other regulated areas, contact the Office of General Counsel. You will be expected to fully comply with all applicable reporting and disclosure requirements.
- Approval from Communications and Public Affairs and the Office of the Chief Legal Officer is required before hiring or paying a lobbyist or other government affairs consultant to do any work on behalf of BrightView.

<sup>1</sup>Personal political contributions to local/municipal candidates should be pre-cleared due to pay-to-play restrictions.

## Public Reporting

The public communications and filings that we make need to be full, fair, accurate, timely, and understandable. We expect that all team members involved in the preparation or review of SEC filings and their associated release to the public will:

- Be familiar with the “disclosure controls and procedures” required by the Securities Exchange Act of 1934;
- Follow and comply with such disclosure controls and procedures;
- Bring to the attention of our Chief Financial Officer or Chief Legal Officer any material deviations from such procedures;
- And take all necessary steps to ensure that filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely, and understandable disclosure.





## ... Public Reporting (con't)

All team members, officers, and members of the Board of Directors that contribute in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records, and accounts are accurately maintained. Each team member is expected to cooperate with the relevant Company departments, as well as the Company's independent public accountants and counsel.

If you become aware of any credible information that would place in doubt the accuracy in all material respects of any reports or other public disclosures, you should bring such information to the attention of our Chief Financial Officer or Chief Legal Officer.

In general, all information disclosed outside of the Company must be accurate, complete, and consistent; and disseminated in accordance with BrightView policies. It is important that you do not make any unauthorized statements to anyone outside the Company, including members of the news media. Only individuals designated for media contact may communicate with individuals outside the Company on behalf of the Company. If someone (e.g., the news media or an investor) asks for information about BrightView, notify your supervisor. He or she will contact the appropriate BrightView department to ensure that the correct procedure is followed. Please do not attempt to answer these types of questions yourself. Refer to the Insider Trading and Selective Disclosure Policy.





## Political and Charitable Contributions

BrightView funds or assets cannot be used for contributions to any political party or political committee in the United States or to any candidate or incumbent of any office of the federal, state, or local government in the United States. The Company recognizes that some team members may wish to contribute personal funds and time to support candidates and causes important to them<sup>1</sup>.

<sup>1</sup>Personal political contributions to local/municipal candidates should be pre-cleared due to pay-to-play restrictions.

### Q&A

One of our customers asked me to donate \$3,000 to their company's "Race for the Cure" team. They have indicated that they will sign our enhancement proposal should we agree to make the donation. What should I do?

There are times when it may be appropriate for BrightView to contribute to the charitable efforts of our business partners. However, we will only support this type of effort if the intent to improve the community is consistent with our charitable mission and not an attempt to secure any type of additional business advantage. If you have any questions, contact our Communications and Public Affairs Team.



## ...Political and Charitable Contributions (con't)

BrightView encourages team members to support charitable efforts in the communities in which we live and work. We do this by providing financial contributions, in-kind services, and volunteers to local, nonprofit community organizations. These donations, which may include sponsorships and fundraising events, are meant to create goodwill in our communities. Teams should adhere to the following when considering making charitable donations:

- Requests for financial support for individuals, political candidates, and political campaigns, or entities that are not certified nonprofit organizations (generally “501c3”) will not be considered.
- Requests from religious organizations for sectarian purposes should not be considered; however, a community program sponsored by a religious organization may be considered (e.g., food pantry).
- It is not appropriate to make a charitable donation in conjunction with an expectation of a business benefit.
- Any charitable contributions or donations made by BrightView of \$2,500 or more must be approved in advance by the Chief Executive Officer or his designee.





# Waivers and Amendments

In certain limited situations, we may waive some provisions of the Code. Waivers must be expressly authorized as follows:

- For executive officers and directors, the waiver must be approved by the Board; or
- For all other team members, the waiver requires approval of the Office of the Chief Legal Officer.

All amendments to this code must be approved by the Board. All waivers for executive officers and directors and amendments to the Code must be promptly disclosed to the Company's stockholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted.



# Concluding Advice

As we continue to build BrightView, our most valuable asset is what BrightView means to our teams, clients, and communities — our reputation. Our actions shape this reputation and we each have a responsibility to protect our Company from conduct that threatens our reputation and future growth.

Team members should read and be familiar with the Code (as well as other company policies and procedures); however, we understand that no Code of Conduct can anticipate every ethical or compliance issue that may arise. Even subtle differences in similar situations can impact how the situation should be handled. No two situations are exactly alike. Keep these questions in mind when facing such issues:

- Does the action violate any law or BrightView policy or procedure?
- Is it consistent with our Company values and does it demonstrate our leadership behaviors?
- Would I be proud to tell people about my actions?
- How would I feel about my decision if family and friends learned about it in the media?
- If I owned BrightView and was solely responsible for its reputation, what action would I take?

When you are uncertain what to do or how to handle a situation, seek guidance from the resources outlined throughout the Code.

We all play a significant role in ensuring BrightView operates at the highest ethical standard and focuses on doing what's best for our teams, investors, clients, and communities. By conducting ourselves with integrity and honesty, and living our brand promise of Take Care, Take Pride, we help shape BrightView's future as we grow.

## BrightView Concerns Line

Online: [www.brightviewconcerns.com](http://www.brightviewconcerns.com)

Telephone: (877) 903-0232