

BRIGHTVIEW HOLDINGS, INC.

Audit Committee

Policy for Hiring Current or Former Employees of the Company's Independent Auditor

Current or former employees of the Company's independent auditor are often valuable additions to Company management. Such individuals' familiarity with the Company's business and their personal rapport with Company employees may be attractive qualities when filling a key Company opening. To (1) ensure that the Company's hiring of such persons does not impair the independence of the Company's independent auditor, (2) ensure compliance with all applicable securities laws and regulations, New York Stock Exchange requirements, accounting standards, accounting controls and audit practices, and (3) avoid any potential conflict of interest either in fact or appearance, the Audit Committee has adopted this policy on behalf of the Company for restricting in certain circumstances the employment by the Company or any of its subsidiaries (together, the "Company") an employee or former employee of the Company's independent auditor.

Restrictions on Hiring

1. The Company shall not hire or permit to serve on its board of directors any current partner, principal, shareholder or professional employee of the Company's independent auditor.
2. The Company shall not hire a former partner, principal, shareholder or professional employee of its independent auditor for a position with the Company in a financial reporting oversight role (as defined below) if such individual was the lead or concurring partner, or any other member of the audit engagement team (as defined below) who provided more than ten hours of audit, review or attest services for the Company, unless in each case the employment with the independent auditor terminated two or more years prior to the Company's extension of an offer to such person. As used in this policy, (a) "financial reporting oversight role" means a role in which a person is in a position to or does exercise influence over the contents of the Company's financial statements or other financial information included in the Company's reports to the Securities and Exchange Commission ("SEC") or over anyone who prepares such financial statements or other information, and (b) "audit engagement team" means all partners, principals, shareholders and professional employees who participate in an audit, review or attestation engagement of the Company, including audit partners and all persons who consult with others on the audit engagement team during the audit, review or attestation engagement regarding technical or industry-specific issues, transactions or events.
3. The Company shall not hire a former partner, principal, shareholder or professional employee of its independent auditor for a position with the Company in which the person is in a position to or does exercise more than minimal influence over the contents of the accounting records of the Company or over anyone who prepares the accounting records of the Company (an "accounting role") or a financial oversight role unless such individual:
 - does not influence the independent auditor's operations or financial policies;
 - has no capital balances in the independent auditor; and
 - has no financial arrangement with the independent auditor (other than retirement benefits permitted by Rule 2-01(c)(2)(iii)(A)(3) of the SEC's Regulation S-X).
4. The Company shall not hire the spouse, spousal equivalent, parent, dependent, nondependent child or sibling of any "covered person" (as defined in Rule 2-01(f)(ii) of Regulation S-X) of the independent auditor

for a position with the Company in an accounting role or a financial reporting oversight role.

5. The restrictions on hiring, approval procedures and other terms of this policy shall apply equally to the hiring of employees of the independent auditor of the financial statements of any retirement or other employee benefit plan of the Company or any of its subsidiaries (a "Plan") that is not the independent auditor of the Company's financial statements.
6. The Company shall also comply with any more restrictive hiring terms and conditions contained in any engagement letter between the Company and any independent auditor.
7. Advance notice of any possible hiring of a current or former employee of the independent auditor shall be provided to the Committee.

Exemptions

As provided in Rule 2-01(c)(2)(iii)(B)(2) of Regulation S-X, this Policy shall not be applicable to (1) individuals employed by the Company as a result of a business combination between an entity that is also an audit client of the independent auditor and the Company, provided that employment was not in contemplation of the business combination and the Audit Committee is aware of the prior employment relationship, or (2) individuals employed by the Company due to an emergency or other unusual circumstance, provided that the Audit Committee determines that the relationship is in the best interest of the stockholders.