

## **What is the purpose of Infrastrux Group, Inc.'s Corporate Ethics and Compliance Program?**

Perhaps you have heard of the Federal Sentencing Guidelines or the Sarbanes-Oxley Act. These are just two examples of efforts to ensure that companies comply with laws governing corporate behavior and to heighten awareness concerning business integrity. As part of its ongoing efforts to operate with integrity and within the framework of applicable laws and regulations, Infrastrux Group and its subsidiaries and affiliates ("Company") have prepared a Corporate Ethics and Compliance Program ("Program").

The fundamental purposes of our Company's Corporate Ethics and Compliance Program are to:

- Document and uphold the Company's values, principles, and Corporate Ethics and Compliance Code ("Code");
- Detect and deter conduct not in keeping with these principles;
- Comply fully with applicable federal, state, and local laws and regulations governing our industry and our business; and
- Help ensure that we act ethically with a high level of integrity.

### **How does the Program fulfill its purpose?**

The Program employs a number of tools to achieve its objectives, including:

- Distributing the Code to Company employees, members of the Board of Directors, and others who may act on behalf of the Company;
- Establishing a senior level compliance officer from Infrastrux Group ("Compliance Officer") to manage the Program and designating a Compliance Manager for each of the Company's subsidiaries (singularly "Compliance Manager" or collectively "Compliance Managers");
- A commitment to Company-wide awareness of the Program and its associated personnel responsibilities and to ensure that we all understand the compliance risks that apply to our jobs;
- Implementing a toll-free help-line, available 24 hours a day, 7 days a week, for Company personnel to report concerns and ask questions;
- Conducting audits and reviews to ensure that we are doing the right thing; and
- Holding everyone accountable for acting with integrity.

### **How does the toll-free help line work?**

A third-party contractor unaffiliated with the Company provides this service. The toll-free number for internal and external calls will be posted at all Company facilities, in addition to the Company intranet web site. Key features of the help line include:

- Callers will be able to speak directly with a help line representative and ask questions or express concerns 24 hours a day, seven days a week. Callers have the option of remaining anonymous.
- Information collected from the help line will be compiled and investigated under the guidance of the Company's Compliance Officer (or, depending upon the nature of the investigation, a designated lead),
- All reasonable efforts will be made for the investigation process to be completed in a timely fashion. If warranted, appropriate corrective action will be taken;
- The individual(s) reporting the concern will be able to determine the status of the matter;
- Reports to the help line will be monitored for trends and broader issues that may warrant a more comprehensive response;

## **Questions? Thoughts?**

Your understanding of the Program is absolutely essential to its success. Further, your feedback and suggestions are an integral part of the Program's development. We welcome your questions and comments about the Program. Please use the attached Code to identify people you can contact to ensure that your concerns receive an adequate and timely response.

The Code cannot specifically address every question that might arise about your job and work-related situations. That is where you come in. Your communication and interest in helping the Company maintain the highest possible standards of conduct are the best possible resource to fill in gaps and details in the Code.