

EMCOR GROUP, INC.

Vendor Code of Conduct



TABLE OF CONTENTS

EMCOR VENDOR CODE OF CONDUCT	3
EMCOR Values	4
Legal and Regulatory Compliance.....	5
Business Practices	6
Confidential Information.....	7
Health and Safety	8
Conflict Minerals Policy.....	8
Employment Practices.....	9
Vendor Compliance Obligations.....	10
Business Continuity.....	10
No Third Party Beneficiaries.....	10
Reporting of Possible Violations; Notice of “Whistleblowing” Rights	11

EMCOR VENDOR CODE OF CONDUCT

EMCOR Group, Inc., together with each of its operating subsidiaries (collectively, “EMCOR,” “our” or “we”), is committed to conducting business with the highest ethical standards and in compliance with the law and company policy. The standards of conduct that are the foundation of our worldwide business operations are set forth in our Code of Business Conduct and Ethics (the “Ethics Code”). Each of our employees, directors and officers is expected to comply with the Ethics Code and to work diligently for EMCOR to be a respected corporate citizen.

All of our vendors are expected to share this commitment and are required to conduct themselves in accordance with this Vendor Code of Conduct (“Vendor Code”). This Vendor Code should be read in conjunction with the EMCOR Group, Inc. Global Human Rights Policy (the “Human Rights Policy”), the EMCOR Group, Inc. Environmental Policy (the “Environmental Policy”), and the EMCOR Group, Inc. Environmental, Health and Safety Policy (the “EHS Policy”), each of which is incorporated herein by reference. These policies establish standards for conduct related to human rights and labor, management of environmental impact, and environmental health and safety management, respectively, for EMCOR employees and vendors. We expect vendors to be familiar with this Vendor Code, the Human Rights Policy, the Environmental Policy, and the EHS Policy. Please read this Vendor Code and each of the above referenced policies carefully. Copies of our Ethics Code, this Vendor Code, the Human Rights Policy, the Environmental Policy, and the EHS Policy can be found at our website at www.emcorgroup.com.

This Vendor Code goes beyond mere compliance with law. When differences arise between standards and legal requirements, the stricter standard shall apply, in compliance with applicable law.

For purposes of this Vendor Code, the term “vendor” means any firm or individual that provides a product or service to EMCOR, or any of our customers or clients for or on behalf of EMCOR, whether directly or indirectly. Unless otherwise indicated by the context, the term “vendor” also refers to employees, agents and subcontractors of the firms and individuals described in the preceding sentence. These employees, agents and subcontractors are sometimes referred to as “representatives” in this Vendor Code. All vendors are expected to educate their representatives to ensure they understand and comply with this Vendor Code.

This Vendor Code shall apply to all dealings with and interactions between a vendor, on one hand, and EMCOR on the other hand. In addition, because the business practices and actions of a vendor reflect upon EMCOR and may significantly impact our reputation and our brand, which is one of our most important assets, EMCOR expects all vendors to adhere to this Vendor Code while conducting business with EMCOR or for or on behalf of EMCOR for the benefit of its customers and clients.

EMCOR will assess its vendors’ compliance with this Vendor Code, and any violations of this Vendor Code may jeopardize the vendor’s business relationship with EMCOR, up to and including termination.

EMCOR VALUES

MISSION FIRST

INTEGRITY

In everything we do

DISCIPLINE

Execution with precision, efficiency, competence and professionalism

TRANSPARENCY

Sharing information to facilitate communication

PEOPLE ALWAYS

MUTUAL RESPECT AND TRUST

Treating people with dignity and consideration and encouraging openness and cooperation

COMMITMENT TO SAFETY

Zero accidents

TEAMWORK

Working together to develop and unleash our full potential to achieve exceptional results for our customers and shareholders

LEGAL AND REGULATORY COMPLIANCE

All vendors shall conduct their business activities in full compliance with all of their respective obligations under any agreements with EMCOR, as well as with the laws, rules and regulations applicable to them in the country, state and/or locality in which they operate while providing services to, for or on behalf of EMCOR. In addition, all vendors shall:

- Obtain and maintain all permits and/or licenses necessary to provide the services and conduct the activities for which they have been engaged by or on behalf of EMCOR.
- Comply with the anti-corruption laws of all jurisdictions to which they are subject, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws of other countries, and not offer, make or promise to make any illegal direct or indirect payments or promises of payments to any person in any country, including without limitation any customer, client, or government official (including employees of state-owned enterprises), for the purpose of inducing that person to misuse his or her position to obtain or retain business. EMCOR does not permit its vendors to make “facilitating payments” in any amounts.
- Comply with all applicable antitrust and fair competition laws and regulations.
- Comply with all labor and employment laws, including the National Labor Relations Act, the Federal Fair Labor Standards Act, the Federal Family and Medical Leave Act and all “Right to Work” laws.
- Comply with all applicable anti-money laundering laws and never knowingly participate in a scheme to launder money, under-report the size of a cash transaction, or wrongfully avoid tax liability.
- Comply with all applicable environmental, health and safety laws and regulations relating to hazardous materials, air emissions, and waste and wastewater discharges, including the manufacture, transportation, storage, disposal and release of such materials.
- Comply with all laws and regulations regarding data privacy and security, including the protection of personal and sensitive information.
- Establish and maintain policies and procedures to comply with applicable trade restriction and sanctions laws, including all regulations of the Office of Foreign Assets Control (“OFAC”), including screening and monitoring any beneficiary of such vendor or person with whom such vendor does business to confirm that such persons do not appear on any lists issued by OFAC (including, without limitation, the Specially Designated Nationals List). By accepting engagement as a vendor of EMCOR, vendors represent that they are not on any such list.
- Comply with all applicable anti-boycott legislation.
- Not make any campaign contributions or conduct any lobbying activity on behalf of EMCOR without the express prior written consent of EMCOR’s Office of the General Counsel.

BUSINESS PRACTICES

In conducting business with EMCOR, all vendors shall:

- Uphold EMCOR's standards of fair dealing in all business conduct and operations.
- Operate in compliance with their own applicable professional standards, policies and codes, including requirements established by any organizations (such as licensing commissions) regulating their activities.
- Honestly and accurately record and report all business information and comply with all applicable laws regarding completion and accuracy.
- Be honest, direct and truthful in discussions with regulatory agencies and any government officials.
- Create, retain and dispose of records in compliance with all applicable legal requirements and all agreements with EMCOR.
- Protect and responsibly use the assets (both tangible and intangible) of EMCOR and its clients, including real, personal and intellectual property, supplies, equipment and funds.
- Take reasonable precautions to protect against all forms of cyber-attacks or other intrusions into electronic systems as the result of which data of EMCOR or its clients may be lost, stolen or corrupted.
- Use all information technology systems or processes of EMCOR and its clients (including email) only for authorized business-related purposes. EMCOR strictly prohibits vendors from using EMCOR- or client-provided information systems and/or data for any purpose not related to EMCOR's business, including to create, access, store, print, solicit or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate, and/or to send any false, derogatory or malicious communications using such systems or data.
- Comply with all applicable requirements of EMCOR and its clients and partners regarding protection of confidential information, including data security and privacy procedures (see also "Confidential Information," below).
- All data stored or transmitted on EMCOR or client devices or equipment (whether owned or leased) is to be considered private and is the exclusive property of EMCOR or such client. EMCOR and its clients may monitor all uses of their company networks and information technology systems (including use of email and social media on such networks and systems) and/or access, review, and process all data and communications stored or transmitted using company networks. There should be no expectation of privacy with respect to information technology devices or systems provided by EMCOR or any client.
- Comply with the intellectual property ownership rights of EMCOR, its clients and others, including but not limited to copyrights, patents, trademarks, and trade secrets. Any software, hardware, or content of EMCOR or its clients must be used only if the vendor has the full legal right to do so, in accordance with their respective licenses and/or terms of use, without infringing upon any patent, copyright, trade secret or other proprietary rights of any person. In addition, any vendor selling or using software in connection with its engagement by EMCOR or its clients represents and warrants by accepting such engagement that such software is, to such vendor's knowledge, free of viruses, worms, time bombs, Trojan horses, spyware or other malicious or "self help" codes, which are prohibited on all EMCOR networks, systems and devices.
- Subject to applicable laws, communicate with the media on EMCOR's or any client's behalf only after receiving the express written authorization of an authorized officer of EMCOR or such client to do so.
- Use good judgment, discretion and moderation when offering gifts or entertainment to employees of EMCOR or its clients. No vendor may give employees of EMCOR or its clients individual gifts, or provide entertainment, that would violate the Ethics Code, any client's ethics code, or any applicable law, including by appearing to be an attempt to influence anyone's business judgment in an improper way. No vendor may ever offer a bribe, kickback, bartering arrangement for goods or services and/or any other incentive to an employee of EMCOR or any client in order to obtain or retain their business, or appear to attempt to influence a business decision.
- Avoid the appearance of or actual improprieties or conflicts of interest.
- Avoid improper "insider trading" by not buying or selling securities of EMCOR or any client when in possession of potentially material information about such company that is not available to the investing public and that could influence an investor's decision to buy or sell such securities.
- Refrain from using EMCOR's name or that of any EMCOR clients or holding itself out as providing goods or services to or on behalf of EMCOR or any of EMCOR's clients, except with EMCOR's or such client's (as applicable) permission.

CONFIDENTIAL INFORMATION

Non-public, confidential or proprietary company information is a valuable asset that relates to the past, present or planned business of EMCOR (“Confidential Information”). “Trade secrets” and “know-how” are types of Confidential Information, but the general category is broader. Confidential Information includes, but is not limited to:

- Computer software, programming code, systems, network equipment configuration settings, databases, documentation and all data therein;
- Financial data (including investments, profits, pricing, costs, and accounting);
- Procurement plans, vendor lists and purchase prices;
- Technical information relating to products, processes and techniques;
- Customer and supplier lists;
- Marketing, advertising and sales programs and strategies;
- Information relating to acquisition or divestiture activity;
- Personal identifying information about personnel, as well as nonpublic recruiting and training materials;
- Strategic business plans;
- Systems, programs, and procedures; and
- Non-public business secrets that might be of use to EMCOR’s competitors, or harmful to EMCOR or its clients, if disclosed.

Vendors must maintain and protect the confidentiality of all Confidential Information, whether obtained from or relating to EMCOR and/or its vendors, clients or other third parties having a confidentiality agreement with EMCOR. Vendors shall not (and shall instruct and require their representatives not to) disclose (even to family members) or use any Confidential Information for any purpose other than on a “need to know” basis for the legitimate business purposes of EMCOR in connection with which such Confidential Information was provided to them. Similarly, vendors should not attempt to obtain or learn Confidential Information that they do not need to know to perform their own services for or on behalf of EMCOR. This obligation lasts during the entire term of a vendor’s engagement by or on behalf of EMCOR and at all times thereafter.

Vendors should not discuss confidential matters in the presence or within hearing range of unauthorized persons, such as in elevators (even on EMCOR property), restaurants, taxis, airplanes or other publicly accessible areas. Cellular telephones, email on unsecured or public networks, or other non-secure means of communication should be used with care.

If a vendor believes it is appropriate for business reasons, or required by law or regulation, to disclose or use Confidential Information other than as described in this Vendor Code, and if the situation is not covered by the section of this Vendor Code labeled “Notice of ‘Whistleblowing’ Rights,” below, the EMCOR Office of the General Counsel must be contacted before such disclosure or use to discuss the taking of proper protective measures.

Violation of any law or regulation relating to obtaining or using another person’s or entity’s proprietary or confidential information, or misuse of EMCOR’s Confidential Information, may result in EMCOR’s termination of a vendor’s engagement and may be reported to appropriate legal authorities.

Vendors are required to follow any additional confidentiality requirements contained in any other agreement, policy or procedure of EMCOR and/or any of its clients.

HEALTH AND SAFETY

EMCOR is fully committed to ensuring safe, injury-free workplaces. Achieving this goal requires the support, commitment and dedication of all of EMCOR's business partners, including all vendors. To achieve these goals, all vendors are required to comply with the EHS Policy and to do each of the following:

- Comply with all relevant health and safety laws and regulations, as well as all standards established by EMCOR, its clients, and/or industry requirements.
- Demonstrate a cultural commitment to maintaining a safe working environment.
- Ensure that all employees and contractors are qualified and equipped to perform activities safely.
- Develop and enforce health and safety procedures that are applicable to each vendor's operations and consistent with industry best practices.
- Provide adequate resources to manage workplace safety and to ensure that all personnel understand and properly exercise safety practices and procedures.
- Promptly inform EMCOR of any health and safety incidents that occur while performing services for or on behalf of, or delivering goods to, EMCOR or its clients.
- Prohibit the possession of unauthorized firearms or other weapons while on EMCOR's, or any client's, owned, leased, or managed property, including all job sites.

In keeping with EMCOR's strong commitment to achieving these goals, health and safety performance and awareness will play a key role in the vendor selection and retention process.

CONFLICT MINERALS POLICY

Vendors are expected to provide products to EMCOR that contain responsibly sourced commodities. Without limiting the foregoing, vendors are encouraged to source all 3GT Minerals (as defined below) from sources that do not support conflict and, where practicable, to the extent that a vendor provides products and/or components to EMCOR or its clients that contain 3GT Minerals sourced from the Democratic Republic of the Congo or an adjoining country, including Angola, Burundi, Central African Republic, Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda or Zambia, such 3GT Minerals are expected to be from mines, smelters or refiners that are certified as "conflict free" or the equivalent by an independent third party. All vendors are expected to have adequate compliance programs in place as are necessary to satisfy this requirement and to implement appropriate record keeping so that they are able to provide adequate information regarding the origin of 3TG Minerals included in products and/or components supplied to EMCOR or its clients. Vendors will, upon request, provide to EMCOR such information as EMCOR may request to demonstrate compliance with the foregoing requirement, which may include written certifications concerning the origin of 3TG Minerals. As used herein, the term "3TG Minerals" means cassiterite (tin), columbite-tantalite (a/k/a coltan or tantalum), gold, and wolframite (tungsten).

EMPLOYMENT PRACTICES

EMCOR expects its vendors to share its commitment to human rights and equal opportunity in the workplace. EMCOR vendors are required to conduct their employment practices in full compliance with all applicable laws, regulations, and EMCOR policies, including those set forth in the Human Rights Policy and the EHS Policy. To that end, all vendors shall:

- Not engage in discrimination based on race, color, creed, religion, ethnic or national origin, sex, gender identity, gender expression, age, disability, physical attributes, sexual orientation, marital status, citizenship status, military or veteran status, political affiliation, union membership or any other characteristic protected by applicable law, in hiring or other employment practices.
- Comply with all local minimum working age laws and requirements and not utilize child labor. Vendors may not employ an individual under the age of 18 unless such employment is allowed by, and undertaken in accordance with, local law and ethical practice and does not interfere with that individual's health and well-being.
- Pay living wages under humane conditions. All workers shall be provided with clear, written information about their employment conditions with respect to wages before they enter employment and as required by applicable law throughout their term of employment. Deductions from wages as a disciplinary measure shall not be permitted unless permitted by applicable law. Wages and benefits paid for a standard working week must meet, at a minimum, applicable legal standards.
- Not require workers to work more than the maximum hours of daily labor set by applicable law; overtime must be paid in accordance with all applicable laws and regulations.
- Allow workers to exercise freedom of association and comply with the provisions expressed in collective bargaining agreements.
- Ensure, and certify to EMCOR, if so requested, that all personnel performing services for or on behalf of EMCOR or its clients are U.S. citizens or are otherwise legally entitled to accept employment with the vendor and to perform the services or operations such vendor is providing to or on behalf of EMCOR. If applicable, vendors shall comply with the federal government's "E-Verify" program.
- Not engage in physical discipline or abuse of any kind. Physical discipline or abuse, the threat of physical discipline or abuse, sexual or other harassment and verbal abuse or other forms of intimidation are prohibited. Vendors are expected to communicate with all individuals with civility and respect.
- Ensure that all work is voluntary; without limiting the foregoing, vendors shall comply with all applicable laws against forced labor, involuntary servitude, debt bondage and trafficking in persons, including but not limited to the Trafficking Victims Protection Act, the U.S. Tariff Act, the Countering America's Adversaries Through Sanctions Act, and the Federal Acquisition Regulation anti-human trafficking regulation. Vendors may be required to follow additional policies and procedures in connection with goods and services pertaining to EMCOR contracts with or for the U.S. government.
- Keep employee records in accordance with all applicable laws and regulations.
- Prohibit the use, possession, distribution and sale of illegal drugs while on EMCOR's, or any client's, owned, leased, or managed property, including all job sites.
- (1) Maintain an internal process to allow employees to confidentially and anonymously report allegations of mistreatment, discrimination, abuse, violations of law, violations of this Vendor Code, or other ethical violations; (2) conduct a prompt and thorough investigation of any such report and take corrective action as necessary and appropriate, cooperate with EMCOR in any such investigation and provide EMCOR with such information as EMCOR may request; and (3) not retaliate against any employee (or any EMCOR employee) who reports in good faith any potential violation of any item contained in this Vendor Code.

VENDOR COMPLIANCE OBLIGATIONS

It is the responsibility of every vendor to ensure that its representatives understand and comply with this Vendor Code and to promptly inform EMCOR if such vendor knows, or has reason to believe, that a violation by it or its representatives may have occurred. Vendors are expected to self-monitor and enforce compliance with this Vendor Code by their representatives. EMCOR reserves the right to request the immediate removal of any representative who behaves in a manner that is unlawful or inconsistent with this Vendor Code or any other EMCOR policy or procedure.

If a vendor is hired by EMCOR on behalf of a client, the vendor is also expected to comply with all rules, policies, procedures, and codes of conduct applicable to or maintained by that client. If a vendor believes that a client rule, policy, procedure, or code of conduct conflicts with anything in this Vendor Code or applicable law and such vendor is unsure of what to do as a result, such vendor is expected to work with the vendor's primary EMCOR contact and the client in order to resolve the situation in a mutually satisfactory manner.

Vendors are required to follow any additional requirements contained in any other agreement, policy or procedure of EMCOR or any of its clients.

BUSINESS CONTINUITY

Subject to the terms of any specific contractual provisions that apply, each vendor engaged by EMCOR is required to have adequate business continuity plans in place to continue to provide its services to a reasonable degree in the aftermath of an operational interruption, whether caused by a natural disaster, equipment malfunction, power failure, communications and/or data network failure or disruption, terrorist act, cyber-attack, or other such exigency. Each vendor shall, upon request, disclose to EMCOR in reasonable detail the elements of its business continuity plans and its information security systems and controls.

NO THIRD PARTY BENEFICIARIES

This Vendor Code does not confer, and shall not be deemed to confer, any rights on the part of any third party. No representative of any vendor or any other person shall have any rights against EMCOR by virtue of this Vendor Code, nor shall such representatives or other persons have any rights to cause EMCOR to enforce any provisions of this Vendor Code, such decisions being reserved by EMCOR in its sole discretion.

REPORTING OF POSSIBLE VIOLATIONS; NOTICE OF “WHISTLEBLOWING” RIGHTS

EMCOR expects each vendor to promptly report to EMCOR any violation of this Vendor Code. If a vendor has reason to believe that such vendor or any of its representatives, or an employee of EMCOR or its representatives, may have violated this Vendor Code or any applicable law, rule or regulation, or otherwise engaged in unethical behavior, it is such vendor's responsibility under this Vendor Code to promptly report the violation to such vendor's primary EMCOR contact. If for whatever reason this is not possible or appropriate, please contact any of the following:

1. EMCOR's Office of the General Counsel
at (203) 849-7800; or
2. EMCOR's Ethics Hotline at (888) 711-3648.

All reports and inquiries will be handled confidentially to the greatest extent appropriate under the circumstances. Vendors who report such information may do so anonymously or request that their identities be held in confidence. Requests that a person's identity be held in confidence will be honored in all cases except as necessary to conduct the investigation and take any remedial action, and in accordance with applicable law, unless the reporting party was involved in a violation of law or improper conduct or the disclosure is required by law. However, a request to remain anonymous may in some cases make it more difficult to follow up and ensure resolution of an inquiry.

Nothing in this Vendor Code prohibits or restricts any vendor or any other individual from reporting, in good faith, based on reasonable belief and without notice to or prior authorization from EMCOR, possible violations of law or regulation to any federal, state or local governmental agency designated and authorized to receive such information, or from making other disclosures that are protected under the whistleblower provisions of any applicable law or regulation. Such disclosures to a governmental agency or entity may include the disclosure of lawfully accessed trade secrets and Confidential Information (as defined above), or information otherwise permitted or required to be disclosed under law; provided, such vendor, representative or other individual continues to abide by all other confidentiality obligations owed to EMCOR, including under this Vendor Code and any other applicable policy, agreement and law. Furthermore, this Vendor Code does not limit any person's right to receive an award for information provided to any such governmental agency. Nonetheless, the unlawful theft or misappropriation of Confidential Information will not be condoned or tolerated.

In addition, as provided in the federal Defend Trade Secrets Act, a vendor will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret made: (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

EMCOR will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation.

See also “Confidential Information,” above, regarding use and disclosure of Confidential Information.