

**Brand Energy & Infrastructure Services, Inc.**

**THE POWER OF VALUES**

Brand Code of Conduct

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**INTRODUCTION AND PURPOSE**

*Brand Energy & Infrastructure Services, Inc. and its affiliated companies are committed to fair dealing and high ethical standards in everything we do. Key to this commitment is the personal integrity of our people.*

*Our reputation is built through the conduct of Brand employees in their interactions with customers, suppliers, the public and fellow employees. For this reason it is important that the principles outlined herein become second nature to each person who acts on behalf of the Company.*

*Regardless of business demands and the pressures of achieving commercial success, no individual should ever compromise their personal integrity in order to advance the interests of Brand. Any such compromise will undermine the long-term best interests of the Company.*

*The Brand Code of Conduct does not address every situation in which questions of ethical business conduct may arise. Rather, the principles outlined herein are intended to be applied to a wide range of circumstances. If a situation not addressed in this manual arises, please contact your Manager, Human Resources manager or the Compliance Officer for guidance.*

**SCOPE**

The Brand Code of Conduct applies to all individuals and entities representing Brand Energy & Infrastructure Services, Inc. and its subsidiaries and affiliates, regardless of location or position. Adherence to this Code is the responsibility of each of our officers, directors and employees, including the Chief Executive Officer and the Chief Financial Officer.

The policies and local law applicable to your business or region may require more of you than does this Code. In such event, you must follow the stricter policy or law.

**RESPONSIBILITIES OF EACH BRAND EMPLOYEE**

Our culture of ethical behavior depends on each Brand employee understanding and applying the Brand Code of Conduct. We expect each employee to:

**I. Be Familiar with Our Policies:**

- Read and understand the Code of Conduct.
- Attend all required ethics and compliance training programs.
- Familiarize yourself with policies particular to your job, business unit or location.
- Consult your supervisor, Human Resources manager or the Brand Compliance Officer should you require clarification of any aspect of the Code of Conduct.

**II. Act with Integrity:**

- Account for your activities honestly and accurately.
- Do not compromise your personal integrity, even if instructed to do so by another person. Acting at the direction of another person is not a justification for violating this Code.
- Never request another person to violate this Code or any law or regulation.
- Follow your business unit's policies and, if applicable, local law when they are more stringent than this Code.

III. Speak Up:

**Contact your manager, Human Resources manager or the Brand Compliance Officer if you suspect a violation of this Code. You may also make an anonymous report by:**

- **Calling our Hotline at Toll Free: 866-387-1939; or**
- **Logging on to <http://brandenergy.silentwhistle.com/ethfeedback/index.jsp>**

**RESPONSIBILITIES OF BRAND MANAGERS**

Creating a culture of ethics and compliance is a key responsibility of each Brand manager. All Brand employees must be made to feel free to raise concerns without fear of retaliation. It is incumbent upon Brand leaders to:

- set a personal example of ethical conduct and compliance with the law;
- take into account compliance with this Code in the evaluation of subordinates; and
- ensure that the pursuit of business results does not compromise compliance with this Code or Brand policies.

Managers may be held responsible for violations of this Code by employees under their direction. Managers must:

I. Promote Compliance

- Brand managers have a special responsibility to foster an ethical work environment and can encourage ethical conduct by:
  - establishing an environment in which violations of this Code are taken seriously and employees are encouraged to raise their concerns;
  - maintaining an active dialog with employees concerning compliance issues; and
  - communicating with employees our expectations regarding compliance with this Code and any changes to it as they are implemented.

II. Respond to Employee Concerns

- Employee concerns are to be treated with respect, taken seriously and addressed promptly.
- Employees should be directed to promptly report violations of this Code or the law. Managers who have been advised of a violation are responsible for ensuring that it is properly reported if the employee fails to do so.
- Take appropriate disciplinary action.

**ADDRESSING COMPLIANCE ISSUES**

It is each employee's responsibility to raise compliance concerns and maintain the integrity of Brand.

- Raise concerns early so remedial action can be taken promptly.
- Concerns may be reported anonymously, but we will be able to advise you of the status of the case if you elect to identify yourself.
- We will respect your confidentiality and only people needed to resolve the concern will have access to the information you provide.

I. Retaliation violates our policies:

- Retaliation against any employee who reports in good faith a suspected violation of this Code, local law or Brand policies is strictly prohibited.
- No employee will be terminated, demoted or otherwise discriminated against for raising ethical or compliance concerns, or for providing information relating to an investigation.
- Knowingly making a false accusation or providing false information to the Company is grounds for discipline.

If you feel that a Brand employee has been the subject of retaliation as a result of raising a concern, immediately bring this to the attention of Brand's Compliance Officer.

II. How to address an integrity concern or a possible violation of this Code:

There are several methods for voicing your concerns; use the channel that is most comfortable and appropriate for the situation. While in most cases, your manager or Human Resources Manager will be able to address and resolve ethical concerns, your direct supervisor is not your only option. Other resources include our board of directors, our audit committee and Brand's Compliance Officer or, particularly if you wish to remain anonymous, Brand's hotline or web site.

III. Compliance Officer

Brand's General Counsel is our Compliance Officer. The Compliance Officer is responsible for administering the implementation and execution of the Code of Conduct, including:

- overseeing administration of and compliance with the Code, including enforcement and ensuring that appropriate disciplinary measures are consistently applied, as necessary;
- conducting or overseeing investigations into reported violations of the Code;
- coordinating appropriate responses to misconduct and taking action to prevent a recurrence of any misconduct;
- coordinating any necessary training programs on topics covered by the Code; and
- answering questions and providing guidance to employees, officers and Directors regarding the Code.

**INVESTIGATIONS, PENALTIES AND WAIVERS****I. Investigations**

The Compliance Officer will investigate compliance concerns. Violations will be reported to external authorities as appropriate or required by law on the advice of Brand legal counsel.

The cooperation of employees and the confidentiality of investigations are essential to the effective implementation of this Code. Information concerning investigations will be held in confidence and not be disclosed unless specifically authorized or required by law.

**II. Penalties for Violations of this Code**

We take this Code very seriously. Violations of the Code can result in severe disciplinary action, including termination, reimbursement to Brand for losses resulting from the violation or referral for criminal prosecution. Brand employees will be disciplined for:

- authorizing or participating in violations of this Code;
- deliberately failing to report a violation or deliberately withholding information concerning a violation of this Code;
- Code violations that result from failure to adequately supervise subordinates; and
- retaliation against someone who raises a violation concern.

**III. Waivers Under this Code**

Waivers of this Code will not be granted lightly. Waivers for corporate executive officers or Directors may be made only by the Board of Directors and will be promptly disclosed as required by the U.S. Securities and Exchange Commission, stock exchange, or other applicable rules or regulations. The Compliance Officer must make any waivers of the Code for other employees in writing. Requests for such waivers should be directed, in writing, to Brand's Compliance Officer.

**FAIR DEALING**

Brand's customers, suppliers, competitors and employees should be dealt with fairly. Manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice may not be employed to take advantage of others while acting as a representative of Brand.

**I. Dealings with Contractors and Suppliers**

Brand's dealings in the marketplace cannot be tainted by the appearance of favoritism or improper influence. Contractors and suppliers should be selected based on clear and objective criteria. Relevant considerations include price, product and service quality, delivery schedule, reputation for ethical conduct and high health, safety and environmental standards.

Our contractors, suppliers and representatives should be informed of their responsibility to comply with this Code and other relevant Brand policies.

**II. Improper Payments, Corruption and Bribery**

Improper payments in any situation may be punishable by criminal prosecution. Improper payments in all business dealings are expressly prohibited.

Tips or gratuities for services may be given in accordance with legal practice, however, you must be sensitive to the context in which such gratuities are paid so that they do not appear to be bribes. Fees or commissions shall not be paid if the amount or method of payment suggest that a bribe will be paid. All payments must be clearly and accurately

recorded on Brand's books. If any payment is requested under circumstances you believe are ambiguous, you should seek guidance from your manager or the Compliance Officer.

### III. Political Action and Contributions

It is our policy to encourage free and open elections in those countries (including the United States) where such is the practice. Brand recognizes the needs of candidates for public office to have the financial and personal support of members of the electorate. To this end Brand encourages its employees to contribute personal funds and time to the support of candidates of their choice. We do not encourage involvement in political activities to the extent that an individual's work effort is impaired.

No Brand funds or assets may be used for political contributions of any kind, whether in the United States, Canada or any other country.

It is contrary to Brand policy to pressure employees into making individual contributions to charitable fund drives. We encourage employees to be good citizens and support recognized charities, but under no circumstances should an employee ever be led to believe that his/her position, or chance of future advancement, is conditioned on making a charitable contribution.

### IV. Conflicts of Interest

Brand employees should take care that their personal and professional activities do not conflict with their responsibilities to Brand. Each Brand employee has an obligation to avoid any activity that produces the appearance of a conflict of interest.

A "conflict of interest" occurs when an individual's private interest interferes in any way with the interests of Brand. When an employee, officer or director takes action or has interests inconsistent with the objective and effective performance of his or her work, a conflict of interest may arise. Possible conflicts of interest include:

- Representing Brand in dealings in which you have a personal interest.
- Seeking personal benefits from, or working on behalf of, customers, contractors or suppliers.
- Competing with or working on behalf of a competitor of Brand.
- Other circumstances in which your personal interests might diverge from the best interests of Brand.

Conflict of interest situations must be avoided without specific approval. When in doubt about whether a transaction is appropriate or if a conflict is a possibility, consult your manager or the Compliance Officer.

### V. Outside Employment

Supplemental or secondary employment for full time employees is discouraged. However, outside employment or secondary businesses are not prohibited if such activities do not interfere with your duties to Brand or otherwise conflict with the interests of Brand. Full-time Brand employees may never work for competitors, suppliers or customers of Brand.

### VI. Outside Interests

Brand employees responsible for transactions with third parties are prohibited from having any economic interest in companies with which Brand deals or competes. Stock interests in publicly traded companies are not considered a violation of this policy unless of such value that they could influence an employee's judgment on Brand matters.

#### VII. Directorships

Our employees are forbidden from serving as directors of other for-profit firms unless they obtain written approval from the Compliance Officer.

#### VIII. Disclosures

All actions and relationships that could result in a potential conflict of interest must be disclosed for review and approval by management in order to protect the best interests of Brand and its responsibilities as a public company. Such disclosures shall be in written form if specifically requested.

It is difficult to describe all of the circumstances and conditions that might be considered a conflict of interest. Grey areas will be reasonably considered with full recognition of the attendant circumstances. Where there is a definite possibility of a conflict of interest, the team member will be given a reasonable time to correct the conflict.

#### IX. Corporate Opportunities

Employees, officers and directors owe a duty to Brand to advance its legitimate interests when the opportunity to do so arises and are prohibited from:

- taking for themselves opportunities that are discovered through the use of corporate property, information or position;
- using corporate property, information, or position for personal gain; and
- competing with Brand.

#### X. Gifts, Favors and Entertainment

The procurement process must be based on objective criteria such as quality, performance and cost. No employee, or member of an employee's family, shall accept any gifts valued at more than US\$100 (or equivalent in local currency), unusual hospitality, lavish entertainment or other favors from third persons that are of a value of more than US\$100 (or equivalent in local currency). Acceptance of such gifts or benefits could compromise, or give the appearance of compromising, the integrity of the procurement process.

The sale of products and services must be free from improper favorable treatment acquired through the giving of gifts or other items of value. Gifts, favors and entertainment may be given to others at Brand expense only if they meet the following criteria:

- They are consistent with accepted business practice and are properly recorded in the books and records of the company; and
- They are of sufficiently limited value, and in a form that will not be construed as a bribe or pay-off;
- They are not in contravention of applicable law and generally accepted ethical standards; and
- Public disclosure of the facts, including the identity of the recipient, will not result in embarrassment to either Brand or the recipient.

#### XI. Loans

Loans of money from Brand to anyone, including officers, directors or employees of Brand or of third parties, must be approved in advance by the Board of Directors or its designated committee.

**COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Compliance with the spirit and the letter of competition and antitrust laws, insider trading and tipping laws, the Foreign Corrupt Practices Act, laws and regulations relating to the hiring of employees and other applicable laws, rules and regulations is an important part of our culture of compliance.

**I. Competition and Antitrust Laws**

Antitrust laws exist in the United States, Canada and in many countries where we do business. These laws prohibit anti-competitive behavior and unfair business practices. Examples of prohibited practices include price-fixing; boycotting suppliers or customers; predatory pricing; harassment of competitors; theft of trade secrets; bribery; and kickbacks.

Brand employees, officers and directors are strictly prohibited from discussing the pricing of our services or products with competitors; allocating markets, territories or customers; boycotting certain customers or suppliers; limiting or otherwise controlling production; or otherwise restraining trade or engaging in predatory economic practices prohibited by law.

**II. Dealing with Government Representatives**

Brand is committed to compliance with all laws, rules and regulations that address dealing with representatives of government, including the Foreign Corrupt Practices Act (FCPA), which prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Brand employees doing business outside of the United States must be familiar with the requirements of the FCPA. In dealing with legislators, regulatory agencies, government field agents or other public officials, political party, party official or political candidate of any country, Brand employees must not engage in any conduct intended to obtain, retain or direct business, improperly influence any such persons or their associates into taking improper actions or to avoid taking required ones, or otherwise in the conduct of their duties. As a general proposition, payments, gifts or other things of value are not to be given to any legislative, judicial or other governmental official for any reason whatsoever. This holds true in the U.S., Canada and everywhere we operate, even though payment by Brand employees to foreign governmental or quasi-governmental representation to facilitate or expedite the performance of routine governmental actions not involving diversion to award business to or continue doing business might be customary and permitted under U.S., Canadian and foreign law. Deviation from this policy should be considered and approved only on a case-by-case basis and only after referral to the Compliance Officer. Brand expects that its third party agents, distributors and representatives will agree to comply with these policies in their representation of Brand.

**III. Inside Information, Insider Trading and Tipping**

U.S. Federal securities laws prohibit the purchase or sale of securities by persons who are aware of material non-public information about a company, as well as the disclosure of material non-public information about a company to others who then trade in the company's securities. These transactions are commonly known as "insider trading" or "tipping." Engaging in insider trading or tipping exposes us and the individuals involved in such activities to severe civil and criminal liability, including treble damages, penalties and imprisonment.

Information is "non-public" until it has been made available to investors generally when filed with the Securities and Exchange Commission or disclosed in press releases issued by Brand in publications of general circulation. Material information includes significant new markets, sales and earnings figures, major contracts, and plans for acquisitions and mergers. It also includes important confidential information about a company with which Brand does business.

**REPORTING INFORMATION****I. Documents and Records**

Our business records, reports and tax returns must be prepared accurately, truthfully and completely. Brand employees must ensure that:

- All billings, payments or any other accounting or internal transactions are in conformance with customer contracts and approval mechanisms.
- No undisclosed or unrecorded fund or asset is established for any purpose.
- No withdrawals are made from any disbursement account except by check or other acceptable means of transfer customarily used by major banks, and then only by authorized personnel, and no check shall be made payable to "cash" or other unidentifiable payee.
- No false or artificial entries are made in the books and records of Brand or any subsidiary for any reason and no team member shall engage in any arrangement that results in such entry.
- No payment is approved or made with the intention or understanding that any part of such payment is to be used for a purpose other than that disclosed by the documents supporting the payment.

**II. Accounting Procedures and Controls**

Employees involved in creating, or recording financial transactions are responsible for ensuring that all transactions are promptly, accurately and completely recorded in our books and records, to permit the preparation of financial statements in compliance with U.S. Generally Accepted Accounting Principles, and to maintain accountability for all of our assets.

All Brand employees are prohibited from coercing, misleading, or fraudulently influencing any independent accountant involved in auditing or reviewing Brand's financial statements.

**III. Supporting Documentation**

Supporting documentation for transactions such as invoices, check requests, and travel expense reports must accurately and fully describe the actual transactions. Brand funds may not be paid with the intent or understanding that any part of such payment is to be used for a purpose other than that described by the document supporting such payment.

Supporting documentation should be accurate and retained as provided by law or Brand's policies.

Brand employees are strictly prohibited from altering, destroying or falsifying documents or records with the intent to impede, influence or obstruct the investigation or proper administration of any matter within the jurisdiction of any governmental agency.

**IV. Misrepresentations, Falsifying Records and Fraud**

It is important that any fraud be detected, reported, and most of all, prevented. No one should rationalize or even consider misrepresenting facts or falsifying records. It is our policy to take disciplinary action, up to and including, suspension or discharge of employees who violate these policies.

**COMPANY PROPERTY**

Safeguarding our assets is the responsibility of all Brand employees, officers and directors. Brand employees must use and maintain such assets with care and respect while guarding against waste and abuse. Brand assets include not only physical

property, plant equipment and inventory, but other tangible assets such as securities and cash, office equipment and supplies, and information systems. It also includes intellectual property such as customer lists, pricing information, software, patents, trademarks, copyrights and other proprietary information and know-how.

#### I. Products and Services

Our products and services are the property of Brand. Contributions made by employees during their employment to the development and implementation of Brand products or services are Brand property and remain so following termination.

#### II. Funds

Employees are personally accountable for any Brand funds that have been entrusted to them. Brand funds include, but are not limited to, currency, checks, credit or charge cards, money orders, postage, bills, reimbursement claims, payables, receivables, estimates, paychecks, expense reimbursements and invoices. Employees must exercise care in the protection, use and recording of Brand funds by:

- abiding by Brand policies for the security of Company funds;
- ensuring that Brand receives good value in exchange for company funds or personal funds that will be reimbursed by the company;
- only seeking reimbursement for expenses that are reasonable, actual and authorized; and
- ensuring records that we approve reflect appropriate use of Brand funds and are accurate, honest and prepared timely.

#### III. Computers and Software

Brand's computers, electronic media systems and any information entered into Brand's computer system are company property. Brand's e-mail system and Internet access are provided and intended to be used for the conduct of company business. Brand may allow occasional personal use of the e-mail and Internet services, provided such use does not interfere with the conduct of company business or the fulfillment of employees' work related obligations. Employees are expected to use good judgment and restraint in their personal use of these resources, and failure to do so may result in the discontinuance of access to some or all resources for personal use or any other use. All communications should be for professional reasons. Team members are responsible for seeing that the Internet is used in an effective, ethical and lawful manner.

Employees should read and be aware of Brand's Electronic Communications Policy, which is considered a part of this Code of Conduct.

#### IV. Proprietary and Confidential Information

All employees, officers and directors have a duty to safeguard Brand's proprietary and confidential information and protect it from unauthorized disclosure. This duty continues after termination of employment.

Confidential information includes all non-public information pertaining to Brand, including unannounced product and business and financial information, acquisition and divestiture plans, competitive position, strategies, customers data, product costs and all other non-public information that might be of use to competitors or harmful to Brand, our customers or suppliers if disclosed.

Proprietary information includes patents, trademarks, copyrights, trade secrets and all other sensitive or private technical, financial and business information. Unauthorized disclosure could eliminate its value to us and also give unfair advantage to others.

Proprietary Brand information may not be disclosed to anyone without proper authorization. Keep proprietary documents protected and secure. In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge to you information that is proprietary to their business. These confidences must be respected.

#### V. Preventing Theft

Limit losses due to theft or misappropriation of Brand property by taking normal precautions and by handling company assets in a prudent manner. Lock up equipment, supplies and materials, report suspicious persons or activities and avoid discussions of confidential Brand information in the presence of unauthorized persons.

### **BRAND'S COMMUNITY**

We are committed to a diverse workplace free from discrimination where employees treat each other with respect. In addition, certain forms of discrimination are prohibited by law.

#### I. Fair Employment Guidelines

We make all employment and other business decisions without discriminating on the basis of age, color, citizenship, disability, gender, race, religion, national origin, marital status, sexual orientation, military service, veteran status or other characteristic protected by law. We prohibit discrimination regarding terms and conditions of employment. In addition, we take lawful affirmative actions to increase opportunities in employment for women, minorities, people with disabilities and certain veterans.

#### II. Positive Work Atmosphere

We prohibit all forms of harassment. This includes any demeaning, insulting, embarrassing or intimidating behavior directed at any employee related to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

In addition, Brand employees should not engage in any assaults, hostile physical contact or intimidation, fighting, verbal threats of physical harm or violence, or any other actions that are threatening, hostile or abusive in nature while on Brand property or on Brand business.

Anyone who commits or condones harassment will be subject to disciplinary action up to and including termination of their employment or other relationship with Brand and possible criminal prosecution.

#### III. Sexual Harassment

Sexual harassment is a violation of United States federal and state laws and Brand policy, as is retaliation against any individual who in good faith files a complaint of sexual harassment or cooperates in the investigation of such a complaint. Upon receipt of a complaint of sexual harassment or retaliation, we will undertake a fair and thorough investigation, with due regard for the rights of all parties. Every reasonable effort will be made to protect the confidentiality of the parties during the investigation. After an investigation, any person who is found to have sexually harassed or retaliated against another will be subject to discipline, up to and including termination of employment.

We prohibit unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature, as well as sexually offensive displays in the professional setting. Retaliation against any employee who raises sexual harassment concerns is strictly prohibited.

Consensual sexual or romantic relationships raise concerns of abuse of power when they involve a member of management and individuals over whom they have authority. Even

when negative consequences to the participants do not result, such romantic liaisons potentially can create a conflict of interest. All employees should recognize the possible negative consequences of sexual or romantic liaisons in the workplace. Such relationships are a violation of the Code and may result in disciplinary action including termination of employment.

We are committed to the principle that no employee, officer, director or any person affiliated with Brand should be subject to sexual harassment. We strive to provide a workplace environment that promotes respect, equal opportunity and is free from illegal discriminatory practices, including sexual harassment.

#### IV. Privacy in the Workplace

We respect the privacy rights of employees, officers and directors. Personnel records, personally identifiable information and other private information regarding our employees are retained only for business, legal or contractual purposes, and only as long as they are actually required by law, governmental regulation or are useful. Access to employee records is limited to authorized Brand personnel who have a legitimate and pertinent business requirement to know. Personal employee information will not be provided to anyone outside of Brand without proper authorization.

While seeking to maintain employee privacy, Brand reserves the right to monitor use of company property, including, but not limited to, offices, desks, lockers, bags, and vehicles, in accordance with applicable law. In addition, Brand communications and computer systems, such as computer networks, data files, e-mail and voicemail, may be monitored or accessed by the company to ensure the integrity of the technology, protect against fraud and abuse, detect unauthorized access or use, and for other business purposes.

#### V. Unions and Labor Representation

Where collective representation exists Brand strives to build a relationship with those representative organizations based on the principles of good faith and mutual respect.

### **HEALTH AND SAFETY**

It is our policy to establish and manage a safe and healthy work environment and to manage our business in ways that are sensitive to the environment. Brand will comply with all regulatory requirements regarding health, safety and protection of the environment. Observe posted warnings and regulations. Report immediately to the appropriate management any accident or injury sustained on the job, or any environmental or safety concern you may have. Read and understand our periodic Safety Bulletins and our more specific Safety Policies and Procedures that will be issued from time to time.

#### I. Safety Policies and Programs

Accident prevention is the cornerstone of Brand's Safety Program. We continuously strive to exhibit safe behavior and eliminate hazards that could result in personal injury or illness. We are committed to:

- providing a safe work environment to protect our employees, the employees of our customers and subcontractors, and the public;
- supplying safe products and services to our customers;
- continuously improving our Safety Program to reduce the risk of accidents and occupational illness in a changing work environment;

- requiring our employees to participate in accident prevention programs and encouraging them to take personal responsibility for their own and their co-worker's health and safety;
- providing the training, equipment and procedures necessary to enable regulatory compliance and contribute to higher safety standards for our customers and our industry;
- monitoring our workplaces and human performance, enforcing safe work practices and behaviors, and communicating our safety performance to employees and other shareholders;
- maintaining our status as a forward-looking leader in safety management; and
- making safety a value-added service that we provide to our customers.

## II. Alcohol and Drugs in the Workplace

The misuse or abuse of alcohol and other drugs represents a significant problem to our employees and Brand in terms of the losses in productivity in the workplace, accidents, absenteeism, lateness and disputes, as well as human and health costs to individuals, their families and the community.

We are dedicated to providing a safe work environment free of substance abuse. Employees, officers and directors shall report to work in a condition to perform their duties, free from the influence of illegal or unauthorized drugs or alcohol. The use, possession, or distribution of illegal or unauthorized drugs or alcohol on company time, Brand premises or customer locations is prohibited. Brand management will report illegal activity to the proper authorities.

In addition, employees may be requested to submit to announced, unannounced or random drug and/or alcohol testing when consistent with applicable law. If the use of drugs or alcohol is substantiated, Brand may impose disciplinary action, which may include termination of employment.

## III. Protecting the Environment

We are committed to taking all appropriate measures to assure that Brand's products, services, transportation and waste disposal activities are consistent with environmental protection. This includes assigning qualified personnel to manage Brand's environmental controls programs, cooperating with government and industry groups to develop appropriate standards, engineering production facilities to reduce or eliminate the discharge of pollutants, informing employees and community residents about relevant environmental control matters, dealing only with reputable waste disposal contractors, and complying with all applicable laws and regulations. Employees, officers and directors are expected to comply with all applicable laws, rules and regulations pertaining to the protection of the environment.

### DISCLOSURES TO THE PUBLIC

In order to ensure that all disclosures of Brand information, including, but not limited to, information relating to financial performance, material contracts, and other information important to investors, regulators and the general public, are accurate and in full compliance with applicable laws and regulations, all such disclosures are to be made only through specifically established channels. Unless you are specifically authorized to do so, Brand employees are prohibited from discussing Brand affairs with securities analysts, representatives of the press or other media, government officials and other outside persons.

### I. Press Inquiries, Media Contact and Investor Relations

Corporate spokespersons are available to respond to all media inquiries, and to guard against the inadvertent disclosure of confidential or sensitive information. Employees should always direct inquiries to Brand's General Counsel or Chief Financial Officer. Employees should never discuss Brand matters with national or local media unless specifically authorized to do so.

### II. Government Inquiries and Investigations

It is our policy that all employees cooperate fully with all lawful requests for information from government investigating authorities. Employees should always deal honestly and truthfully with government officials and promptly report any government inquiries or investigations to Brand's General Counsel.

### CONCLUSION

Evaluating the proper course of conduct in every situation is neither simple nor mechanical. This Code does not pretend to address every circumstance where ambiguity may exist or some question may arise. Every team member, officer and director is encouraged to actively approach such situations, exercise good judgment, thoroughly inform themselves and promptly report any suspected violations. Only by following the guidelines in this Code can we maintain, and continue to grow, our hard-won reputation for integrity and ethical conduct.

Adopted by Brand's Board of Directors on December 20, 2006

Contact your manager, Human Resources manager or the Brand Compliance Officer if you suspect a violation of this Code. You may also make an anonymous report by:

- Calling our Hotline at Toll Free: 866-387-1939; or
- Logging on to <http://brandenergy.silentwhistle.com/ethfeedback/index.jsp>