



# Code of Corporate Conduct

BUSINESS COURTESIES/GIFTS • CONFIDENTIAL INFORMATION • CONFLICTS OF INTEREST • POLITICAL ACTIVITIES • OUTSIDE ACTIVITIES • FAIR DEALING • PUBLICATIONS, BOOKS, AND ARTICLES • INSIDER TRADING • LAWS • POLICIES • DEALINGS WITH OTHERS  
E-MAIL, INTERNET, AND VOICEMAIL • DIVERSITY AND RESPECT • WORKPLACE VIOLENCE



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## Code of Corporate Conduct

We, The Shaw Group and all of our affiliates (collectively, the “Company”, “our”, “us” or “we”), are committed to complying with all applicable laws and regulations and the standards of conduct set forth in this document. This document sets forth the Code of Corporate Conduct (the “Code”) of the Company.

This Code applies to all executives, employees, officers, and directors of the Company (collectively referred to herein as “employees” or “you”). With regard to those of you working outside of the United States that are not citizens of the United States, these provisions apply to you only to the extent not otherwise prohibited by the local laws under which you work. This Code will enable Employees to perform work duties while aspiring to our Company’s core values of (1) safety; (2) personal integrity and accountability; (3) mutual respect; (4) excellence; and (5) commitment to our shareholders.

## Mission Statement

We place utmost importance on working in an ethical manner and complying with all applicable laws and regulations, policies, and procedures. While our business lines work hard to create value for the Company and our shareholders, it is the ethics and compliance of ALL Employees that will maintain that value.

We all want to be proud of where we work. Our reputation is very important to us, and our reputation consists of the level of professionalism and quality that we have in performing our work, as well as the conduct of business in a fair and ethical manner. We expect all of our employees, no matter what job position they hold or how much they are paid, to perform their job in an ethical and legal manner. This Code is provided as a guide to all of our employees.

This Code cannot cover every single issue you may face as an employee. It is meant to be a guideline for you and a place to start in your search for an answer. The Company employs a Chief Compliance Officer who may assist you in resolving questions or issues you have about the Code and about ethical and fair conduct in your work. Please take full advantage of the resources that the Company has provided to you to guide you in your behavior.

I want to thank all employees for making sure that your behavior is ethical, fair, and in accordance with all policies, and regulations, policies, and procedures as each one of you is responsible for helping us maintain the value of our Company.

J. M. Bernhard, Jr.  
President, Chief Executive Officer and Chairman  
The Shaw Group Inc®

## About the Code of Corporate Conduct

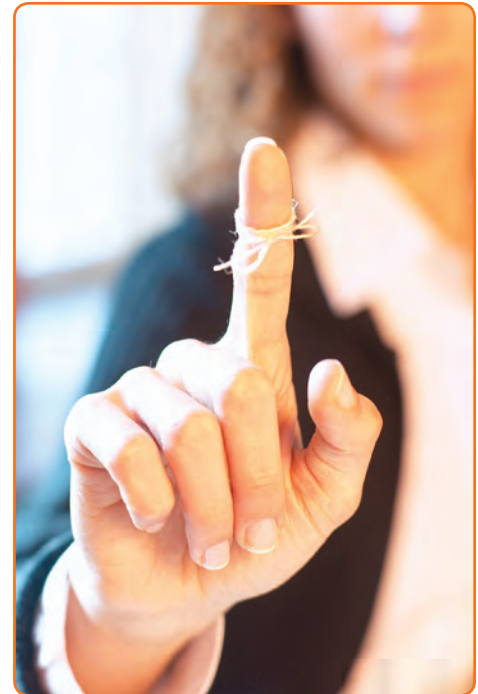
This Code is the base document that informs employees of behavior expected of employees. The Company expects employees to work legally, ethically, and in a professional manner.

### Your obligations under the Code:

1. Read, understand, and comply with the Code.
2. Ask if you have any questions or doubts.
3. Participate timely and fully in compliance training, certifications, surveys, and other compliance requirements.
4. Report violations or suspected violations of the Code or laws of which you become aware to your supervisor, an officer of the Company, or the Speak Up line.

### Managers' obligations under the Code:

1. Same as employees' obligations above.
2. Support a culture of compliance and ethics—be an example.
3. Treat reports of issues to you by employees seriously and contact the Chief Compliance Officer for assistance in handling the report.
4. NEVER retaliate against employees who report issues.
5. Make yourself and your employees accountable for your and their actions.



### Revisions to the Code

The Code may be revised from time to time. The most current version is always available on ShawNet.

<http://shawnetv2.shawgrp.com/sites/govern/Shared%20Documents/Code%20of%20Conduct%202008%20Rev%20Final.pdf>

### Reporting and Asking

#### If I have a question about the Code, where do I go?

You should contact the Chief Compliance Officer. That person is named on ShawNet on the Compliance page, which is listed under the Governance tab. Governance tab of ShawNet under Compliance Related Policies.

#### I know that the Code requires me to report things that I see that may be violations of the Code or laws. If I need to report something, where do I go?

You can report issues to:

- (1) your immediate supervisor or any other supervisor
- (2) any attorney in the Company's Legal Department
- (3) any of the following Officers of the Company
  - a. General Counsel
  - b. Chief Compliance Officer
  - c. Chief Accounting Officer
  - d. Vice President of Internal Audit
- (4) Speak-Up line

Please be aware that the more information you provide on the issue, the easier and faster an investigation can be completed. If you report something anonymously, please check back in case the Company has additional questions or needs additional information.

**If you have an employee relations issue about your lay off, termination, compensation, or benefits, please contact a Human Resources employee before you call the Speak Up line. Many times you can get your matter resolved with the Human Resources Department. The Human Resources Helpline is 1.866.760.SHAW/0.800.093.SHAW/ 1.225.987.SHAW**

In the event that you report something and you do not feel that it is has received sufficient attention, you should raise the issue to the General Counsel or the Chief Compliance Officer.

### **Retaliation**

The Company will not tolerate employees who retaliate against other employees who have reported something or raised an issue. employees who engage in retaliation will be disciplined, which may include immediate termination without warning. employees who feel that they have been subject to retaliation should report it immediately.

### **Violations of the Code**

Employees who violate the Code or laws and regulations applicable to the Company will be subject to appropriate disciplinary action up to and including reduction or elimination of bonuses or base pay or termination of employment. Violations of a criminal nature may also be referred to the appropriate authorities by the Company for prosecution. Additionally, employees can be disciplined if it is shown that the employee has intentionally abused the Speak Up line or complaint reporting procedures and has not made complaints in good faith.

### **How We Act Outside The Office**

Sometimes our behavior outside the office affects the Company’s business; therefore, certain out of the office behavior is regulated by the Company.

#### **Business Courtesies/Gifts**

In some cases, the exchange of limited, non-cash business courtesies and gifts are appropriate and acceptable. However, we do not allow the use of courtesies and gifts to attempt to influence the decisions of customers, suppliers, or others impacting our business. In addition, those of you assigned to or with responsibilities for government contracts or programs are subject to additional requirements set out in both the Government Contracts and Programs section of this Code and applicable laws.



1. You may not accept, under any circumstance, a gift of money or money equivalent (which includes gift cards) from any customer, vendor, subcontractor, owner, engineer, governmental agency, or any other person with whom you come in contact because of Company business.
2. Neither you nor a family member may request anything of value from those with whom you come in contact because of our business. (For purposes of this Code, “family member” is defined as someone related to you, someone who lives with you or someone related to someone who lives with you.)
3. You and your family members may accept business courtesies and gifts from persons with whom we do business provided: (a) the gift is of nominal value (under \$100), (b) the gift is a promotional gift primarily of an advertising nature or (c) the gift is a holiday gift of nominal value. (Note that more restrictive requirements ALWAYS apply for Government Contracts and Programs.)
4. You should not accept any gifts of more than nominal value unless you have cleared acceptance for such gift with the Chief Compliance Officer.
5. Those of you with procurement duties may not receive any gifts of more than a nominal value from people with whom you have engaged or may potentially engage in procurement activities for us.
6. Employees are not permitted to receive or purchase goods or services for personal use from suppliers or potential suppliers at price discounts not generally available to other employees or not provided as part of a Company approved employee purchase plan.
7. You may give to business contacts gifts of nominal value of Company promotional items or other items approved by management that bear the name of our Company. (Note that more restrictive requirements apply for Government Contracts and Programs.)

8. Meals and entertainment may be given or received by you if business is discussed and the activity has a business purpose. Activities that might be considered lavish or extravagant may or may not be allowed depending on the circumstances. Any questions about acceptability of such meals or entertainment should be directed to the Chief Compliance Officer. (Note that more restrictive requirements apply for Government Contracts and Programs and public officials on federal, state, and local levels.)
9. If you receive an offer of a gratuity or gift that does not meet these guidelines or that appears clearly inconsistent with business practices, you should seek guidance from the Chief Compliance Officer.
10. If you receive a gift in violation of this Code, you must return the gift to the giver and explain that such gifts are not permitted by Company policy. We do recognize an exception for non-extravagant gifts received from non-public foreign individuals in which the culture of that Country is such that the return of the gift would harm our reputation. In such a case, you may receive the gift, but you must notify the Chief Compliance Officer, and the gift shall become Company property that shall then be appropriately donated or otherwise managed appropriately.

**Government officials:** The general rule regarding public officials (including local, federal, state and foreign) is that no gifts or courtesies should be exchanged without prior clearance and approval by the Chief Compliance Officer and the applicable Group President. Additionally, employees may not accept gifts, gratuities, courtesies, or other things of value from suppliers or subcontractors on government contracts or programs without the written approval of the Chief Compliance Officer.

Employees may, however, give or receive promotional or advertising items such as pens, coffee mugs or similar items of a nominal value as long as the items are not selectively offered to any particular individual or group but broadly offered to a non-select audience. Provisions of light refreshments such as coffee, soft drinks, and pastries, not part of a meal, during meetings with government officials at Company facilities may also be permitted. Prior clearance from the Chief Compliance Officer should be obtained.

Please refer to the section in this Code regarding Government Contracts.

**Foreign officials:** The rules regarding the exchange of gifts with foreign officials is addressed in the Company's Foreign Corrupt Practices Act Policy and must be approved in advance by the General Counsel and the Chief Compliance Officer.

### Confidential Information

You are expected to keep all non-public information relating to the Company or its business confidential. Such information may be disclosed, as appropriate, on a need to know basis for business purposes. When disclosed, the disclosure must be in accordance with applicable procedures such as a confidentiality agreement.

Confidential information includes the confidential and proprietary information of customers, vendors, subcontractors, and other business entities with which the Company does business. Examples of confidential information include but are not limited to (1) technical information about current or planned projects, (2) acquisitions or other business proposals, (3) procurement plans, (4) vendor lists, (5) purchase prices, (6) costs, (7) pricing, (8) estimating practices, (9) non-public financial information, (10) litigation information, (11) employee information, (12) accounting information, and (13) Company policies and procedures.

You are not permitted to speak to the press, brokers, and other individuals who are seeking a statement on behalf of the Company. Requests for such information should be referred directly to the Corporate Communications Department.

#### Examples of gifts to employees that are generally acceptable in commercial (non-governmental) relationships

- Jackets or other sportswear with Company logos
- Reasonable dinners as long as the dinner has a business purpose
- Holiday gifts valued under \$100
- Golf or other sports outing if it coincides with a business purpose

#### Examples of gifts to employees that are generally not acceptable in commercial (non-governmental) relationships

- Transportation expenses such as air fare, etc., in connection with trips that are not related to Company business
- Cash or gift cards
- Trips where no business will be conducted
- Vehicles or other expensive or luxury items



You should be careful about where and with whom business information is discussed. You should use discretion and good sense when discussing Company business over wireless telephones or in areas where persons other than those in the discussion could overhear the information (which may include our elevators, cafeterias, and bathrooms). Care should also be taken in the use of e-mail so that unauthorized or accidental release is avoided.

Your family members shall not divulge any information they know about or obtain about the Company or those with whom the Company does business that is confidential and proprietary.

We will not hire a person in order to obtain the person's specific knowledge of a former employer's confidential information, and we prohibit the use of confidential or proprietary information of former employers of our employees.

You shall not share with anyone any Company documents or information that are not publicly disclosed, and this restriction applies even when your employment is terminated by you or the Company.

### Confidential Documents

The Company's documents are confidential unless issued as a public announcement for filing. All employees having access to those records are required to maintain confidentiality. We have taken appropriate action to ensure that only the minimum number of employees required to have access shall have access to those records. employees' medical records are kept separately from personnel records and are restricted from employee access other than to the extent necessary for the Company to carry on our business in a prudent manner. We will maintain all records in a manner that is in compliance with applicable privacy laws, including but not limited to HIPAA.

**The confidentiality agreement you signed when you started your employment prohibits you from disclosing Company confidential information even after your employment with the Company has ended.**

### Conflicts of Interest

A conflict of interest occurs when your personal interests or the interests of your family members interfere with your ability to perform your job functions free of bias and in the manner that best benefits the Company. As an employee, you have a duty to avoid and to disclose to us any situations that might create a potential or actual conflict of interest with regard to your employment with us.

You shall not represent the Company nor attempt to influence our decisions in any transactions in which you or a member of your family has a financial interest in the transaction. If a situation that creates an apparent or actual conflict occurs, you must, in writing, disclose the nature of the conflict to the Chief Compliance Officer and remove yourself from further involvement with the transaction.

If you want to request a clarification of whether there is a conflict of interest or request an exception, you must, in writing, make a request disclosing all relevant details of the actual or apparent conflict and forward it to the Chief Compliance Officer for approval. Requests involving Company officers or directors will be forwarded by the Corporate Secretary to the Board of Directors for approval and, if approved, will be disclosed if required by law.

Any apparent or actual conflicts of interest that exist shall be disclosed to the Chief Compliance Officer. You are expected and required to self-disclose any such apparent or actual conflicts of interest.

Questions concerning the existence of actual or potential conflicts of interests should be directed to the Chief Compliance Officer.



#### Examples of Conflicts of Interest:

A Shaw employee recommends to his business line the rental of a building for a Shaw purpose which is owned by his brother.

A Shaw project manager directs procurement to obtain a subcontract with a business his best friend owns and the best friend gives a commission on the work generated with Shaw to the employee's wife.

A Shaw employee leases a piece of his personally owned property to Shaw and is paid a lease payment in return.

## Political Activities

It is proper and necessary that we be involved in local, state and federal political affairs that might directly impact or affect our welfare and operation. We will selectively participate in political activities as permitted under applicable laws. We may make political contributions within applicable legal limitations at the discretion of the officers or the Board of Directors and these may be done as a company or through our Company Political Action Committee.

You are free to take an active role politically but such involvement shall be on your own time and expense. You shall not pressure other employees to make political contributions or participate in political events. You shall not authorize or commit on behalf of the Company any political contributions, donations or fundraising efforts without obtaining the proper Company approval as set forth in our Policy to Make Political Contributions and our Authority Matrices. The Chief Compliance Officer can provide information on what approvals and procedures are required upon request.



**Q:** I have a friend running for a political office and have been invited to a political fundraiser. Can I attend the event and put the cost of the fundraiser on my P-Card or an expense report?

**A:** No. All political contributions must be executed in accordance with our Policy to Make Political Contributions and our Authority Matrices. The Policy does not allow for reimbursement to Employees of political contributions.

## Outside Activities

You are encouraged to participate actively in such non-profit organizations, such as educational, religious, health and welfare institutions, service clubs and professional and community organizations, as you desire on your own time provided that it does not create a conflict of interest with the Company.

You shall not accept full-time, part-time or temporary employment, or act as an independent consultant, with or without compensation, in cash or in kind, with any person or entity that does business with us or is a competitor of the Company. Additionally, you must have the prior written approval of your supervisor and the Chief Compliance Officer to engage in an outside interest that would (1) materially encroach on the time or attention that should be devoted to your Company duties; (2) adversely affect the quality of work you must perform; (3) compete with Company activities; (4) create an apparent or real conflict of interest; (5) involve any use of Company equipment, supplies, or facilities; or (6) imply sponsorship or support by the Company.

You also shall inform and receive the written consent of the General Counsel or the Chief Compliance Officer before becoming a director, officer, partner, major stockholder, or a trustee of any outside organization. This is to make sure that no conflict of interest issues are created.

**Q:** A company with which the Company competes for business has asked me if I want to do some weekend work for them on some of their projects. I could really use the extra money. Is this okay?

**A:** You will need to get the approval of the Company's Chief Compliance Officer or the General Counsel to do this. Because this is a competitor of the Company, the Company would be concerned about potential conflicts of interest and confidentiality issues so it would have to be reviewed in detail.

## Fair Dealing

You are required to deal fairly with all customers, suppliers, competitors, and other employees. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Treat others in business as you would like them to treat you.

## Publications, Books and Articles

If you write a publication that is in any way related to your job duties, profession, or other Company business or experiences with the Company, you must submit it to the Corporate Communications Department for clearance prior to submission to a publisher. Potential publications, books and articles may not disclose any of the Company’s confidential or proprietary information or otherwise adversely affect the Company. We have the right to require redaction or amendment or to prohibit you from publishing such publication, book or article if it violates this Code, any confidentiality agreement signed by you or any other agreement between you and the Company or if it will potentially adversely affect the Company. You may only work on such publications, books, and articles during non-work hours unless specifically authorized by your supervisor in writing.

## Insider Trading

Because the Company is a publicly traded company, all employees are subject to insider trading laws and regulations. Those laws generally prohibit persons with material non-public information about the Company from trading in the Company stock.

Additionally, we have an Insider Trading Policy with which all employees must comply. Our Insider Trading Policy is stricter than the insider trading laws. It provides that no employee may trade in Company stock except during a pre-defined “window” of time that occurs approximately four times each year. That restriction applies to all employees, no matter what level, and also pertains to any Company stock you may have in your 401(k) accounts. Questions about the policy should be directed to the Chief Compliance Officer or the Legal Department.

**Q:** I just heard that the Company got a big project awarded to us but we haven’t announced it yet. Can I go re-allocate my contribution to the Company stock account in my 401(k) account?

**A:** No. Under the law, you cannot “trade” in Company stock when you have information about the Company that has not been announced and is likely to affect the stock price. Manipulating contributions to the Company stock account of the 401(k) account is considered “trading” in Company stock under law and our Insider Trading Policy. Additionally, our Policy prohibits employees from trading in Company stock when they have material non-public information and when our trading window is closed.

## How We Act on the Job

### Laws

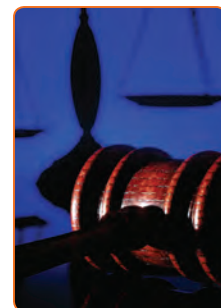
#### Compliance with All Laws

All business activities shall be conducted in full compliance with all applicable laws and regulations. Unlawful conduct is strictly prohibited. If you are not sure about the interpretation or application of any law or regulation, you should consult with the Legal Department, the General Counsel, or the Chief Compliance Officer.



#### Specific Applicable Laws

- 1. Antitrust Laws.** The Company is aggressively competitive in both the United States and foreign markets; however, the Company does business according to and in compliance with all free competition laws including all antitrust laws of the United States and other countries, where applicable. Any violations of the antitrust laws **can result in criminal prosecution of the individuals involved.** Antitrust laws are complicated and require legal advice. However, prohibited activities include agreements with competitors to fix prices, price fixing with our customers to the retailer, boycotts, or other collusional agreements to restrain or restrict competition in the marketplace. As a general rule, you should avoid contacts with competitors except in those limited situations where contacts are clearly necessary and are for a lawful purpose, as such contacts can create the appearance of impropriety with regard to antitrust laws. Any questions or possible infringements of the antitrust laws should be referred to the Chief Compliance Officer or the General Counsel.



- 2. **Copyrights.** United States copyright law protects most computer programs and other publications, both paper and electronic. Penalties for violations of these copyright laws can be quite severe. Our policy is to strictly adhere to all applicable copyright and licensing laws. Therefore, you are prohibited from copying any computer programs or software or publications (paper or electronic) whether or not owned by us unless such is specifically permitted under the applicable software license or under applicable law. Any questions about these issues should be addressed to the Information Technology Department or the Legal Department.
- 3. **Health and Safety.** You will adhere to all applicable federal, state and local laws and regulations regarding the health and safety of Employees and environmental protection. You are responsible for practicing safe work habits and obeying applicable Company safety procedures at all times. We have reporting procedures for the reports of injuries and accidents while on the job, and you all must adhere to those policies.
- 4. **Equal Employment Opportunity.** We are an equal opportunity employer, and our policy is not to discriminate against any employee or applicant for employment because of illegal reasons, which include, but are not limited to, race, color, sex, sexual orientation, religion, age, creed, national origin, ancestry, veteran status, marital status, citizenship, or disability. We are committed to full compliance with all applicable Federal, state, and local laws governing non-discrimination in employment. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training. Any questions about the implementation of this policy should be directed to the Human Resource Department.
- 5. **Anti-Harassment.** We strive to afford employees a hospitable, cooperative, respectful, and non-coercive work environment. Harassment of any kind (including harassment based on a person's race, color, creed, sex, religion, age, national origin, veteran status, or disability) is improper and will not be tolerated. Harassment includes, but is not limited to, an action that unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment. It can be in the form of visual harassment, verbal harassment or physical harassment. We have more detailed information on harassment in our Human Resources policies which are available on Shaw's intranet (ShawNet) or from a Human Resources representative.
- 6. **Other Employment Laws.** We also adhere to all other applicable employment laws, including, but not limited to, the Americans With Disabilities Act, the Family Medical Leave Act, wage and hour laws, the Employment Retirement Income Security Act, and workers compensation laws. You must perform your duties to the extent you are able to ensure your compliance with such laws.

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**HR Helpline:**  
 US: 866.760 SHAW • UK: 0+44 800.093.SHAW • International: +1.225.987.SHAW

## Company Policies

### Financial Controls and Sarbanes-Oxley ("SOX")

Because the Company is a publicly traded company, we must accurately report our financial results to the Securities Exchange Commission and the public, and we must maintain strong internal controls over financial reporting to facilitate this requirement. Every employee has input into the reporting of our financial results and has a duty to record and report financial information accurately. Timesheets, expense reports, payroll, sales reports, cost reports, project estimates, and internal control self-assessments are all part of our financial process and must be recorded accurately.



No Employee should ever pressure other employees to misrepresent or falsify financial information. Any employee pressured to do so must report the action.

Record keeping is an important part of our internal controls. We must accurately and reliably prepare Company documents which are of critical importance in the operation of our business. Compliance with accounting rules and controls is expected at all times.

All transactions must be recorded accurately and consistently regardless of the type of client or contract or the financial status of the project

or business unit. No false or artificial entries are to be made in any books or records for any reason, and you shall not engage in this practice **even if requested to do so by your supervisor or a client.** This includes, but is not limited to, the preparation of time sheets, expense reports, inspection reports, laboratory reports, safety reports, financial reports, project estimates, internal control self assessments, and technical reports.

All Company transactions are to be properly authorized and approved according to applicable policies and Authority Matrices.

**Q: My supervisor told me to charge my time this week to my overhead account instead of the project that I was working on because he says there is no money left in the budget for the labor on the project. What should I do?**  
**A: You cannot misrepresent your time charges. You should report this request by your supervisor to an up the chain supervisor, the Chief Compliance Officer or our Speak Up line.**

**Management Override**

Employees are prohibited from overriding our internal controls, policies and procedures.

**Management overrides must be reported.**

In some instances, there may be business justification for not complying with our internal control policies and procedures. However, those business justifications must be documented, and the appropriate approvals must be obtained. Requests to approve a management override must be submitted to the Chief Compliance Officer, who will gather all appropriate information and submit it to the Chief Financial Officer and the General Counsel for approval or disapproval. No management override should be initiated unless approved in writing by the Chief Financial Officer and the General Counsel.

Actions that may be considered prohibited management override include, but are not limited to, (1) recording fictitious information or transactions; (2) altering the timing of transactions; (3) establishing unjustified reserves or reversing reserves without adequate documentation; (4) altering records related to financial transactions; and (5) requiring employees to change data reported by the employee in their job duties when the employee disagrees with the change.

Some policies and procedures provide that certain authorized individuals may approve actions not in compliance with internal control policies and procedures. Such authorized actions will not be considered "management override" in accordance with this provision. However, if the authorized approval involves an Employee approving a deviation for a related party, that approval shall not be sufficient and will require approval in accordance with the management override provisions of this section.

Any employee who sees what he or she believes to be a management override occur without the proper approvals is required to report the matter to the Chief Compliance Officer or Internal Audit or through our Speak Up line.

**Policy Variations**

Most employees do not have the authority to grant exceptions or variations to Company policies. If you are an approver within a policy, it is your job as an approver to make sure that what you are approving complies with the applicable policy. Only those employees given the authority in a policy to grant variations or exceptions have the authorization to do so.



**Drug and Alcohol Policy**

We have in place a drug and alcohol policy that prohibits the unauthorized use, possession or distribution by employees of illegal or unauthorized drugs or alcohol (1) on Company property; (2) during the hours of Company operation; or (3) in connection with any business of Company. Violations of this policy are very serious, and those who violate the policy will be subject to disciplinary action up to and including termination of employment.



### Corporate Funds, Property, and Opportunities

The Company's assets and opportunities are owned by the Company alone and shall be used only for legitimate Company business purposes. The use of corporate funds, assets, or opportunities developed or discovered in your job for personal gain or any other unauthorized or improper purpose is strictly prohibited.

**Employees cannot borrow Company assets. Company assets include Company supplies, equipment, opportunities, and money.**

All Employees have an obligation to protect the Company's assets, ensure their efficient use and advance the legitimate interests of the Company when the opportunity arises. Any funds or assets that may be construed as belonging to the Company must be delivered to the Company and properly recorded. Theft, carelessness and waste have a direct impact on profitability and are not acceptable. Employees are not allowed to "borrow" assets of the Company for personal use. Reasonable personal use is allowed with regard to Company e-mail, internet, and phones as long as used in accordance with our policies.

### Innovations, Inventions, Patents, and Grants

We are the owners of, and employees shall assign as necessary, all ownership rights in all original works or innovations, inventions, patents, and grants suggested by any activity that you perform for the Company or on our behalf related to our business or that you develop during work time or with the use of any Company facilities, equipment, data, trade secrets, or resources.

You shall perform all acts necessary to assist the Company, as it may elect, to file patent and trademark applications in the United States and foreign countries to establish, protect, and maintain its intellectual property rights. This requirement is a condition of employment and applies to you during your employment and thereafter.

### Capture and Use of Image, Likeness, and Information

Photographs, videos and other images of employees, as well as biographical information are sometimes captured by the Company for various reasons, including for use in internal and external advertising, marketing and other business and promotional efforts. In accepting employment with the Company and/or one of its subsidiaries or affiliates (collectively, "Shaw"), you are deemed to have: (i) given your



consent to the capturing of these materials and information by the Company and to the use of such materials and information by the Company in internal and/or external business and promotional efforts at any time and from time to time, including post-employment; (ii) agreed to forever release and discharge Shaw and its directors, officers, agents, representatives, and other employees and any successors and assigns from any and all claims, rights, and causes of action and demands relating to the capturing and/or use of your image, likeness and/or biographical information; and (iii) agreed that you shall have no right to any fee or any payment whatsoever as a result of the capturing and/or use of any your image, likeness, or biographical information or as a result of the consents and agreements you granted and made or are deemed to have granted and made with respect thereto.

### Anti-Fraud Policy

We have an Anti-Fraud Policy that prohibits employees from engaging in fraudulent conduct. Fraudulent conduct includes embezzlement, document forgery, unauthorized alteration, or access of computer files or other Company records, fraudulent financial reporting, misrepresentation of Company information and theft of Company assets. The full policy is available on ShawNet at:

<http://shawnetv2.shawgrp.com/sites/govern/Shared%20Documents/Fraud%20Policy%204.08.pdf>

**Q. I have to prepare a report for my supervisor for an update on the status of some action items I have. I am way behind on one but plan to catch up next week. Can I complete the form showing the status of where I expect to be next week on the report dated this week?**  
**A: No. This would be a misrepresentation of Company documents and would be considered a fraudulent activity under our Anti-Fraud Policy.**

## Environmental, Health, & Safety (EH&S)

We have a very robust EH&S program. We are committed to performing work in a manner that is safe for people and the environment and in accordance with all applicable laws and regulations. You should raise EH&S concerns about our work, if any, to your supervisor, the Vice President of EH&S or the Chief Compliance Officer. You should not fear harassment, retaliation, or intimidation because you raised such an issue, as our Company does not tolerate those who retaliate.



**Employees are expected to follow all Company policies and procedures.**

**The Company's Safety Hotline number to report safety issues is 866.299.3445**

## Dealings With Others

### Investigations and Audits

It is Company policy to reasonably and appropriately cooperate with all audits and investigations. With regard to government agency audits and investigations, if you receive a notice that one is about to occur, you shall immediately notify the Legal Department or your immediate supervisor who will initiate appropriate notifications to the Legal Department and appropriate senior management.

In addition, we conduct various internal investigations through various departments for various purposes. Employees are required to timely cooperate with such internal investigations or audits. The following guidelines shall be followed by anyone involved in an audit or investigation:

1. No Company documents or records shall be destroyed that relate to the subject of such audit or investigation. Documents and records include all electronic media (including e-mails and voicemails).
2. No historical records or documents shall be altered or modified.
3. You shall not make any knowingly false or misleading statement to any auditor or investigator.
4. No employee shall attempt to influence any other employee to provide false information in such audit or investigation.
5. Any official document or letter informing of the audit or investigation or requesting information shall be forwarded to the Legal Department immediately to enable preparation of our response to the notification or request.
6. We will normally permit government auditors and investigators to speak to you at your normal work location during normal business hours. If you are approached by a government auditor or investigator either inside or outside of the workplace, you have the right to refuse to speak to such auditor or investigator and to consult with the Legal Department or your own attorney prior to discussing any matters with the auditor or investigator.

Employees shall make required and necessary disclosure of all relevant information and shall otherwise fully cooperate with internal and external auditors or legal counsel in the course of compliance audits or investigations. Company records and documents will be maintained in accordance with the Company's records retention policy. No documents shall be destroyed by any employee in anticipation of their need for legal or governmental regulatory proceedings. Documents include electronic media as well as paper documents.

Any receipts of subpoenas for Company documents should be sent to the Legal Department for consideration prior to responding.

Investigations conducted either internally or externally are confidential. You shall not share information you have about an investigation with any person outside of the investigation nor shall you engage in spreading rumors or gossip regarding an investigation.

### Government and Public Contracts and Programs

1. **General.** We are a major provider of goods and services to many Federal, state, and local government agencies and entities. Because the statutes and regulations that govern contracting with these various government entities are often more restrictive than the principles applicable to strictly commercial relationships, it is essential that those who have responsibilities for government programs be aware of the requirements that apply to the Company's dealings with each government entity.

**Different rules apply when dealing with governmental entities.**

To ensure compliance with applicable statutes and regulations, employees involved with government contracts and programs must comply with the provisions of this Code and all other Company policies and procedures, including those of their respective business units.

2. **Gifts, Gratuities, Bribes and Kickbacks.**

a. **Bribes and Kickbacks.** You may not solicit or accept, either directly or indirectly, a bribe, kickback, commission, or any other illegal or improper payment or any other thing of value that might support an inference of wrongdoing regarding a government contract or subcontract. Likewise, you may not offer or provide, either directly or indirectly, a bribe, kickback, or any other illegal or improper payment or any other thing of value to a customer, prospective customer, or government employee or representative to influence their decision regarding a government contract or subcontract.



b. **Gifts, Gratuities, and Entertainment.** You may not offer gifts, gratuities or any other thing of value to government employees or officials without the advance written approval of the Chief Compliance Officer and the applicable Group President. Likewise, you may not accept gifts, gratuities, or any other thing of value from suppliers or subcontractors on government contracts or programs without advance approval of the Chief Compliance Officer.

You may be able to give and receive promotional or advertising items such as pens, coffee mugs, or similar items of a nominal value. Provision of light refreshments such as coffee, soft drinks, and pastries during meetings with government officials at Company facilities may also be permitted, but you should always first verify with the Chief Compliance Officer.

Note that there are many laws that regulate gifts with government officials of all kinds. You are required to get approval from the Chief Compliance Officer or the Legal Department before engaging in any gift giving or receiving with government officials.

c. **Safeguarding Classified Information and Materials.**

You must strictly adhere to all laws and regulations regarding the protection of classified information and materials. Any potential violations of classified information requirements or procedures shall be reported in accordance with Company and respective agency procedures immediately

3. **Procurement Integrity.** It is our policy to fully comply with requirements of the Procurement Integrity Act which restricts the right of contractors competing for Federal government contracts to obtain both certain source selection sensitive information of the government and also the protected bid or proposal information of competing contractors. Therefore, employees will not solicit or obtain during the conduct of a competitive procurement, either from an officer or employee of an agency or any other source, any contractor bid or proposal information or source selection information regarding such competitive procurement, prior to the competitive award of that contract.

The Procurement Integrity Act and other statutes and regulations also restrict the ability of certain Federal officials or employees to conduct employment discussions or accept employment with the Company. Therefore, any potential employment of a current or former Federal government employee or official by us shall be cleared with Human Resources and the Chief Compliance Officer prior to any such discussions.

4. **Unallowable Costs.** The government has identified numerous costs for which it will not reimburse contractors. These unallowable costs are identified in applicable regulations and contract provisions. We require all such costs to be appropriately identified, accounted for, and excluded from proposals and requests for reimbursement prepared in accordance with applicable procedures. Any questions should be referred to the Government Accounting Department.

**Examples of actions prohibited by the Code**

- A Company employee works in procurement on a Federal government contract with a small business set aside requirement. The employee notices that the small companies are not preparing proposals correctly which then prevents them from being considered as a successful subcontractor. The Company needs some more successful small business bidders to meet its small business requirement. A small business would like to bid on the work but does not know how to prepare an adequate bid. The small business approaches the Company employee and asks the employee to teach it how to prepare a successful proposal on the weekend and the small business offers to compensate the Company employee for his time in doing so. If the employee assists this potential subcontractor and receives compensation for these services—even on his/her own time—this is a violation of the Code.
- The Company may not invite federal government employees to sports events if we are doing business with that employee's agency or plan to bid work for that agency.

### International Business

We are engaged in international business, and many countries have laws that are different from those of the United States. Those of us dealing with projects in other countries have a duty to become fully informed of and comply with all applicable laws and regulations affecting the work in that country.



If you conduct business in international settings, make sure you are informed about and fully aware of the U.S. Foreign Corrupt Practices Act ("FCPA"). The FCPA prohibits the giving of anything of value to officials of foreign governments in order to obtain or retain business and has record keeping requirements to which we may be bound. The FCPA applies to the Company and employees as well as any party with whom we have a contract. Compliance with the FCPA requires diligence by all employees. All contracts the Company has with subcontractors, vendors, etc., relating to projects in foreign countries shall have a provision requiring compliance with the FCPA. Discussion of additional requirements of the FCPA are set forth in the Company's FCPA policy and procedures.

**Q:** I am reviewing a potential contract for work with a client in the middle east. The contract contains a provision which states that no Israeli materials may be used. Is that okay?  
**A:** It might not. According to US law, we cannot enter into a contract with that requirement. Employees should contact the Chief Compliance Officer immediately.

**Bribery.** In many locations around the world, paying bribes is considered an expected or acceptable way of doing business. We will NOT engage in the bribery of any third-party, customer, government official OR ANY ONE ELSE—whether a public or private individual. In addition, no one may pay any bribes on our behalf. Employees involved in bribery will be subject to termination. In some cases, it may be legal to make payments for government officials to conduct routine tasks. No employee is permitted to make such payments unless having first obtained the approval of the Company's General Counsel or Chief Financial Officer.

**Boycotts.** Certain countries are engaged in boycotts against other countries and try to enforce such boycott provisions in contracts with U.S. companies. We will comply with all anti-boycott laws to the extent they are applicable to our business. Some of those laws require reporting a request for a boycott provision in a contract to the United States authorities. If you see such a provision, you should report it to the legal department for review and appropriate handling.

**Export Controls.** We will fully comply with all applicable US export, customs or trade control laws and regulations, licensing requirements and other relevant US laws and international sanctions.

### How We Act With Co-Workers

#### E-mail Internet and Voicemail

Messages sent through e-mail, instant messaging, electronic communications and the information contained in the hard drive or network of your computer, as well as messages contained on voice mail, are the sole property of the Company, are considered business records of the Company and are subject to inspection and monitoring at all times.



We may override any individual passwords or codes or require you to disclose any passwords or codes to facilitate access by the Company to e-mail, electronic communications, computer network, or hard drive contents or voice mail. We have the right to access your e-mail, computer, or voice mail at any time for any reason whatsoever without notice to you. Reasons that we may do so include, but are not limited to, the following: (1) to assure compliance with Company policies; (2) to

**You have NO expectation of privacy with regard to your use of the Company's electronic systems.**

**The IT Systems and Acceptable Use Policy is available on ShawNet.**

conduct business; and (3) to investigate conduct or behavior that may be illegal or may adversely affect the Company, employees, or clients. Your consent to access e-mail, computer records, or data or voice mail is not required.



By using our e-mail, computers, network system, and voice mail, you knowingly and voluntarily consent to your usage of these systems being monitored by the Company. You should not expect that e-mail, information in the computer system or voice mail system is confidential or private with respect to the Company, and therefore you should have no expectation of privacy related to your usage of these systems. Furthermore, any such information may be disclosed by the Company to a third party if we deem necessary. This policy is not intended to abrogate any attorney/client or work-product privilege within the Company or with respect to third parties.

E-mail, instant messaging, blogging, postings to message boards, electronic communications, and voice mail are to be used in a manner consistent with all other policies of the Company. You are required to take absolute care to protect the confidentiality of communications or proprietary information both during employment and thereafter. Our policy prohibits the communication of internal, privileged, or confidential information outside the Company, unless the communication is in the course of rendering service to a client or customer.

We require courtesy and respect in the use of the e-mail, electronic communications, and voice mail. Any communication by employees using these systems that may constitute verbal abuse, slander, or defamation or that may be considered offensive, harassing, vulgar, obscene, or threatening is strictly prohibited. Offensive content includes, but is not limited to, sexual comments or images, racial slurs, gender-specific comments or any comments that would offend someone on the basis of his or her age, race, sex, sexual orientation, creed, ancestry, color, national origin, religion, disability, or veteran status. If you share e-mails of this type, even if you did not create them, you will be subject to discipline.

The internet is provided for business use to employees. Employees are prohibited from downloading any data that is not in the public domain or that is not appropriate for corporate business. Employees may not abuse access to the internet for personal purposes. Actions involving accessing, sharing, sending, downloading, or viewing pornography of any kind, gambling, violence, or other objectionable or illegal material via the internet or through Company computer use is prohibited. We have the ability to and will conduct reviews of your use of the internet. Violations of this Code or of the Acceptable Use Policy regarding use of the internet, IT systems or equipment will subject you to disciplinary action.

Because all the computer data and the data a computer has access to are Company property, no employee shall move, delete, hide, transfer, share or otherwise compromise the existence of the Company's property. If you do so, you may violate Federal and state laws, and we reserve the right to take action against you both during and after termination, as well as reserve the right to report you to the proper authorities. Your use of client systems and property are also subject to this Code and may be subject to additional requirements of the client.

**Examples of behavior prohibited by the Code regarding computer use:**

- Sending to other employees, via e-mail or otherwise, photographs of naked people or sound wave files of expletives, profanity, crude, or objectionable speech or music lyrics
- Sharing websites that can be inferred to be obscene, sexual in content or critical of certain classes of individuals
- Sending Company data, announcements or other Company information that was not made publicly available, such as results of surveys, project status reports, and financial information, to persons

## Diversity and Respect

All employees are responsible to ensure that each person is respected and valued for his or her individual uniqueness, experience, and skills. By respecting and valuing differences, we will enhance teamwork and thereby build a competitive advantage. Disrespectful behavior of employees toward other employees is unacceptable.



## Workplace Violence

As stated in the Company’s Workplace Violence Prevention policy, We strive to maintain a safe and secure workplace, and we do not tolerate any acts or threats of violence in the workplace. Please refer to the Company’s Workplace Violence Prevention policy located in the Company Safety Manual. A copy of the policy is available from Safety representatives.



## Code Waivers

A “waiver” of the Code occurs when the Company approves what would otherwise be a violation of this Code due to certain circumstances. Situations that are deemed to not violate the Code are clearances under the Code and are not considered “waivers”. Any waivers of this Code with regard to Executive Officers or members of the Board Directors must be approved by the Nominating and Governance Committee of the Board of Directors and will be reported in to the extent required by applicable laws. Waivers of the Code with regard to employees at levels lower than the executive level must be approved by the Chief Compliance Officer, and any such instances shall be reported to the Nominating and Governance Committee quarterly.

## Conclusion

This Code is provided to us as a standard of acceptable behavior. It is not a contract and does not alter the “at will” employment relationship between you and the Company.

All policies referenced in this Code can be accessed on ShawNet under “Governance”, and then “Policies and Procedures”. Additionally, they can be requested from the Chief Compliance Officer.

We expect managers and supervisors to maintain these standards as a minimum in behavior, and we expect them to encourage and support ethical behavior among employees. Managers and supervisors may, in some circumstances, be held responsible for the actions of employees who report to them if they failed to detect or stop such behavior when they should have known or knew of such behavior or negligently failed to deal with such information.

Our financial and business leaders are also bound by a separate Code of Ethics for senior financial employees. This Code is posted on our external website at [www.shawgrp.com](http://www.shawgrp.com).

Adherence to the Code is a condition of your employment and by continuing to stay employed with the Company, you agree to comply with this Code.

The Company takes compliance with laws, policies and regulations very seriously. A compliant company is a profitable company. The Company thanks you for your assistance in complying with the Code and in assisting the Company to ensure that we all comply with the Code.

**Shaw’s Speak Up Line 888.337.7499**