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# CODE OF ETHICS

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OHM Corporation



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16406 U.S. ROUTE 224 E ■ FINDLAY, OH 45846 ■ 419-423-3529

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## **CODE OF ETHICS OHM CORPORATION**

It is the corporate policy of OHM Corporation ("OHM") to conduct its business and operations in conformity with the law and the highest standards of business ethics. To emphasize the Company's continuing commitment to this policy, the Board of Directors has adopted a Code of Ethical Business Conduct. This Code, along with related Regulations and Guidelines prepared to aid in the interpretation of the Code, are presented in this booklet for reference.

The Code and Guidelines are partial reflections of the high standards of business conduct which are to be maintained at OHM. It is the responsibility of every employee to be thoroughly familiar with them in the discharge of their duties.

The Code and Guidelines are intended primarily to serve as an important reference source to employees. However, they are also a public statement of OHM's firm commitment to integrity and fairness in all of its operations and activities.

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## CODE OF ETHICAL BUSINESS CONDUCT

The following statement of corporate policy constitutes the Code of Ethical Business Conduct of OHM Corporation (hereinafter, together with its subsidiaries, referred to as "OHM" or the "Company"). It affirms OHM's corporate policy of conducting its business and operations in accordance with both the law and the highest standards of business ethics.

1. OHM's policy is to comply with all laws and regulations to which it is subject. When the application of a law or regulation is uncertain, the guidance and advice of the General Counsel should be sought.

2. OHM's policy is to maintain contacts with governmental officials and other government personnel, both in this country and abroad, whether directly or indirectly, as proper business relationships. Such contacts must never suggest undue influence upon such persons or cast doubt on the Company's integrity.

3. OHM's policy is to be nonpartisan. The Company does not support or take positions as to political parties or candidates at any level of government either at home or abroad and no corporate funds, properties or services shall be used directly or indirectly to influence the nomination or election of any candidate to public office. However, the Company may from time to time take public positions on issues which are important to its welfare and the welfare of its stockholders and employees. In addition, to the extent permitted by law, the company may sponsor and pay the administrative costs of an employee political action committee. The Company encourages its employees to take an active personal interest in community and government affairs at all levels. In accordance with this policy, the Company may sponsor nonpartisan educational programs for the purpose of better acquainting employees with the need to exercise citizenship responsibilities.

4. OHM's policy is to maintain accurate and reliable corporate records which disclose all disbursements and other transactions to which OHM is a party.

5. OHM's policy is to require the undivided loyalty of its employees in the exercise of their Company responsibilities. Except as may be

otherwise approved by the Board of Directors or appropriate committee thereof, personal investments or other activities which may create a conflict of interest are prohibited and circumstances which may give the appearance of a conflict of interest are to be avoided.

The Company's Board of Directors has adopted the foregoing Code of Ethical Business Conduct to apply to OHM and its subsidiaries. All employees are expected to adhere to its terms; however, the Board of Directors of OHM, or its designee, for good cause shown, may grant exceptions where the circumstances warrant.

## **REGULATIONS AND GUIDELINES**

### **I. COMPLIANCE WITH LAWS AND REGULATIONS**

#### **A. GENERAL**

The observance of all laws, foreign and domestic, governing business activity is of the utmost importance to the Company's continued success. OHM is committed to complying with all applicable laws duly enacted by legitimate authority. Toward this end, the Company intends to avoid the appearances of wrongdoing because such appearances, however innocent, may lead to expensive and time-consuming litigation and adverse publicity.

While it is not practical to attempt to list all laws to which the Company is subject, it is obvious that neither the Company nor its employees should encourage or participate, directly or indirectly, in such activities as theft, fraud, embezzlement, misappropriation or conversion of property, discriminatory employment practices or unsanctioned boycotts. Nor should they participate in any fraudulent or deceptive activities toward the Company, its customers, suppliers, contractors, or anyone else with whom the Company has business associations. Examples of such prohibited activities include "kickbacks," inflated billings or the offering, directly or indirectly, of money, goods or services where the purpose of the action is to influence a person to act contrary to the interest of his own employer or principal.

#### **B. ANTITRUST LAWS**

OHM expects to compete vigorously but fairly within the industry and to comply with all applicable

antitrust laws and regulations. Employees are expected to seek the advice and guidance of the General Counsel with regard to any transactions which may have antitrust implications. In addition, all employees are expected to maintain a basic familiarity with the principles and purposes of these laws as they may be applied to various Company and subsidiary businesses, and to abstain from any activity that might violate them or even give the impression of a possible violation.

#### **C. COMPLIANCE ASSISTANCE**

Many laws to which the Company is subject are often general and complex and their precise application to the Company's activities may be uncertain. Therefore, questions regarding the legality of a proposed action should be brought to the attention of the General Counsel. In the event an action which may be in violation of the Code of Ethical Business Conduct has already occurred, the matter should be referred to the General Counsel for investigation. He will report all findings to the Vice President of the affected area or other appropriate Company Office or Director.

### **II. RELATIONSHIP TO GOVERNMENTAL OFFICIALS AND PERSONNEL**

It is the Company's policy to develop and maintain good relationships and effective communication with all levels of government having authority over the areas in which the Company does business and to do so lawfully. All contacts with government personnel must be maintained as arm's-length business relationships and should avoid even the appearance of impropriety.

Direct or indirect payments to government officials or personnel, other than in an official capacity consistent with law and ethical business practices, are prohibited. This prohibition applies not only to payments and expenditures by the Company, but also to those made on its behalf by employees, subcontractors, agents or other representatives. Indirect payments would include the use of any Company property, services or personnel.

Entertainment of government officials should be conducted within the bounds of applicable

laws and good taste and never under circumstances which might suggest a compromise of the impartiality of such persons or raise questions about their integrity or the motives of the Company.

In certain foreign countries, some governmental clerical personnel will not perform their normal functions or services unless they receive additional compensation. Such "facilitating" payments may be made provided they are nominal in amount, are consistent with local law, customs and standards, and are recorded accurately on the official books and records of the Company.

### **III. EMPLOYMENT OF SUBCONTRACTORS, AGENTS AND CONSULTANTS**

Commission or fee arrangements shall be made only with firms or persons serving as bona fide subcontractors, agents or consultants (hereinafter referred to as "agents"). Such arrangements may not be entered into with any firm in which a government official or employee is known to own an interest unless such arrangement is permitted by applicable law. All commission and fee arrangements with such persons shall be covered by a written contract. In addition to other normal terms and conditions, the contract should contain a clear description of the services to be rendered. Commissions or fees paid to an agent, subcontractor or consultant must be reasonable as to amount and consistent with the normal practice in the industry for the products involved and for services rendered.

### **IV. CAMPAIGN AND ELECTION LAW GUIDELINES**

#### **A. CORPORATE ACTIVITY**

OHM's policy with respect to the nomination or election of candidates to public office is one of nonpartisanship. The Company does not support or take positions as to political parties or as to the nomination or election of individual candidates to political office in the United States or any other country in which we operate. However, the Company may from time to time take public positions on issues which are important to its welfare and the welfare of its stockholders and employees,

and may maintain one or more voluntary political action committees for the convenience of its employees.

In compliance with this policy and in accordance with the requirements of the laws of the United States and many state laws, no corporate funds, properties or services shall be contributed or used directly or indirectly for the purpose of influencing the nomination or election of any candidate to public office. This prohibition shall apply with equal force to contributions to candidates or political parties in foreign countries, even though such contributions may be permissible under local law.

This guideline not only prohibits the contribution of Company funds to political candidates, committees and parties, but also bars all other forms of direct or indirect assistance or support, such as the use of Company meeting rooms, aircraft, automobiles, computer or mailing services, loans of Company personnel, etc.

#### **B. EMPLOYEE ACTIVITY**

The Company recognizes that individual voter responsibility on the part of its employees may include personal financial contributions to the election campaigns of candidates of their choice. While the Company does not discourage such individual political activity or other types of campaigning support for candidates of their choice, all such activities are the employee's sole expense and no reimbursement in any form shall be made by the Company. No partisan political activities by employees shall be conducted on Company premises or on Company time or under any circumstances which could create the appearance that such activity is sponsored by OHM.

### **V. CORPORATE RECORDS**

Accurate and reliable corporate records shall be maintained at all times. All payments of money, transfers of property, furnishing of services and other transactions must be reflected in full detail in the appropriate accounting and other business records of the Company. With the exception of disbursements from petty cash funds, no Company payments shall be made in currency.

Employees shall make full disclosure of all relevant information and otherwise fully cooperate with internal or external auditors, or Company

legal counsel, in the course of compliance audits or investigations with respect to this guideline.

## VI. CONFLICTS OF INTEREST

### A. GENERAL

OHM relies on the good faith of its employees in the exercise of their responsibilities to the Company. All business judgments on behalf of the Company should be made by its employees on the basis of such trust and in the Company's best interests. The Company fully respects the rights of employees to privacy in their personal affairs and financial activities. The purpose of this policy is to provide guidance to employees in avoiding situations in their personal activities which are, or appear to be, in conflict with their responsibilities to OHM.

Although it is impractical to attempt to define every situation which might be considered a conflict of interest, generally speaking, a conflict exists when an employee's personal interests or activities may influence his judgment in the performance of his duty to the Company. There may be cases where such conflicts are more theoretical than real, but an employee who is concerned about a possible conflict should review and disclose this situation in light of the following guidelines.

### B. POSSIBLE CONFLICTS

The situations listed below are areas where the possibility of a conflict of interest may occur:

**1. FINANCIAL INTERESTS.** A conflict may exist when an employee, or member of his immediate family, directly or indirectly, (a) owns or otherwise engages in the same or similar kind of business in which the Company engages, or (b) owns a significant beneficial interest in a competitor or concern which does current or prospective business with the Company, if such employee is in a position to influence the business decision of the Company or such outside concern.

**2. OUTSIDE ACTIVITIES.** A conflict may exist when an employee, or member of his immediate family, serves as a director, officer, employee, or agent of an organization which is a competitor or which has a current or prospective business relationship with the Company. A conflict may also exist when an employee engages in a

personal business venture which prevents him from devoting the time and effort which his position at OHM requires. A conflict may also exist when an employee participates in a charitable or civic organization or serves in public office if the activities of any such organization or public body directly involves the business interests of the Company.

**3. GIFTS.** A conflict may arise through the acceptance of gifts from competitors, customers, or others having a business relationship with OHM if the acceptance or the prospect of receiving gifts tends to limit the employee/recipient from acting solely in the best interests of the company. "Gifts" include any gratuitous service, loan, discount, money or article of value, but does not include articles of nominal value given as sales promotions or holiday remembrances or the value of reasonable entertainment consistent with local social and business custom.

**4. CONFIDENTIAL INFORMATION.** A conflict may exist when an employee, or member of his immediate family, uses for his personal gain or for the benefit of others, confidential information obtained as a result of his employment. Examples include the trading in shares of the Common Stock or other securities of OHM or other companies on the basis of unpublished financial information, merger discussions, possible acquisitions, etc. It is a serious breach of federal securities laws for any person with access to confidential information to use such information for personal gain, directly or indirectly, through purchase or sale of securities before such information is disclosed to and assimilated by public investors.

**5. TRANSACTIONS INVOLVING THE COMPANY.** A conflict may exist when an employee, or member of his immediate family (a) engages in the sale, rental, or purchase of any real estate or other property from the company other than a routine sale of Company products through normal sales outlets, or through normal surplus property procedures, or (b) benefits personally from any purchase or sale of properties of whatever nature by the Company, or derives personal gain from any transaction to which the Company is a party. Any such transaction must be approved by the Board of Directors or appropriate committee thereof.

**6. BUSINESS OPPORTUNITIES.** An employee shall not appropriate to himself or to any other person or outside organization the benefit or opportunity which comes to the employee's knowledge in the course of his employment. It continues to be the policy of the Company to require employees, at the time of their employment, to sign a written agreement prohibiting unauthorized disclosure of confidential information and misappropriation of the Company's intellectual property.

#### **C. DISCLOSURE PROCEDURE**

Because it is not possible to list all situations or relationships which might create conflicts of interest problems and because each situation must be evaluated on the facts, employees should promptly disclose to their supervisors and/or managers any circumstances which might constitute violation of these guidelines. Employees are encouraged to obtain assistance from the General Counsel to determine if a conflict exists and, if so, how it should be resolved.

### **VII. ADMINISTRATION AND IMPLEMENTATION**

The administration of the Code of Ethical Business Conduct and these Regulations and Guidelines shall be under the direction of the Chairman of the Board of the Company.

Each Executive Officer and Manager of the Company and each such other employee as shall be designated by the Chairman of the Board of the Company shall periodically certify, with such exceptions as he may note therein, that neither he nor any of the employees under his direct supervision are in violation of the Code or the Regulations and Guidelines and that he will exercise his best efforts to assure continued compliance by those employees under his direct supervision.

A booklet containing the Code and the Guidelines shall be distributed to designated employees. It shall be the duty of each Supervisor and Manager to impress upon each employee in his department or area the necessity and importance of complying with the Code and the Guidelines.