



# Thornton Tomasetti

## Global Code of Conduct

[www.ThorntonTomasetti.com](http://www.ThorntonTomasetti.com)

October 2022

**Thornton Tomasetti**

Thornton Tomasetti is committed to excellence and professionalism in all of its endeavors. This applies to the technical aspects of our services, as well as the ethics and integrity with which we conduct our business on a day-to-day basis. Our clients expect and deserve no less from us.

Pursuant to this commitment, we are pleased to present this Code of Conduct which restates our values and the basic principles by which we conduct all of our business relationships. Since all of the laws, rules, and regulations that guide our performance are crucial components of our business, it is essential that we are guided by the philosophy of this Code, every day, in order to maintain our premier status in our industry.

An Ethics Hotline, described in this Code, is available to you for guidance or to report concerns, which will be reviewed and escalated by the Talent Team to the appropriate department to address the issue. Navex Global operates the Hotline on our behalf. You are able to address concerns and, in many cases, report issues anonymously. We are excited about the positive message this brings to Thornton Tomasetti.

Thank you for your time and continued commitment to the success of our firm.



*Thomas Z. Scarangelo*

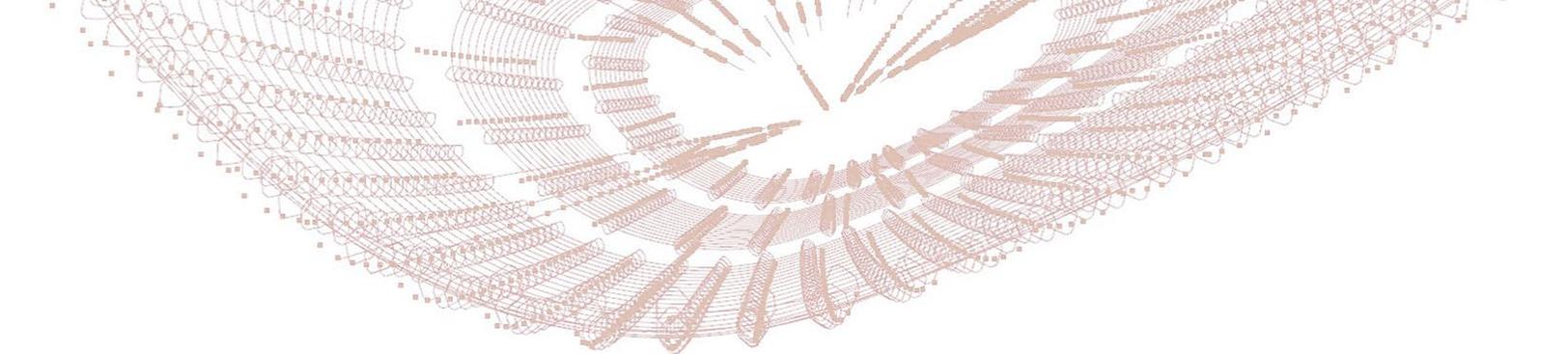


*Dan Stauthamer*

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## About the Global Code of Conduct

The Global Code of Conduct (the “Code”) is designed to provide you with a basic understanding of the global standards of conduct that pertain to your role as an employee of Thornton Tomasetti (the firm). It is intended to guide you in your day-to-day actions and decision-making, and provide you with essential resources necessary to comply with firm standards.

This Code, however, does not include all firm policies and procedures. If ethical issues arise that are not explicitly covered within this Code, you have a duty to exercise good judgment and seek guidance either through your manager, Office Director, or the Ethics Hotline.

The Code applies to all Thornton Tomasetti owners, directors and employees, regardless of title or tenure. It is available to you in written form as well as on the firm intranet.

## Getting Help

### Seeking Advice and Reporting Concerns

You should seek advice when you are unsure about an appropriate legal or ethical course of action. This would include, for instance, situations when:

- Applicable policies seem difficult to interpret under the circumstances;
- The relevant laws or standards are complex;
- You have limited experience dealing with the subject matter; or
- You find yourself in a “gray area” and need guidance.

You have a duty to report potential or suspected violations of the Code. This includes situations where you know or suspect employees, clients or those with whom the firm has a business relationship are (or are about to be) engaged in illegal or unethical activity.



## Where to Go for Help

### To Ask a Question about the Code of Conduct

You should contact the Chief Human Resources Officer (CHRO) or the Ethics Hotline whenever you have a question about the Code.

### To Report a Violation of the Code of Conduct

Report immediately whenever you become aware of a possible violation.

There are many ways to report an issue or concern. All issues or concerns can always be reported directly to your Manager or Office Director, or any other Manager in your country. The Manager will take appropriate action to address your issue or concern.

You may also choose to use the external Ethics Hotline service. The firm has a confidential Ethics Hotline operated by Navex Global through which you may report possible violations of this Code or seek guidance. Reports to the Hotline of suspected misconduct may be made anonymously and will be kept confidential.

See the section on Accessing the Ethics Hotline for specific instructions.

## Our People

Thornton Tomasetti strives to maintain a safe and secure work environment, free of discrimination, harassment, and risk of physical harm.

### Equal Employment Opportunity

Thornton Tomasetti values diversity in the workplace, regardless of place of origin, and understands that a variety of backgrounds, skills, and experiences add to the firm's competitiveness and ability to adapt in a changing business environment. As such, Thornton Tomasetti will recruit, hire, train, and promote individuals in accordance with applicable laws and regulations of all countries where we operate.

### Harassment-Free Work Environment

Thornton Tomasetti strives to maintain a work environment that is free of harassment and intimidation. Thornton Tomasetti will not tolerate offensive behavior towards any employee or applicant for employment.



We follow all country-specific laws where we conduct business, including prohibiting harassment, bullying and discrimination. For further guidance, consult with your manager or Office Director, or contact the Ethics Hotline.

### **Health and Safety**

Thornton Tomasetti considers people as its most important asset. Therefore, the firm will provide and maintain a safe work environment that is in compliance with applicable country, state and U.S. federal regulations. In addition, it is the responsibility of every firm employee to help maintain a safe work environment and ensure the implementation of safety policies.

### **Drug-Free Workplace**

To help ensure the safety of all of its employees, Thornton Tomasetti strives to maintain a drug-free work environment. Therefore, the use, possession, or sale of controlled substances in any quantity while on firm premises is strictly prohibited. An employee may use medications prescribed by a physician if such use does not adversely affect work performance. Responsible consumption of alcohol is permitted at firm sponsored activities and social events.

### **Our Conduct**

Thornton Tomasetti's Code defines our professional conduct and day-to-day business. As such, it is the responsibility of all Thornton Tomasetti employees and requires the genuine commitment of the entire firm to conduct our business with ethics, integrity, commitment and compliance.

### **Ethics and Integrity**

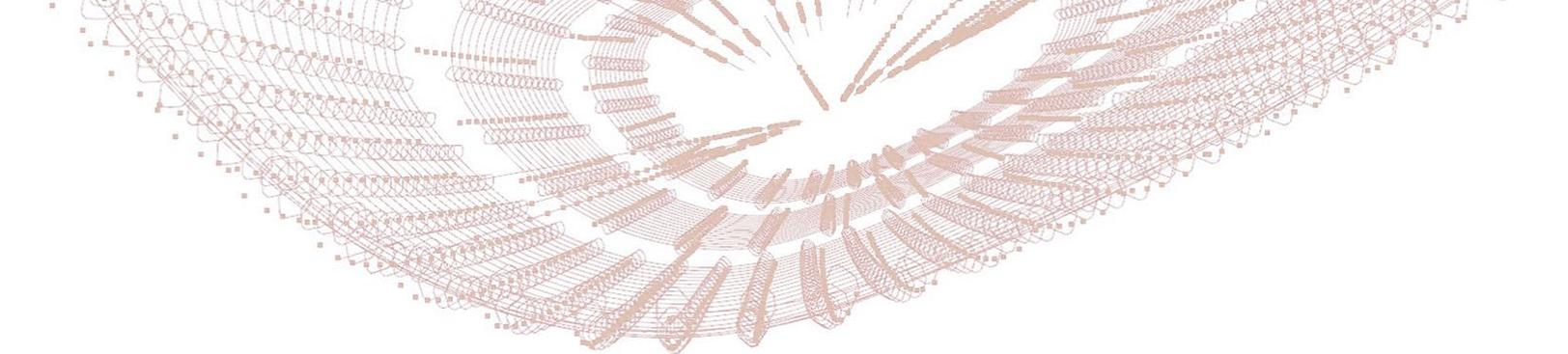
We perform our duties with ethics and integrity and ensure that all business relationships are maintained in a fair and equitable manner. We avoid all conflicts of interest.

### **Commitment**

We carry out our responsibilities with a professional level of commitment.

### **Compliance**

We adhere to the intent and letter of all applicable local, state, federal, and country-specific laws and regulations.



## Our Firm

Thornton Tomasetti is committed to accurately recording financial results, properly maintaining all firm records, protecting firm assets, and ensuring the security of our information systems.

### Recording Transactions

All transactions and activities that are required to be recorded into the firm's books and records should be done so accurately and completely. Thornton Tomasetti employees are therefore responsible for creating accurate and complete payroll records, time and expense reports, and other firm accounting records.

### Financial Reporting

It is the firm's policy to comply on a global basis with U.S. Generally Accepted Accounting Principles (GAAP). Any entries or changes to books, records or financial statements that do not comply with GAAP, or that are false or misleading, are prohibited.

### Document Retention

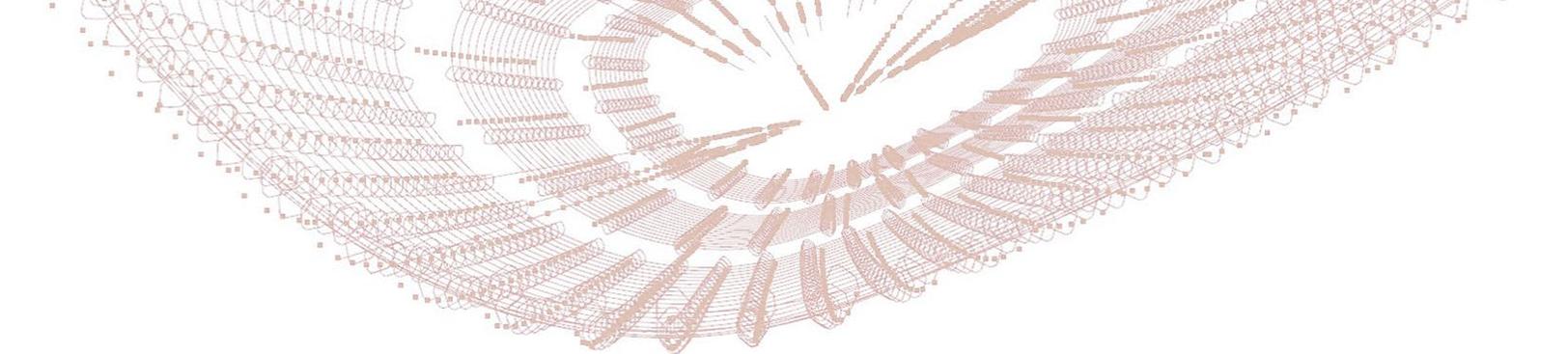
All firm business records should be retained for a period as defined by country-specific laws and local procedures. Furthermore, no Thornton Tomasetti employee should, under any circumstance, engage in the following:

- Destruction of any firm documents in anticipation of a request for those documents from any government agency or a court; and
- Alteration of any firm documents or records.

All non-routine government requests for information (e.g. requests not in the course of normal project administration, requests from enforcement agencies, etc.) should be forwarded to the firm's Legal Department for review. Thornton Tomasetti is committed to full cooperation with government inquiries and requests (for more information, see Responding to Government Investigations).

### Safeguarding Firm Assets

Employees should use firm assets only for their intended use and as authorized. In addition, Thornton Tomasetti employees have the responsibility to protect firm assets against theft and misuse. It is Thornton Tomasetti's policy to respect the intellectual property and capital of customers, suppliers, vendors, business



partners, and competitors. In addition, the firm will comply with applicable licensing, royalty, and rental agreements.

### **Use of Communications, Equipment, and Systems**

You have access to the firm's computers, systems and firm information to do your job. Your email is to be used for business purposes and Thornton Tomasetti has the right, subject to local laws, to monitor computer usage and related use of our systems.

You are expected to protect the security of these systems and follow firm policies concerning access and proper use (such as maintaining password security).

### **Clients and Marketplace**

Thornton Tomasetti is committed to conducting global operations honestly, ethically and in compliance with all laws, wherever we do business.

### **Bribery and Corrupt Practices**

Most countries in which we work have laws and regulations prohibiting bribery and other corrupt practices, such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act. These laws prohibit giving, promising, receiving or agreeing to receive anything of value or an advantage (financial or otherwise) to or from government officials or individuals in the private sector in order to obtain or retain business or any other form of an advantage. The FCPA also requires accurate record-keeping of all business transactions.

The FCPA and the UK Bribery Act share many key similarities, including the possibility of criminal fines and imprisonment. But material differences between these laws exist as well, specifically the UK Bribery Act's prohibition of commercial bribery between private parties, and its standard of strict liability against a commercial organization for its failure to prevent bribery. The FCPA generally does not criminalize commercial bribery not involving foreign government officials.

### **Doing Business with Governments**

Thornton Tomasetti frequently conducts business with U.S. local, state, and federal government entities as well as governments of other countries/. Thornton Tomasetti employees should be sensitive to the varying restrictions and standards applied to these transactions. For example, the integrity of the procurement process with government entities is highly regulated and may



specify proposal or bid requirements, prohibit contact with procurement officials, and limit the receipt of information relating to competing bids and their evaluation.

In addition, U.S. federal, state and local laws as well as country-specific laws set forth different restrictions on the employment of former government personnel. These limitations may preclude work on specific projects on which a former government employee may have worked. It is the responsibility of each employee to alert their manager or Office Director if made aware of any particular restriction. You may also consult through the Ethics Hotline, or directly with the CHRO or the Legal Department.

### **Conflicts of Interest**

In the course of our business, conflicts of interest can arise in a variety of circumstances. These may include situations where an individual may receive funds, property or services from other parties in addition to the standard compensation received from Thornton Tomasetti, or where an individual's personal interests may conflict with those of Thornton Tomasetti. In addition, there are other circumstances that may lead to conflicts of interest or have the appearance of a conflict. In all cases, it is the responsibility of all Thornton Tomasetti employees to avoid conflicts of interest.

In the event that actual or potential conflicts of interest arise, it is the responsibility of the Thornton Tomasetti employee involved to report this situation directly to either the Ethics Hotline or the CHRO. The CHRO and the Legal Department shall be responsible for making any appropriate determinations as to appropriate action. Under the appropriate circumstances, the CHRO will report these instances directly to senior management.

The following are examples of potential conflicts of interest:

#### *Financial Interests*

- Financial transactions involving a personal or financial interest that may affect the firm;
- Financial interest in any business with which Thornton Tomasetti or any Thornton Tomasetti affiliate has a business relationship; and
- Acquiring real estate or any other interest the employee knows or has reason to know that the firm may be interested in purchasing.



A financial interest in the sense used above does not include ownership of a small number of publicly traded securities of a corporation.

#### *Information*

- Obtaining or releasing confidential information or data concerning the firm or its operations without proper authorization; and
- Using any non-public firm information in relation to the sale or purchase of stock or other securities.

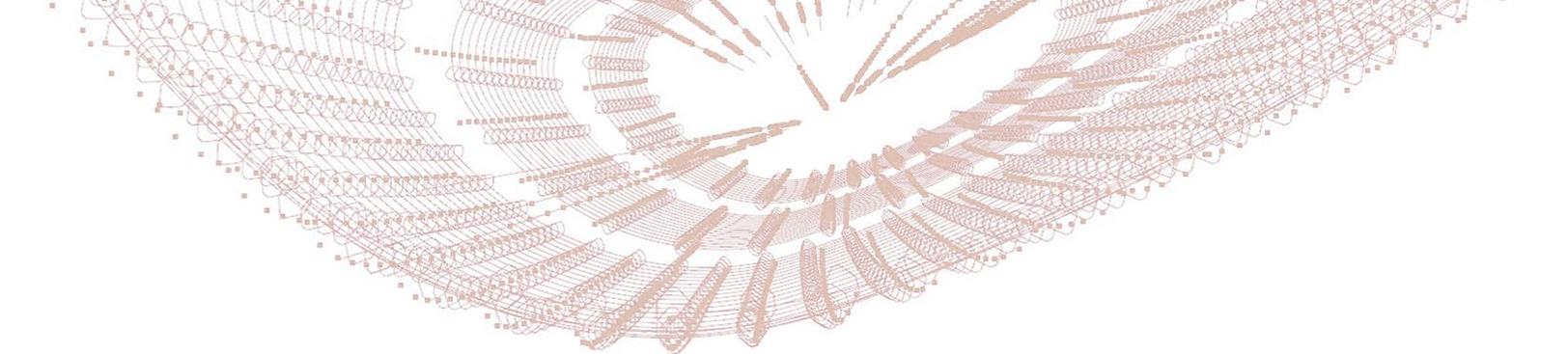
#### *Employment, Memberships & Business Relationships*

- Hiring relatives of current employees, where the related parties will be assigned to the same office or project and either relative reports to or is evaluated by the other;
- Using relatives of current employees in a sub-contracting arrangement; and
- Obtaining secondary employment with competitors or any other firm seeking to have a business relationship with Thornton Tomasetti. All Thornton Tomasetti employees must disclose all outside employment to the CHRO and obtain written approval before commencing any such employment.
- Serving or accepting a position on the board of directors of another firm, civic association, or nonprofit organization without express written approval from the CHRO.

#### *Political Activities*

- Contributing to or participating in the campaign of a political candidate or entity as a representative or in the name of Thornton Tomasetti. (Note: Contributions or reimbursement from corporate funds is prohibited).
- Exerting any form of coercion or using any form of inducement to pressure a fellow employee into participating in or contributing to a political campaign.

Every Thornton Tomasetti employee is encouraged to seek guidance from the CHRO or the Legal Department whenever there is any possibility of an actual or perceived conflict of interest.



## Proprietary and Confidential Information

Thornton Tomasetti strives to protect all proprietary and confidential information. This policy is applicable to internal firm information as well as that of customers and those with which Thornton Tomasetti has a business relationship, particularly those with formal teaming or consulting agreements. Any questions regarding the release of proprietary or confidential information should be directed to Thornton Tomasetti's Legal Department.

## Fair Competition and Antitrust Laws

Thornton Tomasetti is dedicated to compliance with all antitrust laws. Antitrust laws are designed to protect free competition and prevent unfair business practices. Violation of antitrust laws may result in both civil lawsuits and criminal prosecution. Penalties may include fines, imprisonment, and payment of punitive damages. Requests from customers or business partners to participate in any collusive or other suspicious activity should be reported immediately to the Ethics Hotline or to the Legal Department to ensure that no antitrust laws are violated.

## Ethical Sourcing

Ethical sourcing is a sustainable and responsible approach to supply chain management and sourcing.

Thornton Tomasetti is committed to sustainable and ethical sourcing of building materials and office supplies for our 50+ locations. Our typical role on a project team is as consultant or sub-contractor, and therefore we may not always have direct impact on sourcing decisions. This policy relates to areas where we do have impact, such as in the specification of materials, such as concrete, steel, wood, glass and supporting components.

In keeping with our environmental policy – to promote and apply creative means to reduce carbon in our projects, and committing to achieve carbon-neutral business operations – we aim to apply our embodied carbon specifications when sourcing these materials so that our projects use materials or adjustments to materials that are less carbon intensive than typical choices. Another area of impact is in the selection of healthy materials; we aim to avoid the use of toxic materials on the Living Building Challenge (LBC) “Red List.”

We will not specify products that we know to be from businesses that use child labor, forced or compulsory labor, or that employ discrimination, repressive work



conditions, inequitable working hours or remuneration, or unsafe and unhealthy work environments.

Our contracting process takes into consideration opportunities to improve social equity outcomes through the use of small businesses owned by socially and economically disadvantaged people or businesses that have demonstrated a clear mission to promote social equity. These businesses include certified Minority-Owned Businesses, Women-Owned Businesses, Service-Disabled Veteran-Owned Businesses, certified B Corps, JUST labelled Businesses or Worker Cooperative Businesses.

Following our sustainable office guidelines, we seek office supplies with high recycled content and low toxicity. At least 40 percent of our major office supply purchases comply with sustainability standards established by third-party programs including Energy Star, Fair Trade and Cradle to Cradle.

### **Procurement Integrity**

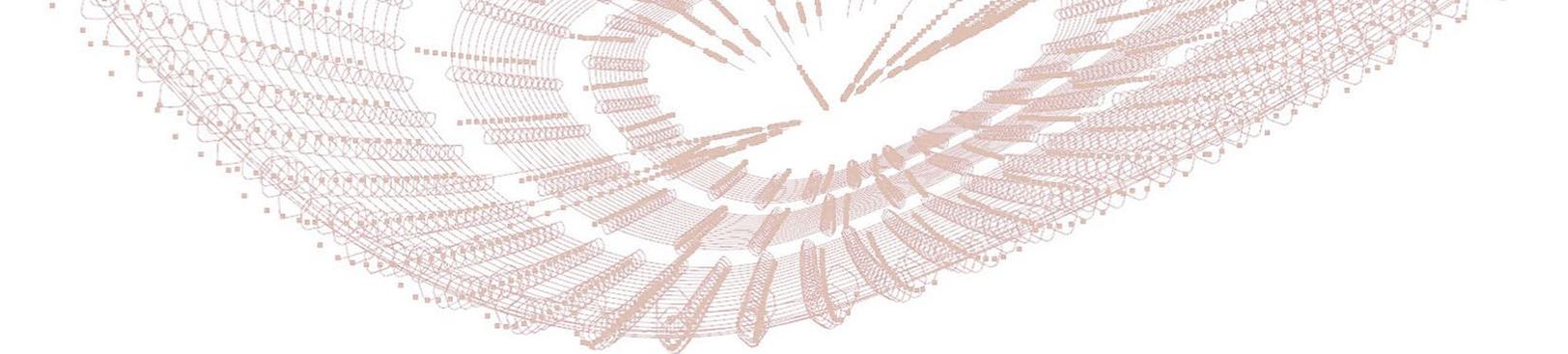
Thornton Tomasetti will comply with all country-specific laws and regulations applicable to the procurement of goods or services. The firm will treat all parties with which it has a business relationship fairly and will conduct itself in an ethical manner when obtaining new business. All proposals and contracting arrangements should be based on price, quality, service, and ability to meet Thornton Tomasetti's or other party's needs.

Thornton Tomasetti employees should not accept or receive anything of value from any party with which Thornton Tomasetti has a business relationship in an attempt by that party to win business or favorable treatment from Thornton Tomasetti. Moreover, Thornton Tomasetti expects that those parties with which it conducts business will do so in adherence to the standards and principles described in this Code of Conduct.

### **Gifts and Entertainment**

Thornton Tomasetti may use reasonable business entertainment and gifts to create goodwill with business partners and clients. No business courtesies should ever be conditioned on purchasing firm services or giving preferential treatment to the firm.

Thornton Tomasetti employees should also be aware that special rules apply to gift giving in relation to government personnel. It is Thornton Tomasetti's policy



that all employees are prohibited from the giving or receiving of any gifts or entertainment to or from government clients and personnel. For other clients and their employees, employees are prohibited from the giving or receiving of gifts and business entertainment if such gifts and entertainment are considered extravagant or lavish. In addition, Thornton Tomasetti employees are prohibited from giving or receiving gifts that are in the form of cash, travel or lodging, or gifts in violation of country-specific laws. Questions about these or other rules should be addressed to Thornton Tomasetti's Legal Department.

## **Environmental Compliance**

Thornton Tomasetti seeks to comply with all applicable country-specific environmental protection laws applicable to its business and services. Violation of environmental protection laws may result in civil litigation as well as criminal prosecution. It is your duty to report all possible incidents in which the firm may be liable for environmental protection violations to the Ethics Hotline, your Manager, Office Director or the CHRO.

## **Media and Government Relations**

### **Media Relations**

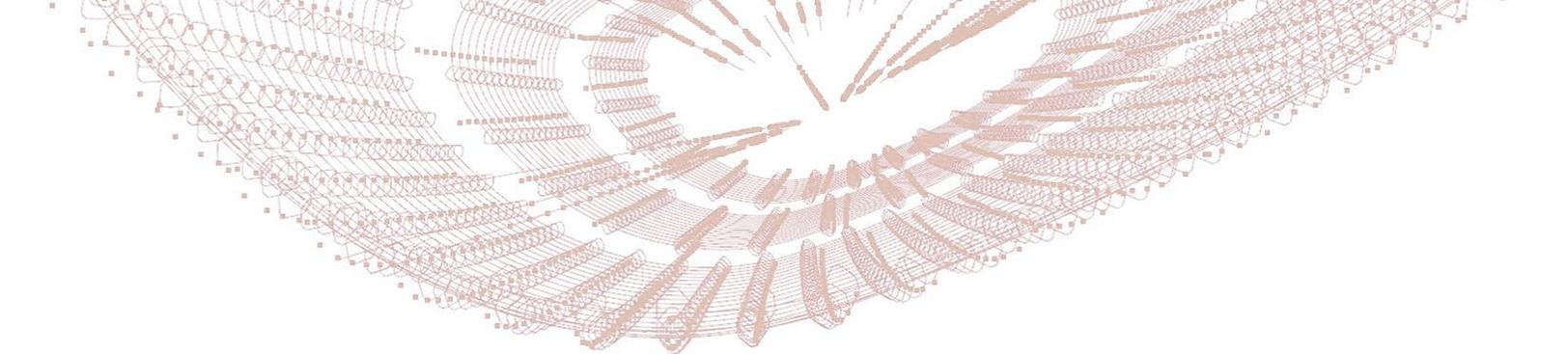
When contacted by the media, refer the call to the Marketing-Communications department, and inform your Office Director of the query. Neither confirm nor deny any statements from the reporter; simply refer the call or email.

### **Responding to Government Audits, Inspections and Investigations**

The firm must abide by numerous laws, regulations, rules, ordinances and restrictions imposed on it by all levels of government. While Thornton Tomasetti complies with most laws and government interactions in the ordinary course of business, there can be sanctions, penalties, fines, administrative, regulatory or legal action imposed for inaction, delays or failures to respond to government bodies. It is the policy of our firm to cooperate with government agencies in their investigations.

You should bring the following to the immediate attention of the Thornton Tomasetti Legal Department:

- Requests or subpoenas to appear or testify before a grand jury, government agency, commission or legislative or administrative body;

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- Notification of an investigation by authorities responsible for enforcing laws;
  - Non-routine inspections, visits, interview requests, and requests for firm Documents by any federal, state, local or non-U.S government or government agency (e.g. requests not in the course of normal project administration, requests from enforcement agencies, etc.); and
  - Communications or notices received from government bodies or agencies imposing or threatening substantial fines, penalties or injunctive action.

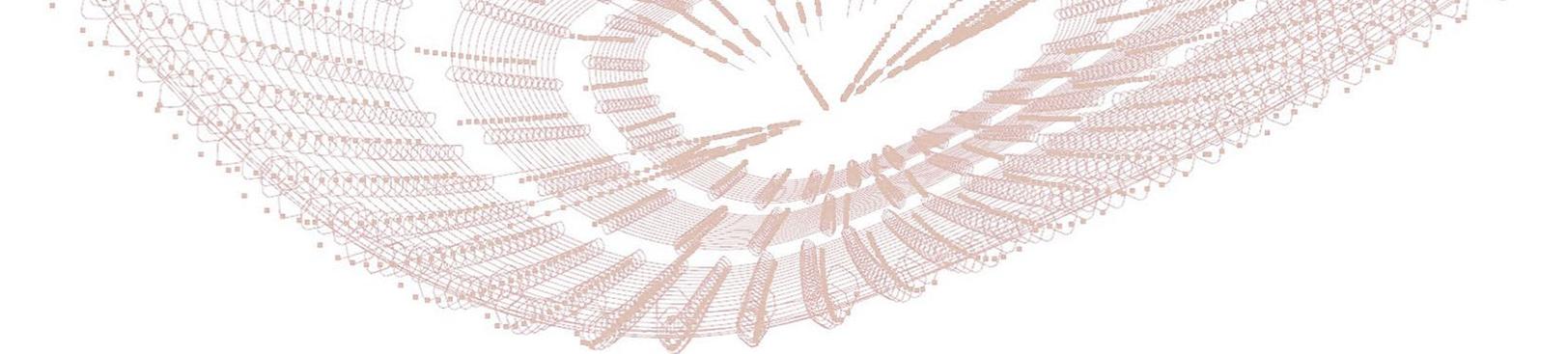
If you are unsure as to whether a government audit, inspection or other activity is actually a government investigation, you are required to contact Thornton Tomasetti's Legal Department.

## Our Responsibility

Thornton Tomasetti employees are expected to adhere to the standards outlined in the Code. Failure to report misconduct or to otherwise comply with the Code may lead to disciplinary actions up to and including termination of employment:

- Violating laws, regulations, Thornton Tomasetti's Code of Conduct, or local policies or procedures;
- Directing or encouraging others to violate laws, regulations or Thornton Tomasetti's Code of Conduct, policies or procedures;
- Failing to report known or suspected violations of laws, regulations or Thornton Tomasetti's Code of Conduct, policies or procedures;
- Interfering with or being uncooperative during an internal or external investigation; and
- Retaliating against others for reporting a concern or violation.

Thornton Tomasetti employees should also be mindful that violations of laws, regulations or Thornton Tomasetti's Code of Conduct could trigger external legal action against you, your colleagues, and the firm, its affiliates, and clients. Criminal or government enforcement action can include suspension or revocation of licenses, sanctions, monetary fines, criminal penalties, and imprisonment.



## Accessing the Ethics Hotline

You can access the Ethics Hotline at <http://thorntontomasetti.ethicspoint.com/> and issues or concerns can be made online or by telephone.

Be aware that data privacy laws differ between countries. For that reason, there are some limitations in reporting through the Ethics Hotline service.

### **UK and Denmark**

The Ethics Hotline service will only accept reports related to Bribery, Auditing, Accounting and other financial issues. All other issues or concerns should be reported to your Manager or Office Director, or any other Manager in your country.

### **China and Russia**

All issues or concerns should be reported to your Manager or Office Director, or any other Manager in your country.

You should not fear retaliation or retribution. Thornton Tomasetti prohibits retaliation against anyone who, in good faith, reports a possible violation or participates in an investigation, even if sufficient evidence is not found to substantiate the concern.