

CODE OF CONDUCT POLICY FOR BUSINESS PARTNERS

CLEAN EARTH COMMITMENT

Clean Earth Corporation and its affiliated entities (“Clean Earth”) is dedicated to administering and promoting its Business System and Values with agents, contractors, consultants, distributors, suppliers and vendors (collectively “Business Partners”). Clean Earth expects and encourages all Business Partners to apply the principles in our Code of Conduct (“Policy” or “Clean Earth Business Partner Code of Conduct”) and act in ways that are consistent with the Policy. Clean Earth may elect not to work with, or cease working with, Business Partners who do not meet these expectations.

SCOPE OF THIS POLICY

Our Policy is based on the Clean Earth Code of Conduct and defines rules of behavior and ethical standards that apply to all of Clean Earth's Business Partners. This Policy is not intended to be an exhaustive list of all ethical and business conduct requirements to be followed by Business Partners. Clean Earth expects its Business Partners to appropriately train their employees on the principles in this Policy to increase awareness and ensure good business practices.

Clean Earth reserves the right to conduct compliance audits of its Business Partners and their sub-contractors to verify the Business Partners' commitment to this Policy.

BRIBERY, KICKBACKS AND FRAUD

No funds or assets can be paid, loaned or otherwise given as bribes, kickbacks, or other payments designed to influence or compromise the conduct of an Clean Earth employee or a government official. A bribe can be anything of value given to another person to gain an undue business advantage. Any item or service that is given with the aim of influencing a business decision may qualify as a bribe. Business Partners must refrain from any action that would provide something of value to an Clean Earth employee, counterparty or government official with the aim of gaining business, as any such action violates anti-bribery laws and this Policy.

For any questions about interactions with government officials, contact tkarn@cleaneearthinc.com before taking any action. The questions will be forwarded to the appropriate authority.

RESPONSIBLE CONTRACTING

Clean Earth is committed to ensuring that it maintains and upholds the Clean Earth Values when entering into a contract. Clean Earth expects its Business Partners and their sub-contractors to apply similar principles when entering into contracts with Clean Earth.

All Business Partners must respect their contractual commitments to Clean Earth. Business Partners must not collude with other tenderers, distributors, suppliers or contractors, or engage in any other form of anti-competitive behavior.

DUE DILIGENCE

All Business Partners must participate in our risk-based Due Diligence screening process. This includes the completion of all required forms and submission of any requested documentation (e.g., financial records).

CODE OF CONDUCT POLICY FOR BUSINESS PARTNERS

COMPLIANCE WITH LAWS

Business Partners must fully comply with all laws and regulations applicable to their business and their relationship with Clean Earth. Without limitation, these include all applicable laws and regulations governing (a) anti-bribery and corruption (including, but not limited to the Foreign Corrupt Practices Act, UK Bribery Act and Brazil Clean Companies Act); (b) the export, re-export and retransfer of goods, technical data, software and services; (c) import of goods; (d) labor and employment; (e) conflict minerals; (f) the environment; (g) economic sanctions and embargoes; (h) data protection, (i) anti-slavery and human trafficking; (j) U.S. antiboycott laws; and (k) competition requirements.

CONFLICTS OF INTEREST

A conflict of interest may arise when a Business Partner has a competing professional or personal interest in the course of carrying out Clean Earth business. All Business Partners must avoid any Conflict of Interest in their work with Clean Earth. Business Partners should likewise ensure that all sub-contractors avoid such situations.

Any Business Partner that suspects an actual, potential or perceived Conflict of Interest must disclose the situation immediately and in writing to Thomas Karn, tkarn@cleaneearthinc.com, who will forward to the appropriate authority.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

Business Partners are expected to conduct all activities in compliance with all relevant environmental and employee health and safety laws and regulations. Any potential violation of environmental, health or safety laws, regulations or company practices or requests to violate established EHS procedures should be reported to Clean Earth immediately.

GIFTS, TRAVEL AND ENTERTAINMENT

Gifts that could reasonably be considered attempts to improperly influence an Clean Earth employee are never allowed. Employees of Clean Earth are prohibited from accepting or giving anything more than modest gifts, meals and entertainment from/to Business Partners. A gift includes, but is not limited to, tangible items as well as intangible items such as tickets to events, favors, special discounts, offers of employment, loans, etc. Ordinary business meals and small tokens of appreciation such as gift baskets at holiday time generally are fine, but Business Partners must avoid offering Clean Earth employees travel, frequent meals or expensive gifts. Gifts of cash or cash equivalents, such as gift cards, are never allowed.

To the extent that Clean Earth is paying for the expenses of a Business Partner, all such expenses must be reasonable and consistent with the requirements of Clean Earth's own travel and entertainment policy.

HUMAN RIGHTS AND CHILD LABOR

We expect our Business Partners to share our commitment to human rights: to treat people with respect and dignity; to encourage diversity, diverse opinions, and inclusion; to promote equal

CODE OF CONDUCT POLICY FOR BUSINESS PARTNERS

opportunity for all; and to engage in ethical business practices.

We require our Business Partners to ensure that compulsory labor - including child labor, forced labor, slavery and human trafficking - is not used in the performance of work. The term "child" refers to any person under the minimum legal age for employment where the work is performed.

INTELLECTUAL PROPERTY

Business Partners are expected to protect and respect all intellectual property belonging to Clean Earth which shall include but not be limited to all of Clean Earth's patents, trademarks, copyrights, trade secrets, know-how and other confidential or proprietary information. Business Partners have no right to use any intellectual property or other proprietary information belonging to Clean Earth without prior written authorization from Clean Earth.

REPORTING MISCONDUCT

Clean Earth expects Business Partners to report illegal or unethical behavior, or any violation of this Policy to the Clean Earth Integrity Line via the Sr. Mgr., Procurement Center of Excellence.

- Email: tkarn@cleanearthinc.com
- Phone: (267) 853-6811
- Web:

Business Partners are expected to assist Clean Earth in the investigation of any Code of Conduct allegations involving Clean Earth and the Business Partner.



CODE OF CONDUCT POLICY FOR BUSINESS PARTNERS

Acknowledgement

On behalf of the Business Partner, I have read and understand the Clean Earth Business Partner Code of Conduct and acknowledge that the Business Partner is required to comply with it.

On behalf of the Business Partner, I understand that any Clean Earth Global Compliance & Ethics should be contacted with any questions regarding the Clean Earth Business Partner Code of Conduct.

On behalf of the Business Partner, I understand that alleged violations of the Clean Earth Business Partner Code of Conduct must be reported to the Clean Earth Integrity Line and that Clean Earth expects cooperation with any investigation that may result.

Signature (on behalf of Business Partner)

Date

Printed Name and Title of Business Partner Representative

Business Partner Name

Clean Earth Division

This acknowledgment should be signed and returned to your Clean Earth Division point of contact.