



A FIRM **FOUNDATION**

■ Code of Business Conduct

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A Message From Our CEO



At CDM Smith, our reputation is built on delivering smart, sustainable solutions, providing exceptional client service, standing behind our work and doing what's right—even when no one is watching. This unwavering commitment to integrity and ethical behavior has defined us since our founding and continues to guide how we operate every day.

The CDM Smith Code of Business Conduct is more than just a document—it's a reflection of our core values and a practical guide for navigating complex situations. It helps us uphold the laws and policies that govern our work and ensures we have the resources and support we need when questions arise.

I'm honored to lead this extraordinary firm. When we act with integrity and stay true to our shared principles, we strengthen our culture, elevate our performance and reinforce the trust placed in us by our clients, partners and communities. Together, we will continue to set the standard for excellence in our industry—and shape a future we can all be proud of.

A handwritten signature in black ink that reads "Timothy B. Wall". The signature is written in a cursive, professional style.

Timothy B. Wall

Chairman and Chief Executive Officer

April 2026

Our Vision & Values

Our Vision

We will be the best, brightest and boldest in the industry. Client focused, employee centered, technically superior, independent and strong.

Our Values

■ Integrity

We believe in honest and respectful interactions with our clients, colleagues and community. We proudly stand behind all that we do.

■ Shared Commitment

We hold ourselves and each other accountable to do and be our very best. We expect a lot from CDM Smith and the firm expects a lot from each of us.

■ Initiative

We are empowered to act and make an impact. Leadership at all levels is valued and expected.

■ Teamwork

Working together allows us to achieve even greater results for our clients and ourselves. We believe in building relationships and fostering collaboration.

■ Excellence

We give our all to everything we do. Superior performance is the bar we set for ourselves every day.



■ We Follow the Code

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Understanding Our Code

Nobody knows the importance of *A Firm Foundation* quite like architects and engineers do. But our foundation doesn't start with excavators and concrete. It starts here, with *CDM Smith's Code of Business Conduct* ("Code"). Whether you're just beginning your time at CDM Smith or returning to these pages in search of guidance, our Code is here to ensure you have a sure footing. Because when you operate from a stable and secure foundation, the sky is the limit for what comes next.

This Code will set you up for success by providing:

- Examples of dilemmas you might face.
- Actions you can take to handle them.
- Common questions that arise at work.
- Decision-making aids.
- Links to our policies and other resources.

Who Does This Code Apply to?

As CDM Smith employees, all of us are expected to uphold the letter and spirit of the Code, regardless of role or title. From project sites to our boardroom, and everywhere in between, the Code applies to each of us. And because our suppliers and other partners represent CDM Smith, they are also expected to demonstrate the same high level of integrity.

What If a Violation Occurs?

Violations risk unsettling our foundation and damaging our well-earned reputation. That's why we take them seriously. When our Code or our policies are not respected, disciplinary actions can follow and can include termination. A violation of our Code can also mean a violation of the law, which could lead to civil or criminal penalties for those involved – and, in certain cases, for our firm.

Still Looking for Answers?

Foundations are important, but they're only the beginning. And while this Code attempts to cover most of the ethical and legal compliance issues you may encounter during your time at CDM Smith, it can't anticipate them all. If you need additional information, try consulting the policy links and resources listed throughout this Code.



Getting the Most From Our Code

Look for these tools throughout the Code:



Roadmap for Success provides a high-level overview of the laws, policies and best practices guiding CDM Smith.



Think About It highlights common situations you might run into and how to handle them.



Putting It Together offers links to CDM Smith's policies and other key resources to find more detailed answers that may not be in this Code.



The Integrity Line provides a direct path for you to report concerns or ask questions.



Need Help? provides contact information for resources such as Human Resources, the Compliance Department, and the Office of General Counsel.

Knowing Your Responsibilities



All employees of CDM Smith have a responsibility to:

- Understand and practice the values and principles outlined in our Code.
- Comply with the laws, regulations, policies and client requirements that apply to our work.
- Maintain an ethical and respectful business culture throughout our firm.
- Report any unethical business conduct or violations of our Code, policies or the law.

In addition to the above responsibilities, as leaders we expect our managers to also:

- Ensure their employees are familiar with this Code and our policies.
- Model high ethical standards and respectful business conduct.
- Maintain clear and open lines of communication.
- Address or escalate all employee concerns, reports or allegations appropriately.
- Be vigilant for signs of inappropriate business conduct anywhere in our firm – not just on their own team.

Making Ethical Decisions

The world, our industry and our firm are ever-changing. When you aren't sure what the right path forward is, start by asking yourself these questions:

- Is this action or decision legal?
- Is it safe?
- Is it in line with our Code and policies?
- Is it in keeping with CDM Smith's vision and values?
- Would I be comfortable if this was all over social media?
- Is it free from outside influence?

If you answered "yes" to all six questions, it's probably the right choice. If you answered "no" or were unsure about any of them, stop and [seek assistance](#).



Sharing Concerns

Even the best laid foundations must be monitored for damage and wear. Our foundation is no different. We protect the business we've built by speaking up and sharing concerns when something isn't right.

Of course, speaking up isn't always easy. That's why CDM Smith provides multiple avenues for asking questions and raising concerns, including:

- Your own manager or another supervisor
- Your HR Business Partner
- The Office of General Counsel
- The Compliance Department
- The Integrity Line

Using the Integrity Line

The Integrity Line is a confidential way to report known or suspected violations. You may report anonymously, where allowed by local law. Available 24 hours a day, seven days a week, the Integrity Line is staffed by third-party ethics and compliance specialists who will listen, ask questions and report your concern to the Compliance Department. Reports may be submitted via the following methods:

- **Online/Web:** Visit cdmsmith.ethicspoint.com.
- **Phone:** The United States phone number is **1 (844) 330-7087**. To access a phone number for a location outside of the United States, visit the link displayed above and select your country or region from the dropdown menu provided. A local phone number is available for most locations where we do business. Where telephone reporting is unavailable, please submit a report online.
- **Mobile Device:** Simply scan the QR Code below with your mobile device to begin. Directions on how to file a mobile report are accessible [here](#).



Our Commitment to Non-Retaliation

CDM Smith does not retaliate or tolerate retaliation against anyone who participates in an investigation or reports a violation or concern in good faith. If you believe you are the target of retaliation or have witnessed retaliation against someone else, report it immediately.



Sharing Concerns



Think About It

Q: I'm a manager, and one of my responsibilities is approving timesheets. One day, while reviewing timesheets, I noticed that an employee had charged 60 hours for a week that he was supposed to be on PTO. I asked him what the hours were for, and he said that he ended up doing some work while on vacation, but he couldn't provide much detail on what he worked on. I don't know for certain that a policy violation took place – should I still report this?

A: Yes. Even if you don't know all the facts, you have a reasonable suspicion that something unusual and potentially improper may have occurred. Asking questions initially is the correct thing to do. At this point, a report you make honestly is considered in good faith, regardless of whether the subsequent investigation uncovers any actual misconduct. Since this is a potentially serious matter, you are right to speak up. If the report turns out to be unsubstantiated, neither you nor the implicated employee will face any consequences.

Investigations

When you file a report, we take it seriously. Every report is reviewed by the Compliance Department in tandem with relevant subject matter experts.

There are important steps you can take to help facilitate a prompt and thorough investigation:

- No matter which resource you use to make your report, be prepared to provide as much detail as possible (who, what, when, where and why) and to cooperate fully with any ensuing investigations.
- If you report anonymously through the Integrity Line, you will be given a unique case number. Hold on to this number and keep it secure to allow for follow-ups.
- Refrain from discussing investigations with others.
- Remember that, out of respect for privacy, CDM Smith may not be able to inform you of investigation outcomes or disciplinary actions taken.





■ We Look Out for Each Other

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Putting Safety Above All

We only consider it a successful day at CDM Smith when everyone at every facility and job site gets home safely. That's why safety needs to be the top priority for every employee, regardless of your role or title.

Roadmap for Success

- Carefully follow all health and safety policies, procedures and instructions as they apply to your role.
- Complete all required safety training, wear personal protective equipment when necessary and **never cut corners to save time**.
- Report any job-related injuries or workplace hazards (such as deficient equipment, unsafe conditions or near misses) immediately.
- Never come to work under the influence of drugs or alcohol.

Keep Violence Out of Our Workplace

- Report any threats or violent actions immediately.
- Never carry or store weapons, explosives or other dangerous articles on company or client property.
- Follow all facility and site security procedures and report any unauthorized individuals immediately.

Think About It

Q: You're visiting a bridge construction site to review design implementation when the contractor says you don't need a hard hat since you're "just walking the bridge deck to check alignment, no overhead work happening." The PPE seems unnecessary for a quick design review. Do you need the safety gear for this type of site visit?

A: This requires careful judgment. Construction sites have multiple hazards beyond overhead risks, and conditions can change rapidly. The key question is: What do the site safety requirements specify for the work area? Safety is every employee's responsibility and appropriate protective equipment must be used. Site access requirements apply regardless of your specific task or professional role. When there's uncertainty about PPE requirements, verify with your supervisor or the Health & Safety team before proceeding.

Putting It Together

[Health and Safety \(H&S\) Policies](#)



Fostering Inclusion and Belonging

Our projects depend on teams of skilled professionals working together to get the job done. That's why we are committed to fostering an inclusive work environment, where the growth and development of all employees go hand-in-hand with our overall success as a company.



Roadmap for Success

- Remember that CDM Smith is an Equal Opportunity Employer committed to non-discrimination in all aspects of our operations.
- Never base employment-related decisions – such as hiring, advancement, project assignments or compensation – on protected characteristics like race, gender or religion.
- Treat everyone – employee, contractor, vendor, client or anyone else – with respect always.
- Welcome new ideas and encourage others to share their unique viewpoints.

What are protected characteristics?

They generally include:

- Age
- Creed
- Disability
- Gender
- Gender expression or identity
- Marital status
- Nationality
- Pregnancy and maternity
- Race, ancestry and skin color
- Religion
- Sexual orientation
- Veteran status



Think About It

Q: As a child, I legally immigrated to the United States from Guatemala with my family. Sometimes my coworkers make jokes about my accent. I don't think they mean any harm, but it has started to make me uncomfortable. Should I say something?

A: Yes, you should. While a joke may seem harmless, CDM Smith wants all employees to feel comfortable at work. Taken to an extreme degree, comments about national origin may lead to feelings of discrimination or harassment, neither of which are tolerated here. If you feel comfortable doing so, you can try addressing the issue with your coworkers directly. But if you don't, or the jokes continue, [speak up](#).



Putting It Together

Recognition, Inclusion & Culture

Showing Respect in the Workplace

Everyone at CDM Smith has something of value to contribute, and they deserve to make their contributions free from harassment, bullying and intimidation. That is why we are committed to making CDM Smith the kind of workplace where everyone is treated with respect and dignity.

Roadmap for Success

- Help us maintain a respectful workplace by treating others the way you'd want to be treated.
- Remember, CDM Smith has zero tolerance for intimidation, harassment and bullying in the workplace.
- Learn to recognize the various forms harassment can take, including:
 - **Quid pro quo sexual harassment:** When a manager or someone in a position of authority seeks sexual favors in exchange for favorable professional treatment.
 - **Hostile work environment:** When conduct occurs that is unwelcome, severe and so pervasive that it interferes with an employee's ability to perform their duties. Such conduct may include, but is not limited to, comments and actions about an employee's gender, race, religion or national origin.
- **Never turn a blind eye. Speak up** immediately if you witness or suspect harassment or other disrespectful conduct in the workplace.

Respectful Around the Clock

Our commitment to preventing harassment doesn't end when we clock out. Remember that inappropriate behavior at offsite events, work-related social gatherings or online can still constitute harassment, even if it does not occur at our facilities or via our systems.



Putting It Together

[HR.0700.07 Anti-Harassment/Anti-Discrimination](#)

[HR 0700.08 Global Anti-Harassment/Anti-Discrimination](#)





■ We Safeguard Our Company

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Using CDM Smith Assets

From construction equipment to laptops and office supplies, we make sure every CDM Smith employee has the right tools to do their jobs and do them well. In turn, every CDM Smith employee has an obligation to protect the tools, equipment and other company assets entrusted to them.

Roadmap for Success

- Remember that CDM Smith assets are entrusted to you for legitimate business purposes and must be used in accordance with our policies. Company systems are provided for business use; limited personal use is permitted only if it does not interfere with work duties or violate any policy.
- Prevent the loss, misuse, waste, damage and theft of assets by following proper security and storage procedures. Never borrow, lend or sell assets without authorization.
- Complete all required cybersecurity and information systems trainings and refrain from opening suspicious links or sharing passwords.
- Refrain from using personal electronic devices for work that have not been approved by the BT Security group.

- Remember that **confidential information** is a valuable CDM Smith asset and should only be shared with those who are authorized and have a need to know.
- Speak up** about potential security breaches immediately.

Home or Office? The Same Rules Apply

Whether you work from one of our facilities or a remote location, your obligation to protect CDM Smith assets remains the same. Make sure you're following our cybersecurity best practices and securing all Company equipment and vehicles.

Putting It Together

[BT.0200.01 Acceptable Use of Technology](#)



Protecting Confidential Information and Personal Data

When people look upon our finished projects, it's often easy to see the physical materials – concrete, asphalt, steel – that went into their creation. What's harder to see are the intangible assets – trade secrets, planning documents, client communications, personnel records – that also went into them. But we know that confidential information and private data undergird all our work and must be protected.

Roadmap for Success

- Take responsibility for protecting any and all confidential information or private data you come across in your work. Only share such information over secured networks with people who are authorized and have a legitimate reason for accessing it.
- Gather only the minimum amount of private data needed to fulfill a legitimate business purpose, always doing so in accordance with our policies and applicable laws. Do not process personal data without first obtaining the consent of individuals involved and following our data privacy policies.
- Follow our cybersecurity best practices for protecting and storing [electronic and information assets](#). Be vigilant and [speak up](#) about any potential data breaches immediately.
- Never discuss confidential information in public locations – such as airplanes, restaurants or hotel lobbies – where you may be overheard.
- Remember your obligation to protect CDM Smith's confidential information continues even after you leave the firm.



Putting It Together

[BT.0200.05 Global Data Privacy Policy](#)

[BT.0200.16 Information Security Policy](#)

[GC.0900.01 Confidentiality](#)



Best Practices for Artificial Intelligence (AI)

- **Use the right tools for the job.** If you are authorized to use AI as part of your work, limit your use to tools and applications that have been vetted and approved by CDM Smith.
- **Check your inputs and outputs.** Never input confidential information or private data into a public AI tool. Review all AI outputs for bias and accuracy.
- **Never let AI replace your own judgment.** Never trust AI with strategic decisions about our company, our employees, our partners or our clients. Be accountable.

Creating Accurate Business Records

Business records allow us to track our work and make informed decisions for the future. That's why we all have a responsibility to create and store records that are thorough, accurate and timely.

Roadmap for Success

- Be accurate, clear, complete and timely in every transaction and every record you create. Follow our policies and internal controls, as well as applicable laws, accounting practices and regulations.
- Never create **false or misleading records** or allow others to pressure you into doing so.
- Follow CDM Smith's records management policies and retention schedules. Never destroy a record that has been requested for a lawsuit, investigation or audit.
- Give accurate, complete and timely information when making authorized financial disclosures on CDM Smith's behalf.
- **Speak up** immediately about any suspicious accounting activity or inaccurate records.
- Always record your time accurately. Do not overrepresent or underrepresent the hours worked.

Think About It

Q: I've been working on two different projects this week – one is a private sector commercial development and the other is a federally funded infrastructure project. I spent most of my time on the federal project, but the Project Manager asked me to charge more of my hours to the commercial job "to keep things clean" because the federal project is nearing its budget cap and under audit. She said it's not a big deal since I worked on both jobs anyway and she knows the commercial job is way under budget. Is it okay to do this?

A: No, this is a serious violation of our timekeeping policy and potentially a violation of federal law. Time must always be recorded accurately according to the work performed. Misallocating hours – especially on a government-funded project – can be considered a form of fraud and may trigger legal, financial and reputational consequences for both the company and the individuals involved. If you are ever asked to alter your timecard, you should immediately report the issue to your manager, Compliance or HR.

Putting It Together

[FN.0500.01 Expense Reporting](#)

[FN.0500.03 Timekeeping](#)



Building Authentic Partnerships

We're proud of how our work reshapes the world, but the truth is we can't do it alone. We rely on an entire constellation of business partners. So we carefully select partners who share our values and commitment to quality and innovation.

Roadmap to Success

- Choose partners wisely. Select third parties based on objective business criteria – never for [corrupt](#) or [personal reasons](#).
- Monitor all partnerships closely to ensure third parties are living up to our standards for [quality](#), [human rights](#) and legal compliance.
- Protect the [confidential information](#) and private data of all partners and expect the same from them.
- Never use a third party to circumvent our own Code or policies.



Think About It

Q: Your team needs to hire a third-party consultant for a project, but your manager wants to skip the Business Partner Due Diligence process because “they come highly recommended by the client, and we need to start immediately.” The consultant seems trustworthy and has good references. Should you proceed without the compliance screening?

A: Not if Business Partner Due Diligence is required per our policy. CDM Smith's commitment to choosing partners wisely means following the established screening process regardless of recommendations or timeline pressure. Good references are positive, but they don't substitute for proper vetting when screening is required. Check the Business Partner Due Diligence Guidelines to confirm if screening is required, allow adequate time for the process and contact Compliance when needed.

Putting It Together

[CP.0300.02 Business Partner Due Diligence](#)

[FN.0500.09 Third Party Credit Risk](#)

[GC.0900.04 Engagement of Third-Party Contracting Requirements](#)



■ We Protect Others

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Delivering Honesty and Quality

Quality is everything in our industry. You can't excuse your way out of a poorly planned interchange or a sloppy, incomplete environmental study. The work will always speak for itself. That is why we are committed to delivering exceptional work and a legendary client experience.

Roadmap to Success

- Deal honestly and fairly with all clients, business partners, competitors and employees in every interaction.
- Follow our established quality management system and associated project life cycle rules.
- Use the Unit specific and service specific supplemental quality manuals as needed.
- Never attempt to misrepresent, manipulate or conceal information to keep or retain business.



We Produce Our Best Work By . . .

- Following all internal quality and safety guidelines.
- Reporting safety hazards or equipment defects.
- Never taking shortcuts to meet a deadline.
- Holding business partners accountable for the quality of their products and services.
- Completing all required trainings.



Putting It Together

QA.1100.01 Commitment to Ensuring Quality Work Products and Services

Working With Governments

Many of our clients are government entities ranging from municipal and state governments to U.S. federal and foreign governments. CDM Smith has special obligations to comply with the laws and regulations that govern these entities. These special obligations could subject the firm or its employees to severe penalties if not followed.

When working on U.S. federal government contracts, even if you are not an FSU employee, be sure to consult the CDM Smith Government Contracts Compliance Manual and other documents located on the [Federal Services Unit Policy and Procedures](#) page.



Roadmap for Success

- Remember that certain classified U.S. government information should only be handled by those with proper training or valid security clearances and in compliance with applicable laws and regulations.
- Never attempt to bribe or otherwise influence a government official through improper means, such as [lavish or frequent gifts](#) or facilitation payments.
- Follow all applicable laws when seeking government contracts or business.
- Obtain written approval from the Compliance Department before offering employment to current or former government officials, especially those in a position of influence or authority over CDM Smith's operations. The same applies to close relatives of such officials.
- Ensure that all invoices submitted to a government client accurately reflect the labor and other associated costs.

When working on U.S. federal government contracts, we must follow all applicable laws, including the following:

- U.S. Procurement Integrity Act, 41 U.S.C. § 423
- False Claims Act, 31 U.S.C. § 3729
- McNamara-O'Hara Service Contract Act, 41 U.S.C. § 351 et seq.
- Contractor Code of Business Conduct and Ethics, FAR 52.203-13
- Foreign Corrupt Practices Act, 15 U.S.C. §§ 78dd-1, et seq.



Putting It Together

[CP.0300.01 Anti-Corruption](#)

Navigating Conflicts of Interest

At CDM Smith, our work is our passion. But we also recognize that we all have personal lives, commitments and pursuits outside of work that are equally meaningful. In addition, some of our clients have multiple pursuits where we may be engaged in one of many roles, which can sometimes compromise our ability to keep organizational interests separate. Our goal is to make sure these competing interests never compromise or interfere with our professional duties.

Roadmap for Success

- Learn to recognize the kinds of activities that might conflict with CDM Smith's interest. They are not always easy to spot but often include:
 - Personal relationships:** Supervising a friend, family member or partner, or directing business to them.
 - External engagements:** Allowing a second job or other outside pursuit to interfere with your responsibilities and commitment to CDM Smith.
 - Financial interests:** Investing directly in any company that competes or does business with us.
 - Business opportunities:** Taking personal advantage of opportunities you learned about through work that could have benefited the firm.
 - One client and multiple projects:** Two different business units working for the same client may result in an unfair advantage unless the opportunity is vetted.
 - Gifts:** Accepting or giving lavish, frequent or improper gifts or other [business courtesies](#).
- Promptly disclose any known or suspected conflicts of interest. **Simply discovering you have a conflict is likely not a violation of our Code, but deliberate failure to disclose one might be.**
- Follow all relevant conflict of interest policies outlined in the Federal Acquisition Regulation guidelines (FAR Subpart 9.5) when doing business with the U.S. federal government.



Do You Have a Conflict?

Ask yourself:

- Does this situation make me feel obligated toward a person or company other than CDM Smith?
- Will this action benefit me or someone else over CDM Smith?
- Is there a chance – even a small one – that my judgment could be compromised?
- Is there any way this situation could give the appearance of a conflict of interest in the eyes of others?

If you answered “yes” or “maybe” to any of these questions, then this may be a conflict of interest. Seek guidance from your manager or the Compliance team to determine if you need to disclose the situation and take corrective measures.

Navigating Conflicts of Interest



Think About It

Q: Before joining CDM Smith, I started my own environmental engineering consulting firm where I mainly handled site remediation projects. Most of my clients were small business owners and the projects were much smaller than anything CDM Smith would ever pursue. I've scaled back operations since joining CDM Smith, but I'm still planning to work for my company on the weekends. I haven't officially disclosed it since I don't think it's a conflict of interest, but my coworkers are aware that I do this, so I'm not concealing it. Is this okay?

A: No. CDM Smith's conflict of interest policy prohibits employees from working for, creating or maintaining a business that does similar work to what they do at CDM Smith or work that CDM Smith provides as part of its business offerings. Additionally, any outside employment or side business must be formally disclosed to your manager and to the Compliance team using our [Conflict of Interest Disclosure Form](#). It is not up to individual employees to determine that their work does not create a conflict with the company's work. The Compliance team will determine whether or not a conflict exists, and if one does, whether it can be mitigated.



Putting It Together

[CP.0300.07 Conflicts of Interest - Personal](#)



Communicating for CDM Smith

Reputation matters in our industry. Whether they seek a WTP advanced PFAS treatment study or a design for an aircraft hangar for an international U.S. Navy base, no client wants to take a risk on a firm with a blemished track record. That's why we work hard to protect our well-earned reputation for quality and solutions.

Roadmap for Success

- Always direct all media inquiries to the Chief Marketing Officer. Employees should not speak on behalf of CDM Smith unless specifically authorized to.
- Use good judgment and make sure any communications on behalf of the firm align with our commitments to be [respectful](#), [truthful](#), and protective of [confidential information](#).
- Use social media responsibly. Make sure your posts and opinions are designated as your own, not the firm's.

Putting It Together

[Marketing and Communication Policies](#)

What's the harm?

Careless communications can have all sorts of unforeseen consequences, including:

- Claims of false advertising or misrepresentation
- Breaching various contracts
- Insider trading concerns
- Antitrust violations
- Damaged relationships with our partners
- Misrepresentation claims

Never disclose any non-public information about CDM Smith and always consult the Marketing and Communication team before engaging in any kind of communication about our work.



Think About It

Q: A coworker recently posted a video on social media depicting a typical day at the office. In the video, there is a brief shot of her computer, and employee health insurance records are visible on screen. But her account is private, so is it really that big a deal?

A: It is a big deal, and you should say something. The fact that you were able to identify these records means someone else could, too. A private account is no guarantee of security. [Speak up](#) right away.



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Offering and Accepting Business Courtesies Responsibly

We're always eager to show gratitude toward our clients and business partners, and they often do the same for us. But when gratitude takes the form of gifts, meals, entertainment or hospitality, we must exercise extreme care. Offering and receiving business courtesies is about strengthening relationships, not gaining an unfair advantage.

Roadmap to Success

- Be aware that all gifts and courtesies must comply with the law, CDM Smith policies and the policies of the other party's organization.
- Business courtesies should be modest in value and given infrequently. Business courtesies exceeding the policy thresholds require Compliance and Unit President (or Corporate functional head) review and approval.
- Avoid even the appearance of **corruption** by ensuring business courtesies are given openly, tied to legitimate business purposes and never in the form of cash or cash equivalents (such as gift cards, gift certificates or loans).
- Help maintain the **accuracy of our records** by properly recording all gifts, meals and other related expenditures.
- As a general rule, government officials have strict rules and limitations on the acceptance of gifts and other business courtesies.
- Employees are strictly prohibited from offering gifts or other business courtesies to or accepting business courtesies from U.S. Federal Government employees, military officers or their agents.
- In the event lodging, per diem and transportation costs may be required for **government officials**, seek pre-approval, regardless of cost.

Who is a "government official"?

The term "government official" means any elected official, appointed official, or employee of: (A) a Federal, State or local unit of government in the United States; (B) a Government corporation (as defined in 31 U.S. Code § 9101); (C) an organization of State or local elected or appointed officials; (D) an Indian tribe (as defined in 25 U.S. Code § 5304(e)); (E) a national or State political party or any organizational unit thereof; or (F) a national, regional or local unit of any foreign government, or a group of governments acting together as an international organization.

Think About It

Q: Last week at a strategic sales meeting in Chicago, I overheard a senior sales leader for the area talking about his connection with a local client's Director of Engineering. Apparently, he has gotten to know this client very well over the course of the past few years to the point they go out monthly with their wives for dinners that routinely exceed CDM Smith's policy limits for meals. He made the comment that he can "usually" get away with expensing it to the firm as long as he doesn't put their wives' names down and substitutes them for other employees. Is this okay?

A: No. While business dinners are a common way to create and strengthen business relationships, going to extravagant dinners frequently and falsifying names on a receipt to submit this for payment to the company is an irresponsible use of business courtesies. Manipulating receipts is also fraud.

Putting It Together

CP.0300.06 Business Courtesies

Competing Fairly in the Marketplace

When you're as strategic and innovative as CDM Smith, you don't have to be afraid of a little competition. In fact, competition is often what drives us to new heights. That's why we believe in competing fairly and complying with all applicable laws governing competition and antitrust.

Roadmap for Success

- Compete enthusiastically but never make false or deceptive claims about our competition.
- Fact-find the right way, using only lawful and publicly available sources of information for business intelligence. Respect the [confidential information](#) of competitors always.
- Follow antitrust laws of the United States and all other countries where CDM Smith operates. Contact the Legal Department if you're ever unsure how those laws apply to your work.
- Use care when speaking with competitors. Avoid making any formal or informal agreements to fix prices, coordinate contract terms, divide territories or suppliers, rig bids or otherwise limit competition. **Remember that even a casual conversation can be considered an "agreement."**

Time to change the conversation?

While communicating with a competitor, watch out for topics like:

- Pricing or product strategies
- Boycotts of customers, suppliers or other competitors
- Setting prices or contract terms
- Division of markets or territories
- Interference with bidding processes
- Misinformation or dishonest claims about other companies

If any of these topics come up, immediately stop the conversation by changing the topic or leaving altogether. If you suspect a violation has occurred, report it to the Office of General Counsel.



Putting It Together

[CP.0300.01 Anti-Corruption](#)

Preventing Fraud

When we partner with clients and business partners, it's rarely a simple transaction. We can't just scan a barcode, and they can't tap a credit card to pay for it. Expenses must be carefully documented, supported and reported. Time worked needs to be accurately reflected on each employee's timesheet, then carefully reviewed and approved by their supervisor. And it's up to each of us to keep these records free of fraud.



Roadmap for Success

- Help maintain accurate records by making sure all timecards, expense reports and client invoices are complete, honest and promptly submitted.
- If you are a manager, never pressure an employee to alter timecards or expense reports. Make sure employees under your supervision take the breaks they're entitled to and never work off the clock.
- Hold on to supporting documentation and receipts when necessary.
- Never deliberately overcharge a client for services. If you discover an overcharge in error, don't ignore it. Speak up and take steps to correct the issue.

Putting It Together

[CP.0300.11 Anti-Fraud Policy](#)

[FN.0500.01 Expense Reporting](#)

Think About It

Q: While reviewing an employee's expense report, I noticed the lodging looked unusual – it listed only the name of the condo with no address or contact information and had a flat nightly rate with no taxes or fees. The receipt also showed a string of Xs where a partial credit card number would typically appear. When I asked the employee about it, he admitted the condo belongs to him and said he created the receipt himself. He claimed someone in accounting told him a few years ago that this would be acceptable since it was cheaper than a hotel. Should I approve the expense?

A: No. Employees are not permitted to charge the company for using their own property – such as a personally owned condo – without explicit, written approval. This raises serious concerns around self-dealing, conflicts of interest and potential fraud. Prior informal conversations do not substitute for proper authorization. Before any such arrangement could be considered legitimate, it would require documented approval from both the Chief Compliance Officer and the Chief Financial Officer. You should escalate this matter immediately for investigation and guidance.

Countering Bribery and Corruption

We work with honesty and integrity, always. That means we never attempt to gain an unfair advantage through acts of bribery or corruption. Whatever “edge” one hopes to gain through corruption is always outweighed by the reputational, legal and financial consequences.



Roadmap for Success

- Don't offer, promise, give or accept a bribe or kickback anywhere we do business – regardless of local laws and customs.
- Hold business partners accountable. [Choose partners](#) who meet our high ethical standards and monitor their performance to make sure they never engage in bribery or corruption on our behalf.
- Document relationships and transactions thoroughly and accurately.
- Know and follow CDM Smith's guidelines and policies regarding the exchange of [business courtesies](#).

What Bribes Are:

Anything of value offered to influence someone's decisions, win business or reap an advantage.

What Bribes Look Like:

- Cash or cash equivalents
- Lavish or frequent gifts, meals or entertainment.
- Stocks
- Discounts not available to the public
- Charitable or political donations
- Travel expenses
- Offers to provide education benefits to family members



Think About It

Q: A business partner in another country bragged to me about “knowing how business gets done” in their country and paying special fees to get products through customs. Since I'm not the one paying the fees, can I ignore this?

A: No, you shouldn't. Any “fee” that may be given to ensure CDM Smith receives a benefit to which we are already entitled is more than likely a bribe. If one of our business partners offers an extra “fee” on our behalf, CDM Smith could be held responsible. The business partner acts as an extension of our business and must follow the same rules. [Speak up](#) about this activity immediately.



Putting It Together

[CP.0300.11 Anti-Corruption Policy](#)

Avoiding Insider Trading

In our line of work, information is critical. While CDM Smith is proudly an employee-owned business, in the course of your day-to-day work, you may be entrusted with material, non-public information about our clients, business partners or other third parties. CDM Smith employees must not act on such inside information or make any financial decisions based on this information – a practice known as insider trading.



Roadmap for Success

- Understand what constitutes material, non-public information (also called “inside information”). It can include things like sales or earnings, potential mergers or acquisitions, leadership changes, new product announcements or pending legal actions.
- Never trade in securities based on inside information, and don’t “tip” this information to others who may in turn trade in it. Either action is a violation of insider trading laws.
- If you’re unsure whether something is considered inside information, consult the Legal Department before making any trades.



■ We Share One Planet

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Doing Business Internationally

When you operate globally like CDM Smith, it literally opens a world of opportunities – and risks. As an international organization with business that flows back and forth across oceans and borders, it's important that we comply with all applicable import, export and trade compliance laws as well as the laws of the countries in which we conduct business.

Roadmap for Success

- If your job involves working internationally or especially working on behalf of the U.S. federal government internationally, stay up to date and comply with all applicable laws, such as the U.S. Export Administration Act and the Export Administration Regulations. Trade laws address:
 - **Import and Customs Activities** – to ensure accurate tariff classification, value, country of origin, product marking and other elements.
 - **Exports and Export Controls** – to regulate or restrict the export of items due to national security, foreign policy, anti-terrorism or non-proliferation.
 - **Trade Embargoes and Economic Sanctions** – to prohibit or restrict business dealings with certain countries or entities.
 - **Anti-boycott** – to prohibit participation in unsanctioned boycotts or a refusal to trade with a specific country.



- Remember that employees outside the United States may not re-export any commodity, technology or software unless authorized. This includes foreign-manufactured items that are a direct product of US software or technology.
- When in doubt, never hesitate to reach out to the [Compliance Department](#) for help.

Prevent Money Laundering

International trade is a prime opportunity for bad actors to engage in money laundering, a practice in which money earned through criminal activities is moved through a legitimate company like ours to hide its origins. Be alert for signs of money laundering, such as:

- Attempted cash payments
- Rapid movement of funds between accounts
- Payments from unrelated parties
- Complicated payment patterns
- Transfers involving unrelated countries
- Resistance to proper recordkeeping
- Transactions that differ from a client or partner's typical pattern

Doing Business Internationally

Working in the European Union

CDM Smith operates in many countries around the world, including throughout the European Union (EU). Employees working on EU-based projects – or handling data or services that involve EU citizens or entities – must comply with both local country laws and EU-wide regulations. These laws may differ significantly from those in the United States and often include additional responsibilities.

Key EU regulations include, but are not limited to:

- **General Data Protection Regulation (GDPR):** Governs collection, use and storage of personal data of EU citizens.
- **EU Whistleblower Directive (2019/1937):** Requires companies to establish secure and confidential internal channels for reporting misconduct.
- **Corporate Sustainability Reporting Directive (CSRD):** Expands sustainability reporting requirements for companies operating in the EU.

Failure to comply with these laws can result in significant legal, financial and reputational consequences for both the company and individual employees.

If you are working in the EU – or engaging with EU clients, data or contracts – and are unsure of your legal obligations, contact the Office of General Counsel or the Compliance Department for guidance.



Protecting Our Planet

Our work reshapes the world, so we must always stop and consider the impact we have on the planet. We must be good stewards of the environments where we build and operate, always striving for higher levels of sustainability and conservation.

Roadmap for Success

- Follow all applicable environmental laws that apply to us, wherever we operate. Know how these regulations apply to your job and complete all required training.
- Seek opportunities to lessen the environmental impact of our work and improve the sustainability of our processes and share them with CDM Smith.
- Make sure all supplies are sourced sustainably and that our [suppliers and partners accountable](#) are following all applicable laws.
- If you see or suspect environmental hazards or violations, [speak up](#) about them immediately.



Holding Ourselves Accountable

In the United States, we must be aware of legislation that impacts the activities of our firm. A few laws include:

- The Clean Water Act
- The Safe Drinking Water Act
- The Comprehensive Environmental Response, Compensation and Liability Act (CERCLA)

If in doubt about how these apply to the environmental work you do, contact the Office of General Counsel for assistance.

Upholding Human Rights Around the Globe

CDM Smith's projects are designed and built by people, for people. Each of us has a responsibility to uphold and protect the rights and dignity of every individual who is a part of our operations or our supply chain – ensuring every one of our projects is built freely and humanely.

Roadmap for Success

- Support CDM Smith's efforts to protect and uphold human rights – preventing all forms of modern slavery, child labor or trafficking in persons anywhere in our operations.
- Ensure all employment is freely chosen and all working conditions are safe.
- Carefully vet business partners for any history of human rights abuses or violations.
- **Speak up** immediately if you see any signs of human rights abuses in our business, our supply chain or a third party's operations.

Modern Slavery Includes:

- Child labor
- Forced or compulsory labor
- Human trafficking
- Physical punishment
- Dangerous working conditions
- Unfair pay
- Unreasonable or illegal work hours

These are just a few examples. Stay alert for any harmful activity.



Putting It Together

CP.0300.05 Combatting Trafficking in Persons



Engaging in Political and Charitable Activities

The impact CDM Smith employees have on the world goes far beyond the walls of our offices or job sites. We believe in making a lasting impact in the communities where we work, live and thrive. We encourage all our employees to make a difference in their communities.

Roadmap for Success

- Keep outside volunteer and political activities separate from your work. Make sure that any volunteering is done on your own time, and do not use or donate [CDM Smith assets](#) in furtherance of a personal cause.
- Do not use charitable donations or political contributions as a way of gaining favorable business decisions or special treatment.
- Make sure any outside political activities or statements are your own. Never claim to represent the views of CDM Smith.
- Do not pressure or mass solicit CDM Smith colleagues to donate or support an outside cause.
- Look to [CDM Smith Cares](#) for more information about company-sponsored opportunities to give back.

Think About It

Q: I work in our Marketing Department. A friend of mine who is running for local political office asked if I could use my marketing skills to help create ads and social media posts for her campaign for the next month. Is it okay if I volunteer to do this?

A: Yes! Employees are more than welcome to volunteer for political causes. Just make sure your volunteer activities happen outside of work, and don't make use of any CDM Smith equipment, intellectual property or other assets.

Putting It Together

[CP.0300.03 Contributions & Sponsorships](#)

[GC.0900.05 Political Activities and Lobbying](#)



Closing Thoughts

Thank you for taking the time to read this Code. We hope you feel more confident and grounded now that you've got **A Firm Foundation** for success under your feet. We know you'll accomplish many great things at CDM Smith, and together we'll create incredible projects that are built to last. But no matter where your job takes you, know that you can always refer to this Code to find the answers you need to keep designing, building and growing with integrity.



Need Help?

The Integrity Line

Reports may be submitted to the Integrity Line via the following methods:

- **Online/Web:** Visit cdmsmith.ethicspoint.com.
- **Phone:** The United States phone number is **1 (844) 330-7087**. To access a phone number for a location outside of the United States, visit the link displayed above and select your country or region from the dropdown menu provided. A local phone number is available for most locations where we do business. Where telephone reporting is unavailable, please submit a report online.
- **Mobile Device:** Simply scan the QR Code at right with your mobile device to begin. Directions on how to file a mobile report are accessible [here](#).



The Compliance Department

Contact the Compliance Department via email at Compliance@CDMSmith.com.

The Human Resources Department

Contact the Human Resources Department via [SharePoint](#).

The Office of General Counsel

Contact the Office of General Counsel via [SharePoint](#).



CDM Smith reserves the right to modify this Code at any time, as necessary, along with our policies, procedures and conditions of employment. The Code is not intended as a contract or guarantee of employment.

No waiver of this Code may be made for a member of our Board of Directors or an executive officer without the written consent of our Board of Directors.

CDM Smith also supports an associate's right to speak out about matters of public concern and to participate in concerted activities and communications related to terms and conditions of employment. Nothing in any section of our Code or in any of our policies is intended to limit or interfere with that right. That includes activities protected under Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards and safety issues.