



ARCOSA

Code of Business Conduct and Ethics



MESSAGE FROM ANTONIO CARRILLO

President and Chief Executive Officer



Although Arcosa, Inc. is a new company with an exciting future, it is founded upon a rich history. Arcosa's businesses and employees have a longstanding tradition of doing business with the highest levels of honesty and fairness. These high standards have been essential to our prior success and have helped create Arcosa's strong reputation for quality, service, operational excellence and, above all, integrity. To continue growing this strong reputation, we look to our Code of Conduct and Business Ethics to help guide how we do business. Using our Core Values as a foundation, the Code lays out the principles we expect each of our associates and other stakeholders to follow when they do business on behalf of Arcosa. The Code provides tools and information to help guide you and other team members through ambiguous, unusual or difficult situations. It also refers you to relevant policies, practices and other resources that provide additional guidance, including people within our company who can answer your questions and help you navigate challenging circumstances.

We are fortunate to have been part of a company with a long history of doing business with integrity, and it is now incumbent upon us, the stakeholders of Arcosa, to build our own legacy of high ethical standards. As we build our businesses and our brand, I look to you to uphold the Core Values and the principles outlined in the Code. You should familiarize yourself with the Code so that you are able to abide by it every day, in everything you do for Arcosa. As we all work to build our own legacy, I call on you to hold yourself and those you work with to the highest standards of quality, excellence of service and integrity.

Arcosa's leadership team is committed to promoting a strong culture of compliance and ethics. This includes administering our Code with the utmost care by assuring that it is followed consistently throughout the organization. The Arcosa leaders expect you to promptly report any suspected violations of law, the Code, or Company policies. The Company will take your report seriously and investigate as appropriate. You can be confident in knowing that the Company will not tolerate retaliation of any kind against anyone who, in good faith, reports a known or suspected violation.

All of us have a responsibility to follow the Code and ensure that our personal actions are always consistent with our Core Values. Thank you for joining me at Arcosa.

Antonio Carrillo
President and Chief Executive Officer

ARCOSA'S CORE VALUES

We are:

HONEST
DEDICATED TO EXCELLENCE
CONSIDERATE
PROFESSIONAL
HARDWORKING
FAIR
DEPENDABLE
COLLABORATIVE
FLEXIBLE
TRUSTWORTHY

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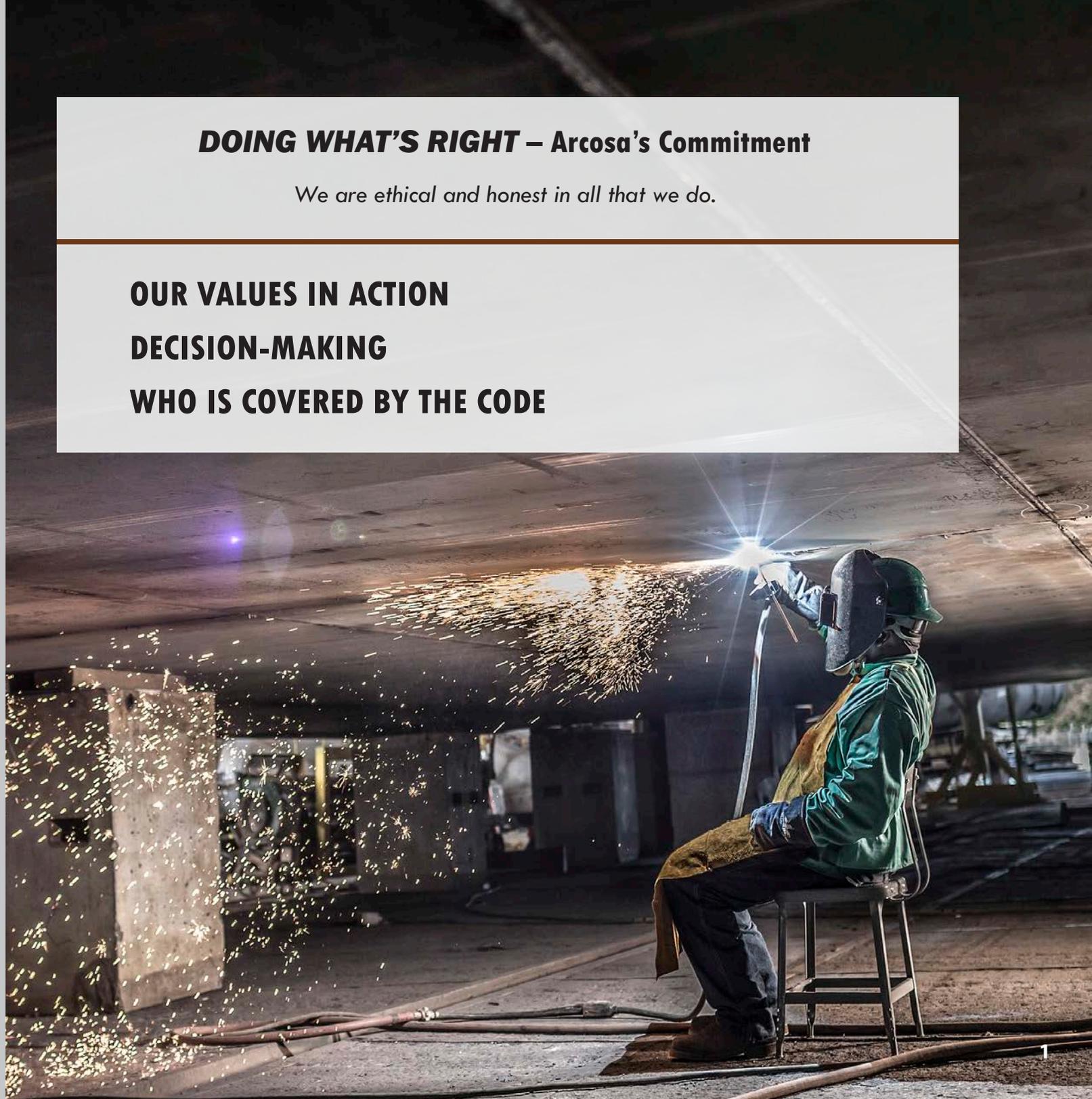
DOING WHAT'S RIGHT – Arcosa's Commitment

We are ethical and honest in all that we do.

OUR VALUES IN ACTION

DECISION-MAKING

WHO IS COVERED BY THE CODE



OUR VALUES IN ACTION

ARCOSA'S CORE VALUES

Our core values guide our individual behavior. We are:

HONEST DEDICATED TO EXCELLENCE CONSIDERATE

PROFESSIONAL HARDWORKING FAIR DEPENDABLE

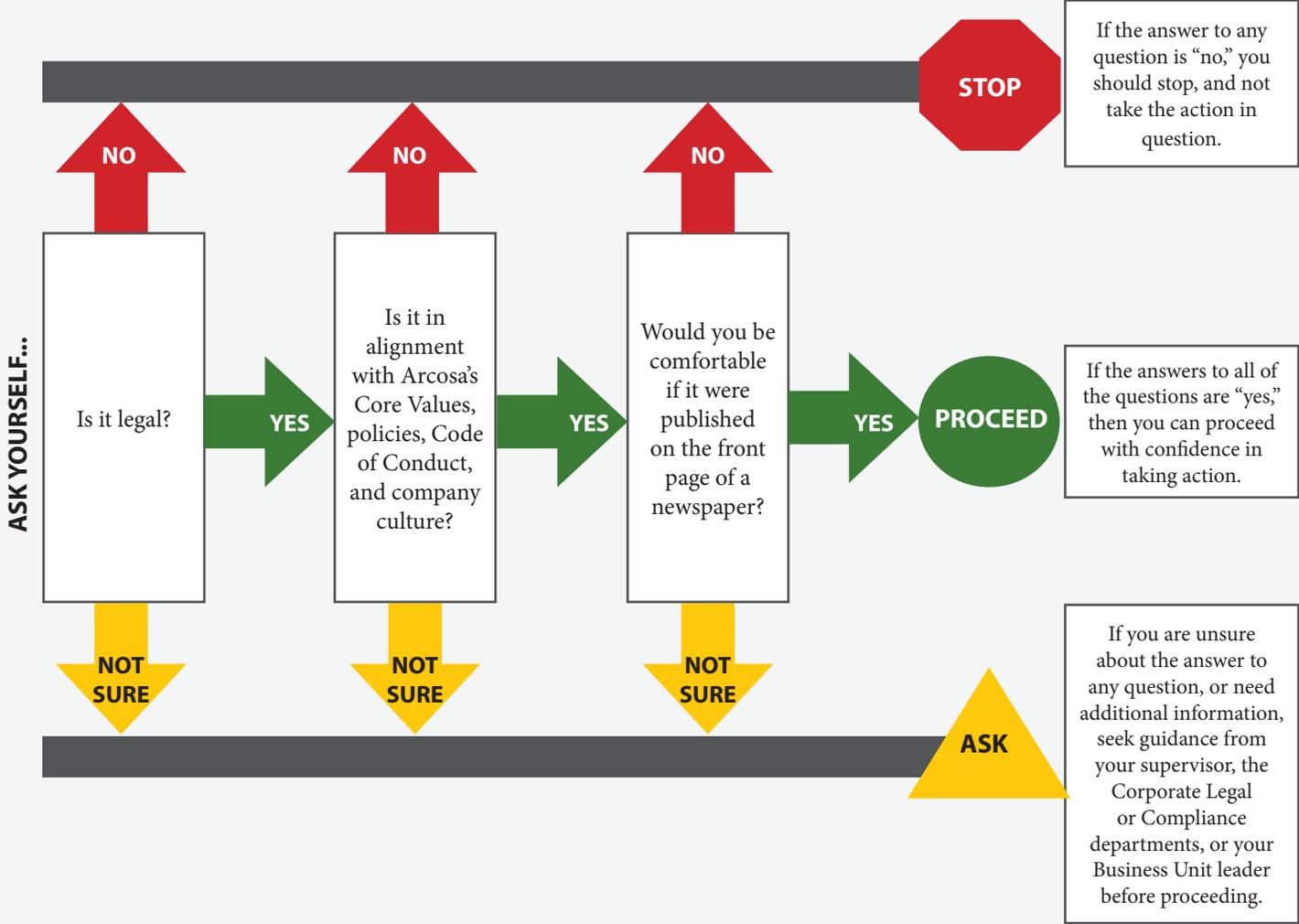
COLLABORATIVE FLEXIBLE TRUSTWORTHY

At Arcosa, our Core Values guide our individual behavior and are vitally important to our business success. Each Core Value influences our day-to-day activities, but three values are foundational to our Code of Business Conduct and Ethics (the Code) – honest, fair, and trustworthy. It is your responsibility to put these values into action in your daily decisions and behaviors. It is important to Arcosa's success that all of our employees, team members, and others we do business with understand, believe in, and model our Core Values by placing an emphasis on doing what's right. The principles, practical directions, and other information in the Code are here to assist you in making ethical and lawful decisions. While the Code does not examine every possible circumstance or situation that may arise, the principles set forth in this Code will help guide your business and personal decisions and behaviors.



DECISION-MAKING

The Code cannot address every law, regulation, Company policy, or ethical dilemma you may encounter. When you are facing a decision that involves legal, ethical, or policy questions, consider using the following guide to help evaluate whether the action you are considering is appropriate.

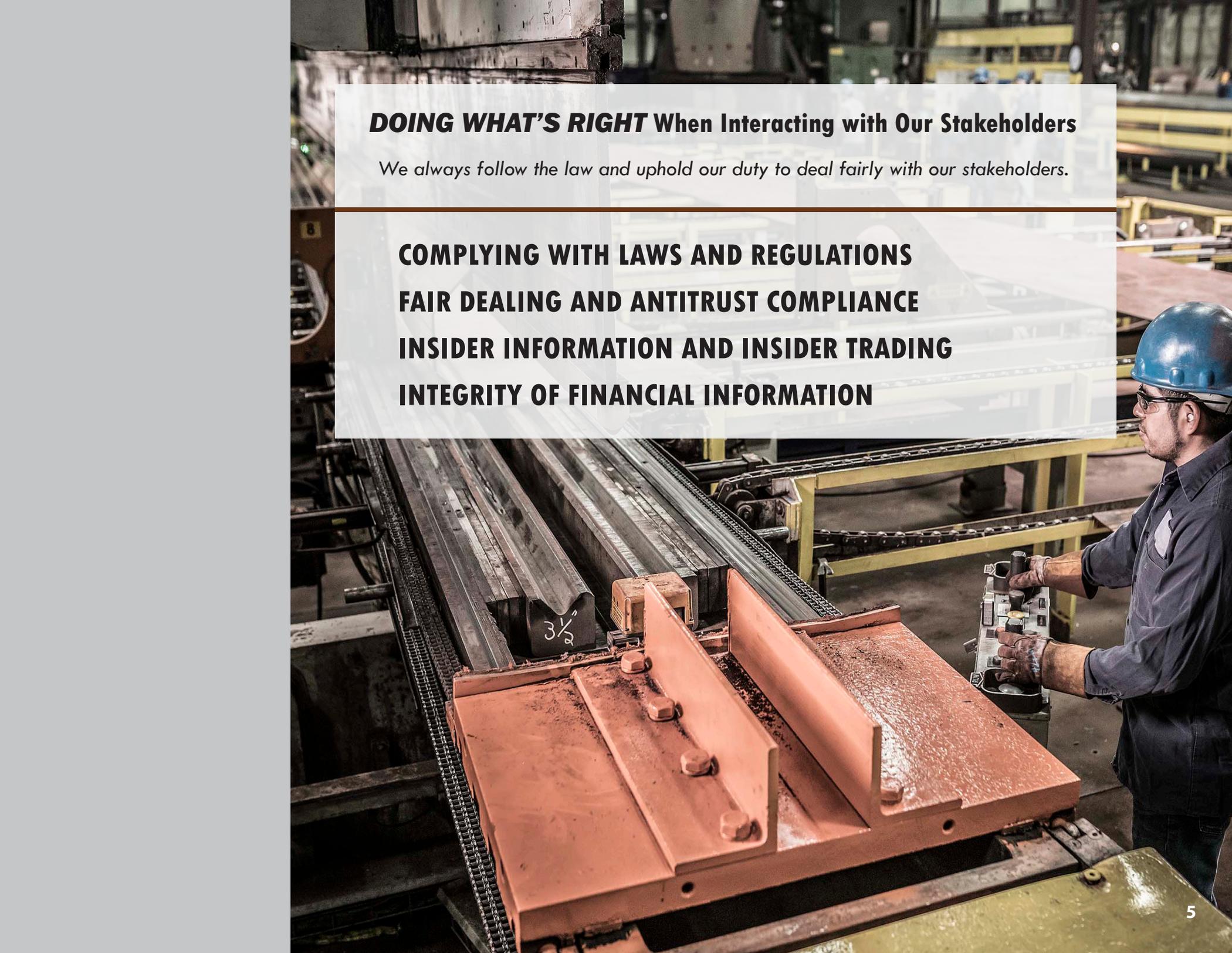


WHO IS COVERED BY THE CODE

Who Is Covered by the Code

The Code applies to all employees and directors of Arcosa, Inc., and its subsidiaries and agents (collectively referred to throughout this Code as “Arcosa” or the “Company”). We expect all contractors, consultants, representatives, suppliers, and customers, including their employees, representatives, and agents, to respect and follow the principles of the Code when conducting business with Arcosa. When the words “us,” “our,” “we,” and the like are used in this Code, we are referring to each and every entity and person to whom this Code applies. As noted within the Code, certain provisions of the Code apply to close relatives and those living in the homes of Arcosa employees and directors (see the “Insider Information and Insider Trading,” “Interests in Suppliers, Customers, and Competitors,” and “Purchase and Sale of Property or Services” sections of the Code).





DOING WHAT'S RIGHT When Interacting with Our Stakeholders

We always follow the law and uphold our duty to deal fairly with our stakeholders.

COMPLYING WITH LAWS AND REGULATIONS
FAIR DEALING AND ANTITRUST COMPLIANCE
INSIDER INFORMATION AND INSIDER TRADING
INTEGRITY OF FINANCIAL INFORMATION

COMPLYING WITH LAWS AND REGULATIONS



We are committed to complying with governmental laws, rules, and regulations applicable to our affairs and operations. We expect our employees to follow written work instructions and other approved procedures to protect the quality of our products and services, and to ensure that we comply with regulatory, industry, and contractual requirements.

Things You Are Required to Do:

- ✓ Become familiar with the laws, rules, and regulations applicable to your duties and responsibilities.
- ✓ Conduct yourself in compliance with applicable laws, rules, and regulations.
- ✓ Refer any issues that arise related to legal compliance to the contact persons furnished within the Reporting Code Violations section of this Code.

Things You May Not Do:

- ⊗ **Never** participate in or condone any activity that involves or could lead to the involvement of Arcosa in any unlawful practice.

FAIR DEALING AND ANTITRUST COMPLIANCE

WHAT SHOULD YOU DO?

Q: You are at an industry convention luncheon and a competitor offers not to sell their competing products in Texas if you agree not to sell a competing Arcosa product in Oklahoma. What should you do?

A: Explain that you believe the competitor's offer is inappropriate because of antitrust rules, and then immediately remove yourself from the conversation. Remember to be careful when meeting with competitors, and never discuss agreements to divide or share markets, customers, or territories, as such discussions or agreements violate antitrust regulations. When competitors agree to allocate customers or sales territories, customers lose the benefits of competition.

Antitrust laws set rules for how we can deal with our competitors, suppliers, and customers. Arcosa complies with antitrust laws and other laws that govern fair dealing and competition in the markets it serves. Arcosa does not participate in unlawful business practices, agreements, or activities that interfere with free and fair competition.

Things You Are Required to Do:

- ✓ **Avoid agreements and activities that could violate antitrust laws.** Under these laws, certain types of agreements or informal “understandings” that could interfere with free and fair competition are illegal.
- ✓ **Use equitable, fair, and ethical practices in the markets we serve.**
- ✓ **Consult Arcosa's Legal Department before exchanging commercial information with or receiving commercial information from a competitor or when questions arise.**
- ✓ **Be careful when interacting with competitors at conferences, trade shows, and trade associations.** Participation in activities offered at such events should relate to the legitimate business reasons for which you are in attendance.
- ✓ **Respect the freedom of customers to conduct business as they see fit.** Offer goods and services at prices that are fair and reasonable to competing customers, avoiding any form of discounting or bundling of products and services that favors one customer without independent and reasonable commercial justification.
- ✓ **Avoid the following contract provisions unless approved by the Arcosa Legal Department:**
 - imposition of product resale restrictions or resale price restrictions on products bought by the customer;
 - requirements for exclusive dealing arrangements (by controlling the customer's choice of suppliers or its own customers); or
 - establishing control over the customer's handling of the products it is purchasing.

FAIR DEALING AND ANTITRUST COMPLIANCE, CONTINUED

WHAT SHOULD YOU DO?

Q: One of your customers is also a supplier of materials to another Arcosa business unit. A co-worker suggests that you should tell your customer that the other Arcosa business will no longer buy their products if the customer does not agree to buy exclusively from you. What should you do?

A: Do not take your co-worker's advice. You should never pressure a company to buy our products because it is one of our suppliers. Any agreement that a supplier must buy products from Arcosa as a condition of Arcosa buying that company's products is not only unethical, but is also a violation of antitrust regulations.

Things You May Not Do:

- ⊗ **Never** participate in any unfair business practices, such as those that involve dishonest, deceptive, predatory, or unethical conduct. Such actions not only violate Arcosa's Core Values and Company policy, but also may violate applicable laws.
- ⊗ **Never** enter into any verbal or written agreements with a competitor to:
 - fix prices, set pricing strategies, create joint pricing policies, or develop same or similar terms of sale;
 - divide or share markets, customers, or territories;
 - inappropriately influence a competitive bidding process;
 - limit production or otherwise restrict supply of a product; or
 - boycott or limit business with customers, suppliers, or other companies.
- ⊗ **Never** accept a confidential price list or information from which a competitor's prices can be calculated, whether provided by the competitor, a customer, or another company.
- ⊗ **Never** provide a competitor with a price list or any pricing information.
- ⊗ **Never** discuss with a competitor: prices or pricing terms; pricing policies (including discount or credit terms); commercial or other business plans or strategies specific to Arcosa or such competitor; market share; or production information or production levels.
- ⊗ **Never** participate in, or attempt to participate in, a "tying agreement" without prior review by the Legal Department. A tying agreement is an agreement between a seller and a buyer in which: (1) the seller agrees to sell a product or service (the tying product/service) to the buyer with the condition that the buyer also purchase a different (or tied) product/service from the seller, or (2) the buyer agrees not to purchase the tied product from any other seller.
- ⊗ **Never** coordinate sales, internally or with competitors, to reward certain suppliers or customers over others.
- ⊗ **Never** pressure a company to buy our products because they are one of our suppliers.
- ⊗ **Never** contract or agree that a supplier must buy products from Arcosa as a condition of Arcosa buying that company's products.

INSIDER INFORMATION AND INSIDER TRADING

DID YOU KNOW?

Information is “material” when it could affect or influence a person’s decision to buy, sell, or hold the Company’s securities. It is “non-public” if it has not yet been generally disclosed to the investing public. Material non-public information may be positive or negative and can relate to virtually any aspect of a company’s business, including information relating to a company’s financial condition, gain or loss of a significant customer or supplier, its strategic plans (including acquisitions), major changes in management, developments regarding significant litigation, governmental agency investigations, or other matters. All such information must be kept confidential and not disclosed without prior authorization.

You are expected to comply with laws and Arcosa policy applicable to trading in securities (generally defined as financing or investment instruments - some negotiable, others not - bought and sold in financial markets, such as bonds, debentures, notes, options, shares (stocks), and warrants). It is against the law to engage in purchases or sales of securities while in possession of material non-public information about the entities in whose securities you want to trade, i.e., “insider trading.” ***Insider trading is a federal crime, punishable by fines and prison sentences for individuals.***

Similarly, you may not engage in purchases or sales of Arcosa’s securities or the securities of those entities with which we do business while in possession of material non-public information about Arcosa or such entities. In addition, the government may impose civil penalties from profits made or losses avoided from insider trading. Insider trading laws and this Code apply not only to our employees, but also to their family members, friends, and other persons who have been “tipped” to material non-public information.

Things You Are Required to Do:

- ✓ Contact the Company’s Corporate Secretary or Chief Legal Officer **before** making any trade if you have concerns or questions regarding whether or not the information you have at the time about Arcosa, its partners, customers, and/or suppliers qualifies as material non-public information or otherwise affects your ability to buy or sell securities of any entity.

Things You May Not Do:

- ⊗ **Never** buy or sell Company securities based on material non-public information about the Company.
- ⊗ **Never** reveal material non-public information about the Company to any other person (even a family member), unless previously authorized in order to carry out the business of the Company.

INTEGRITY OF FINANCIAL INFORMATION

Arcosa's records must be accurate and complete to enable managers to make the best decisions. Additionally, Arcosa must provide certain financial information to various government agencies, and incorrect information could potentially subject Arcosa to legal penalties or damage our reputation. Arcosa's Chief Executive Officer and Chief Financial Officer certify that Arcosa's financial statements and other reported information are accurate and complete. Therefore, *all records must be complete, accurate, and up to date*, and all employees must comply with applicable laws governing the accuracy of Arcosa's records.

WHAT SHOULD YOU DO?

Q: A colleague noticed that your business unit did not use funds approved for new equipment purchases as planned this year. She wants to use the funds to buy manufacturing supplies but record the supplies as fixed assets. What should you do?

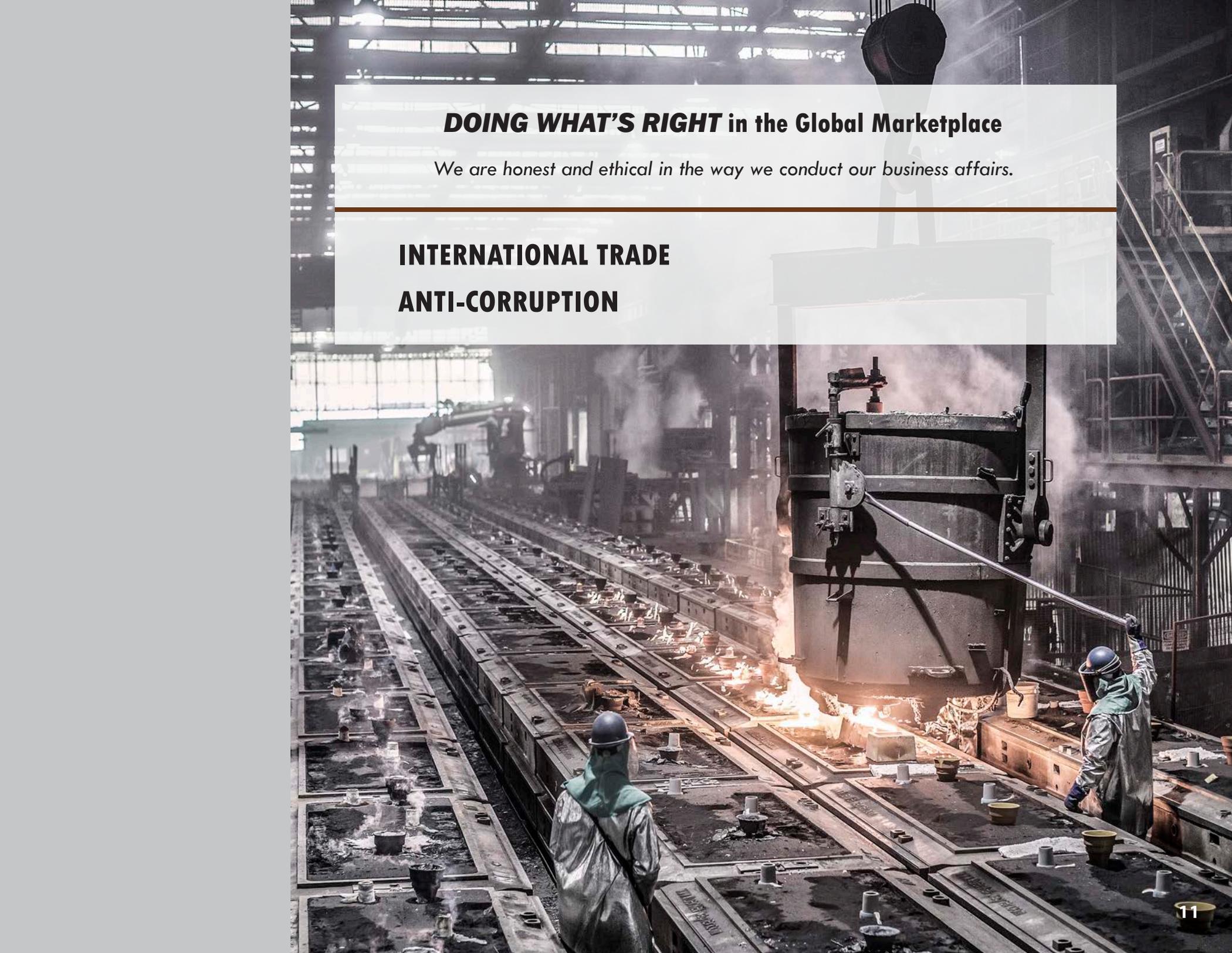
A: Because such an action would result in the incorrect classification of Company expenditures on our financial statements, you should not agree to your colleague's plan. Discuss the matter with a supervisor or, if the matter remains unresolved, report it as described in the Reporting Code Violations section of this Code.

Things You Are Required to Do:

- ✓ Record accurately and completely all financial information for accounting, taxation, and other financial-reporting purposes.
- ✓ Ensure that records contain complete, accurate, and up-to-date information so management can make sound business decisions.
- ✓ Follow Arcosa's accounting and internal control policies and procedures.
- ✓ Notify your manager of any errors so that our financial management team can take appropriate action.
- ✓ Cooperate fully with Arcosa's internal and independent external auditors.

Things You May Not Do:

- ⊗ **Never** falsify financial or other business records or hide any errors that you make or discover. Such actions not only violate Arcosa's policies, but also may violate the law.



DOING WHAT'S RIGHT in the Global Marketplace

We are honest and ethical in the way we conduct our business affairs.

**INTERNATIONAL TRADE
ANTI-CORRUPTION**

INTERNATIONAL TRADE

Government Regulation of Imports and Exports: International trade laws exist in countries in which we do business, including the United States. It is important that you know and follow such laws in all of your international business activities. The diversity of Arcosa's global business requires that we follow internal measures to comply with applicable trade regulations.

WHAT SHOULD YOU DO?

Q: I traveled abroad for work for the first time last month. I brought a few examples of our products with me, both in my backpack and in my briefcase. I did not declare any of the products, but they were with me throughout my flight. Should I have done something differently?

A: You should have declared the Arcosa products, or if you were going to certain countries, you should not have brought the products on your trip. Any Arcosa products you carry abroad are subject to export and import controls. This includes technology, software, schematics, design drawings, or even your computer if it contains confidential Arcosa information. Prior to traveling with anything listed above, Prior to traveling with anything listed above, check with Arcosa's Legal Department.

Things You Are Required to Do:

- ✓ Know, and comply with, all applicable laws and regulations relating to international trade that could pertain to your job.
- ✓ Keep records of all import and export transactions, including purchase orders, contracts, invoices, and payment records and follow proper record retention rules.
- ✓ Use only Company-approved freight forwarders or customs brokers, as well as approved powers of attorney, for imports or exports by mail, ship, or air.
- ✓ Document and file any arrangements or understandings reached with customs or other governmental agencies.
- ✓ Conduct a business review with your supervisor to determine if transaction screening with Arcosa's Legal Department is necessary.
- ✓ When appropriate, use Arcosa's transaction screening process to verify that countries, entities, or groups with which we conduct business are not subject to sanctions or trading restrictions. Upon identification of a match or transaction that may need to be rejected or blocked, report it immediately to Arcosa's Legal Department, which will then investigate the matter and provide appropriate guidance.
- ✓ If exporting goods, technology, or software made in the United States, make sure the export is not subject to "dual use" restrictions (commodities or technologies that, besides their intended use, could have a military use). Arcosa's Legal Department can assist you with this determination. If the good is subject to this restriction, contact Arcosa's Legal Department to determine whether an export license can be obtained.
- ✓ Before traveling internationally on business, check with Arcosa's Legal Department to see if your business-related property, data, or information should be "declared" under applicable customs rules.

Things You May Not Do:

- ⊘ **Never** directly or indirectly conduct business with trade-restricted or sanctioned countries, entities, groups, or individuals.

ANTI-CORRUPTION

At Arcosa, we do not engage in corrupt business practices, including bribery. We win business based on our integrity and ability to deal fairly, as well as the merits of our products and people. Many of the countries in which we do business have anti-corruption or anti-bribery laws, such as the Foreign Corrupt Practices Act (FCPA) in the U.S., Mexico's General Law of the National Anti-corruption System, and the United Kingdom's Bribery Act 2010, to name a few. These laws can apply to everyone at Arcosa, regardless of where you live or work.

Things You Are Required to Do:

- ✓ Clearly record all payments and transactions, including any direct and indirect payments made to government officials, in Arcosa's books and records.
- ✓ Take particular care when evaluating and selecting a prospective third party who might interact with the government on behalf of Arcosa. Remember that Arcosa can be held liable for the actions of third parties who work on our behalf. If in doubt, seek guidance from the Legal Department.
- ✓ Report any suspected bribery or corrupt activity.

Things You May Not Do:

- ⊗ **Never** offer, pay, or provide, directly or indirectly, *anything of value* to obtain or retain business, influence business decisions, or secure an unfair advantage. You must also avoid even the appearance of improper conduct, regardless of the local practice or the practices of other companies.
- ⊗ **Never** offer a payment, a reward, gifts, gratuities, or entertainment to government officials without advance review by the Legal Department.
- ⊗ **Never** accept an offer by a third party to make or take a bribe, kickback, or other prohibited payment or gift.
- ⊗ **Never** engage a third-party agent or consultant if there is reason to believe he or she may attempt to bribe a government official.



A photograph of a worker in a steel mill. The worker is wearing a grey and green safety suit, a red hard hat, and a face shield. He is using a tool to work on a glowing orange circular piece of metal. The background is filled with industrial machinery, including large rollers and structural beams.

DOING WHAT'S RIGHT When Handling Company Property and Information

We consistently behave in a responsible, reliable manner and protect the Company's property.

USE OF COMPANY PROPERTY

ARCOSA'S SECRET AND CONFIDENTIAL INFORMATION

DISCOVERIES AND INTELLECTUAL PROPERTY

**CONFIDENTIAL INFORMATION OF COMPETITORS, CUSTOMERS,
SUPPLIERS, AND OTHERS**

USE OF COMPANY PROPERTY

When conducting business, Arcosa uses a variety of both physical assets (including our machinery and office equipment) and intellectual property (including our unique or proprietary business processes and trade secrets). We are all responsible for the proper and efficient use and protection of Arcosa's property and information.

Arcosa property and information are to be used for legitimate business purposes, subject to limited, personal use exceptions contained in the Code and other Company policies. However, these personal use exceptions do not authorize you to use Arcosa's property, including equipment and systems, for personal business interests (such as running a personal business on the side). For example, you may not use Company fuel, tools, equipment, or other real or personal property for non-business purposes unless authorized by a Arcosa Corporate Officer.

Things You Are Required to Do:

- ✓ Prevent the Company's physical property from loss, damage, misuse, theft, embezzlement, or destruction.
- ✓ Use Company physical property only for legitimate Arcosa business purposes, except for limited personal use authorized by the Code and Arcosa policies.
- ✓ If you drive a company vehicle (including a pool car), you must obtain authorization from the Company by following the applicable procedures. Further, if you drive a company vehicle, lease or rent a vehicle for business purposes, or otherwise drive for business reasons, you must maintain the proper license, and operate the vehicle safely in accordance with the law.

Things You May Not Do:

- ⊗ **Never** borrow, remove, or otherwise use Company assets or property for your own personal benefit, except when authorized by the Code and Arcosa policies.
- ⊗ **Never** allow the personal use of Company assets to interfere with your responsibilities to the Company.
- ⊗ **Never** sell, trade, or give away Company property or assets without proper authorization.



ARCOSA'S SECRET AND CONFIDENTIAL INFORMATION

Much of the information we develop in our business is original, proprietary, secret, and/or confidential in nature, and therefore is owned and intended for use solely by Arcosa. Arcosa uses four data categories to identify our information:

- **Secret** data is highly sensitive, proprietary information that if disclosed is likely to violate privacy laws or have a negative impact on our competitive position in the marketplace or the achievement of our business objectives.
- **Confidential** data is sensitive internal business information that, if disclosed without proper authorization, could have a negative impact on our business and/or operations.

Protection of our secret and confidential information is essential to Arcosa's continued success. Secret information is highly restricted for use on a need-to-know basis only, and confidential information must be restricted to authorized users and approved third parties. Disclosure of either secret or confidential information is strictly limited by the Code or Arcosa's policies, subject to very specific authorized uses by the Code. Examples of "secret or confidential information" as these terms are used throughout the Code include:

- business plans
 - formulas
 - patterns
 - proprietary devices
 - processes
 - trade secrets
- **Internal** data is business information that is not secret or confidential but should not be publicly released without approval.
 - **Public** data is information approved for public release.

An employee is not restricted from disclosing his or her own wages, hours, working conditions, and other terms and conditions of employment. However, employees given special custody of such information to use in the performance of their work duties must maintain the confidentiality of such information and restrict disclosure in accordance with the information's data classification.



ARCOSA'S SECRET AND CONFIDENTIAL INFORMATION, CONTINUED

Discoveries and Intellectual Property: Any discovery, improvement, or invention made or conceived by a person, either solely or jointly with others, during the time he or she is employed by or on behalf of the Company that pertains or relates to the Company's business, services, or the products it manufactures, whether or not patentable or otherwise capable of protection under applicable law, is the sole and exclusive property of the Company.

WHAT SHOULD YOU DO?

Q: You spent two years building out an improved process for your department. Can you share the process with a peer from another company?

A: No, the process built for your department belongs to Arcosa. You may not share the process improvement unless specifically authorized by the Company's Chief Executive Officer.

Things You Are Required to Do:

- ✓ Take appropriate measures to fulfill your responsibility to safeguard and protect the Company's secret or confidential information.
- ✓ Only disclose our secret or confidential information outside the Company in accordance with Arcosa's disclosure policies, such as when necessary to further the Company's business interests pursuant to an approved confidentiality or non-disclosure agreement.

Things You May Not Do:

- ⊗ **Never** disclose our secret or confidential information outside the Company, except when required by law or when otherwise approved by this Code or Arcosa policy. When in doubt, ask your supervisor or the Arcosa Legal Department for guidance.
- ⊗ **Never** use Company secret or confidential information for your personal financial gain or for the financial gain or benefit of others.

Trade Secrets - Disclosure Exception: Nothing in this section specifically or otherwise in this Code prohibits the disclosure of one or more of our trade secrets provided that such disclosure is:

- (1) made in confidence to a federal, state, or local government official or to an attorney, where such disclosure is made solely for the purpose of reporting or investigating a suspected violation of law; or
- (2) made in a complaint or other document filed in a lawsuit or other proceeding, provided such filing is made under seal (i.e., the document filed is sealed by the court and is not part of any public record).

An employee who files a lawsuit for retaliation by the Company for reporting a suspected violation of the law may disclose the trade secret to his or her attorney and use the trade secret in the court proceeding, provided the employee files under seal each document containing the trade secret and does not disclose the trade secret except pursuant to court order.

CONFIDENTIAL INFORMATION OF COMPETITORS, CUSTOMERS, SUPPLIERS, AND OTHERS

We respect the rights of others to protect their confidential information.

WHAT SHOULD YOU DO?

Q: Buyco, Arcosa's customer, wants Arcosa to build a product to meet certain specific needs. To communicate its needs, Buyco offers you documents such as drawings and specification summaries. These documents include Inventco's logo or are marked "confidential." What should you do?

A: If you are uncertain whether Arcosa has Inventco's permission to use the information, do not accept the documents without first consulting the Arcosa Legal Department.

Things You Are Required to Do:

- ✓ Safeguard and protect confidential information of competitors, customers, suppliers, or others with whom we do business.
- ✓ Contact the Arcosa Legal Department if you receive, possess, or discover confidential information you believe belongs to another company and are uncertain whether Arcosa has the other party's permission to use the information.
- ✓ Honor all legal and contractual obligations related to maintaining confidentiality of others' information, including non-disclosure or confidentiality agreements.
- ✓ Use customer confidential information only for the purpose the counterparty specifies.
- ✓ Obtain appropriate licenses or permission before using information or property that belongs to third parties, such as software, printed material, audio recordings, trademarks, or logos.

Things You May Not Do:

- ⊘ **Never** seek, accept, or use confidential information of our business partners (e.g., customers, suppliers, or others) or competitors with whom we do business without confirming that Arcosa has (1) the necessary permission to possess and (2) the right to use the information. If you are unsure, consult with the Arcosa Legal Department before seeking, accepting, or using the information.

***DOING WHAT'S RIGHT* to Avoid Conflicts of Interest**

We ensure that our personal financial interests do not interfere with our service to Arcosa.

**INTERESTS IN SUPPLIERS, CUSTOMERS, AND COMPETITORS
BUSINESS TRANSACTIONS AND WORK RELATIONSHIPS
WITH OTHER COMPANIES**

GIFTS AND GRATUITIES

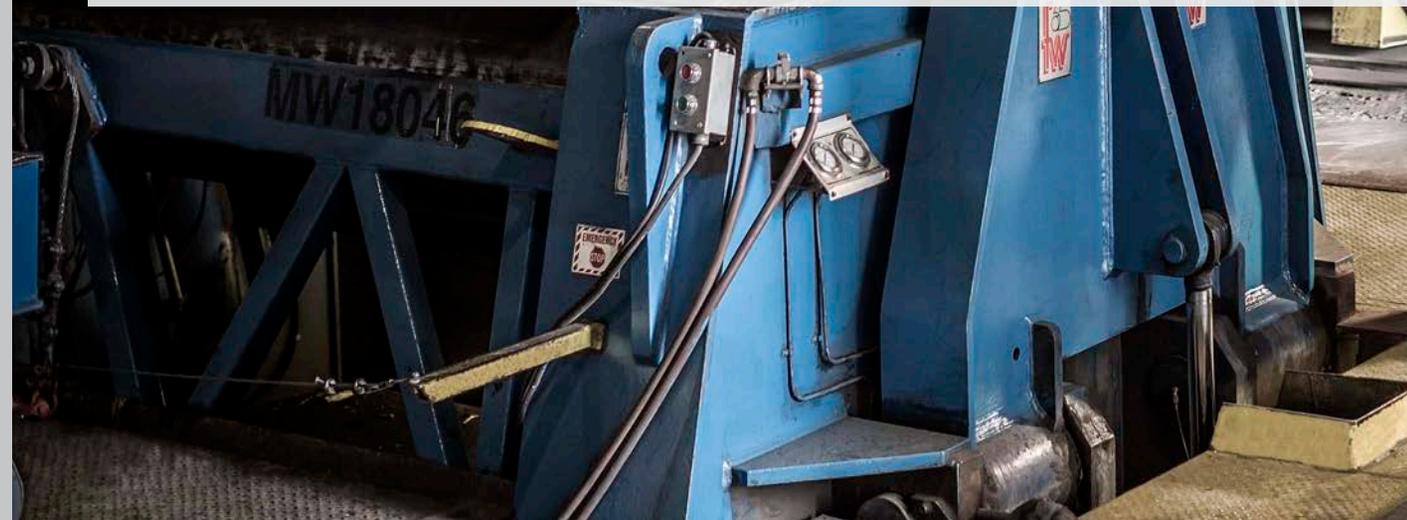
Gifts That Require Special Authorization from Arcosa

Unsolicited Gifts

PURCHASE AND SALE OF PROPERTY OR SERVICES

BUSINESS OPPORTUNITIES

CHARITABLE AND POLITICAL CONTRIBUTIONS



INTERESTS IN SUPPLIERS, CUSTOMERS, AND COMPETITORS

A conflict of interest arises when your position with the Company presents an opportunity for personal gain. Each of us should avoid situations where our personal interests, or those of our relatives or members of our household, conflict or appear to conflict with the best interest of the Company. To help avoid a conflict of interest, ask yourself: “*Could my personal interests interfere with or be perceived by others to interfere with the interests of the Company?*” If the answer is yes, you should take immediate steps to avoid the conflict. If you are unsure of the answer, seek guidance from the Arcosa Legal Department.

With respect to ownership in public entities, ownership up to 1.0% in total for all classes of outstanding stock in any one entity is generally permissible provided you are not in a position to influence a commercial relationship between such public entity and Arcosa by virtue of performing your job duties for the Company.

Things You Are Required to Do:

- ✓ Make business decisions objectively and in Arcosa’s best interest, and not for the benefit of you, your family members, or others.
- ✓ Remove yourself from any decisions to hire a family member or from supervising a family member who is hired by the Company.
- ✓ Disclose any relationships with customers or suppliers that might impair, or that might be perceived to impair, your ability to conduct business in Arcosa’s best interest, such as close relationships with a supplier’s employees.
- ✓ Disclose any ownership or other business, financial, or commercial interest in or relationship (including, but not limited to, equity or debt ownership, lending or borrowing relationships, loan or debt obligation co-signing or guaranty, or operating as an advisor in any business, financial, or commercial capacity) with any supplier, customer, or competitor prior to acquiring such interest, or in the case of existing interests, report such information to your supervisor as soon as practical. You are required to disclose every such relationship annually in your Code Certification Questionnaire.

Things You May Not Do:

- ⊗ **Never** allow personal influences or relationships to create a conflict of interest, as defined in this Code.
- ⊗ **Never** enter into financial or other business relationships with suppliers, customers, or competitors that may impair your business judgment on Arcosa’s behalf.



BUSINESS TRANSACTIONS AND WORK RELATIONSHIPS WITH OTHER COMPANIES



You are expected to devote as much time and attention to the business affairs of the Company as may be required to diligently perform your duties. You may engage in another business activity so long as it:

1. is not detrimental to or in competition with Arcosa's business activities and business affairs,
2. does not interfere with your performance of your duties for the Company, and
3. is not in conflict with Arcosa's best interests.

If you are an employee, director, or officer of, or otherwise have a controlling interest in, any existing or potential competitor, customer, or supplier of Arcosa, you must annually make full disclosure of your position and must put Arcosa's best interest at least on parity with your own personal interest and refrain from taking any action that could be detrimental to the Company.

GIFTS AND GRATUITIES

We often exchange gifts and other business courtesies in order to develop relationships with customers, suppliers, and other stakeholders. Among other things, these can include seasonal gifts, gratuities, travel, and entertainment. However, we need to use caution and sound judgment when giving or exchanging any type of gift or business courtesy, remembering that no gifts or gratuities should be given to influence business decisions.

Things You Are Required to Do:

- ✓ Give and accept only gifts that are tasteful and appropriate for your business and do not expose you or the Company to embarrassment.
- ✓ Accept only reasonable gifts that do not create an actual or perceived conflict of interest under the circumstances the gift is given.
- ✓ Determine if a gift is reasonable by asking yourself the following questions: Does the gift have a greater value than the value I could reasonably give? Could this gift appear to obligate me to the gift giver? Could this gift appear to compromise my ability to make decisions in the Company's best interest?
- ✓ If you have a question or need guidance about the rules for business courtesies, gifts, or gratuities, or a particular gift situation, call 855-942-6500 and request to speak with the Arcosa Legal Department.

Things You May Not Do:

- ⊗ **Never** personally accept any of the following under any circumstances:
 - ⊗ any gift or thing of value in exchange for a favorable business decision;
 - ⊗ cash payments;
 - ⊗ gift cards, gift certificates, loans, stocks, or stock options;
 - ⊗ season tickets, club memberships, expensive jewelry, computer equipment, firearms, or any type of rare or expensive household item, including art;
 - ⊗ any gift, entertainment, or travel that imposes an obligation to give special consideration to the gift giver or his or her company; or
 - ⊗ any item that is illegal or sexually explicit, involves gambling, or would otherwise violate our commitment to respect and deal fairly with all those with whom we do business.



GIFTS AND GRATUITIES, CONTINUED

Gifts That Require Special Authorization from Arcosa

We need to be especially careful when we are offered or receive gifts or business courtesies that could be perceived as excessive, lavish, or unreasonable. These include both gifts to individuals and donations for Company-sponsored events. Special authorization from Arcosa is required to accept gifts and courtesies in these circumstances. You must follow these rules:

- ✓ **Gifts Involving Travel:** You must always have written approval from a Business Unit President, Group President, or Corporate Officer **before** you accept any of the following types of gifts that would involve travel outside of your home city/metropolitan area: hunting or fishing trips, golf trips, or tickets for major sporting events.
- ✓ **Gifts for Arcosa-sponsored Events:** Sometimes customers, vendors, or other corporate stakeholders offer donations for Arcosa-sponsored events. Before accepting any gift or gratuity that would otherwise violate these rules (e.g., gift cards) in this type of situation, the head of the department or facility must obtain written approval from either the Chief Legal Officer 855-942-6500. Any such gifts or gratuities must still be appropriate and reasonable under the circumstances, or approval will be denied.

Unsolicited Gifts

If you receive an unsolicited gift that you think may violate these rules:

- ✓ Contact the Arcosa Legal Department at 855-942-6500 if you are not sure whether you can keep the gift.
- ✓ If the gift would violate these rules but can be returned, inform your manager immediately so the Company can help coordinate the return of the gift with a letter explaining our guidelines.
- ✓ If the gift would violate these rules and is either perishable or impractical to return, contact the Chief Legal Officer at 855-942-6500 to determine proper disposition of the gift.

DID YOU KNOW?

If you are uncertain whether you may give or receive a gift under the Code, you should obtain written approval from your Business Unit President, Group President, or the Corporate Compliance Department or Legal Department.

ADDITIONAL RESOURCES

Compliance Department at 855-942-6500

PURCHASE AND SALE OF PROPERTY OR SERVICES



No money or other item of value may be accepted or paid by you directly or indirectly for negotiating, procuring, recommending, or aiding in the purchase, sale, or leasing of any real or personal property, goods, materials, or services purchased or sold by the Company. Each person involved in purchasing functions for us is expected to procure materials and services on the most favorable terms available through arm's-length negotiations, and must not be placed in a position where they become (or appear to be) subject to influence or other pressures. No kickbacks, bribes, or other improper payments may be made, requested, offered, received, or arranged directly or indirectly by you or any of your close relatives or household members.

Circumstances may arise when you (if you are involved in purchasing functions for us) personally trade with, or your close relatives or household members trade with, our suppliers. Such trading in and of itself does not create a conflict of interest unless you, or your close relative or household member, uses our trading relationship with the supplier to obtain a personal benefit that you or they would not otherwise be offered. However, using our trading relationship with a supplier with the intent or for the express purpose of obtaining a personal benefit is a conflict of interest and is prohibited.

BUSINESS OPPORTUNITIES

WHAT SHOULD YOU DO?

Q: Because of your position with Arcosa, you become aware of an opportunity to purchase several acres of land adjacent to Arcosa's property at a significant discount. What should you do?

A: You cannot personally take advantage of business opportunities that you become aware of because of your position with Arcosa. You should bring the potential business opportunity to your supervisor.

You are expected to (1) not take for yourself personally business opportunities that rightfully belong to the Company of which you become aware through the use of Company property or information or your position with the Company; (2) not use without proper authorization any corporate property, information, or position for personal gain (for example, by using our email systems to market a personal side business); or (3) not engage in any activity that would be deemed to be in competition with the Company.

Things You May Not Do:

- ⊗ **Never** acquire any interest in outside entities, property, or assets in which the Company has an interest or a pending intent to acquire an interest without the approval of Arcosa's Chief Executive Officer.
- ⊗ **Never** use Company property or information for personal financial gain.
- ⊗ **Never** compete with, or engage in, any activity that could be deemed to be in competition with the Company.

CHARITABLE AND POLITICAL CONTRIBUTIONS

WHAT SHOULD YOU DO?

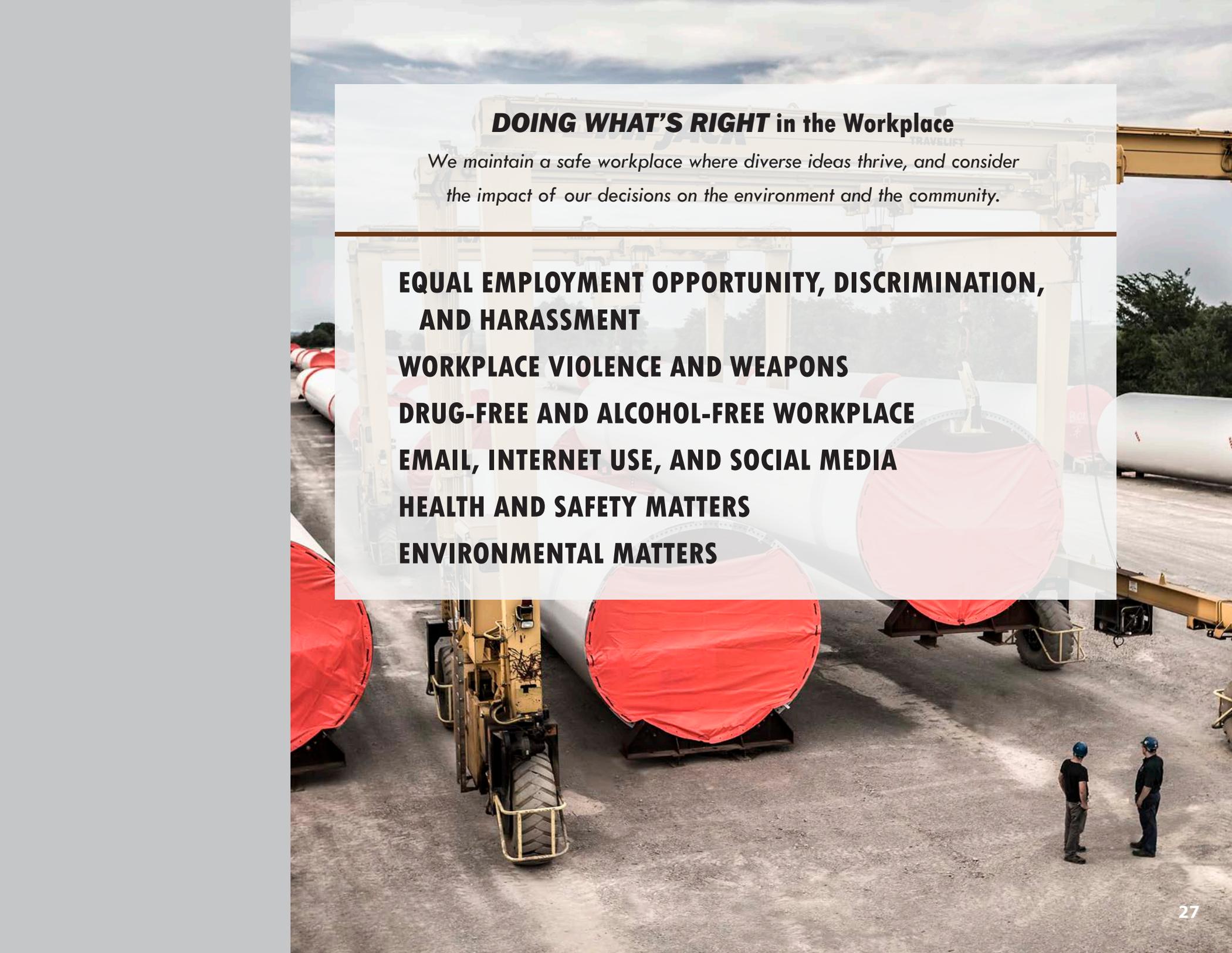
Q: You have been solicited to make a financial contribution on behalf of Arcosa for an individual who is running for City Council where your facility is located. What should you do?

A: You should advise the individual that you are not allowed to make political contributions in the name of Arcosa or its subsidiaries.

Arcosa is proud to sponsor many wonderful charitable organizations and causes through various community events. We encourage our employees to support the political candidates and charitable organizations of their choice with their own time and resources. However, the direct or indirect use by unauthorized employees of any Company funds, property, or other assets for charitable or political contributions in any form (whether in cash or other property, services, or the use of facilities) is prohibited. The rule applies both inside and outside the United States, except in those cases permitted by law and expressly authorized by the Arcosa Legal Department.

Things You May Not Do:

- ⊗ **Never** make political contributions using Company funds or other resources.
- ⊗ **Never** make or request charitable or political contributions as a condition of or in order to influence a business decision.
- ⊗ **Never** request or solicit gifts, services, or contributions from customers, suppliers, or other business partners for yourself or for Arcosa, with the exception of charitable organizations the Company supports.



***DOING WHAT'S RIGHT* in the Workplace**

We maintain a safe workplace where diverse ideas thrive, and consider the impact of our decisions on the environment and the community.

**EQUAL EMPLOYMENT OPPORTUNITY, DISCRIMINATION,
AND HARASSMENT**

WORKPLACE VIOLENCE AND WEAPONS

DRUG-FREE AND ALCOHOL-FREE WORKPLACE

EMAIL, INTERNET USE, AND SOCIAL MEDIA

HEALTH AND SAFETY MATTERS

ENVIRONMENTAL MATTERS

EQUAL EMPLOYMENT OPPORTUNITY, DISCRIMINATION, AND HARASSMENT

DID YOU KNOW?

Harassment is conduct that is serious or frequent enough that a reasonable person would think it creates an intimidating, hostile, or abusive work environment. Harassment can take many forms, such as verbal abuse, written persecution, electronic badgering, and/or threatening body language.

Arcosa is committed to equal employment opportunity for its workforce and provides workplaces free from unlawful discrimination, harassment, and retaliation. Arcosa does not allow discrimination or harassment because of:

- age
- disability (mental or physical)
- genetic information
- national origin
- protected military/uniformed service
- race
- sex
- any other status protected by applicable law
- color
- gender identity or gender expression
- marital status
- pregnancy
- protected veteran status
- religion
- sexual orientation

Things You Are Required to Do:

- ✓ Respect the similarities and differences of work colleagues consistent with our commitment to equal employment opportunity.
- ✓ Make employment decisions based on individual merits and legitimate business reasons.
- ✓ Immediately report concerns about potential discrimination or harassment to Human Resources, the Integrity HelpSite at www.arcosaintegrity.com, or the Arcosa Integrity HelpLine (844-855-9957).

Things You May Not Do:

- ⊗ **Never** make comments or display materials that are demeaning or degrading to others.
- ⊗ **Never** retaliate against anyone for raising a concern about potential discrimination or harassment.

WORKPLACE VIOLENCE AND WEAPONS

WHAT SHOULD YOU DO?

Q: A co-worker said some things that you found threatening, but then said it was just a “joke.” What should you do?

A: You should immediately report the matter to your supervisor, Human Resources representative, or Corporate Security, or as described in the Reporting Code Violations section of this Code. If you feel threatened or unsafe because of a co-worker’s conduct, Arcosa needs to know immediately so that the behavior can be investigated and (if necessary) appropriate action can be taken in a timely manner.

Arcosa is committed to providing safe and secure workplaces for employees and visitors. As part of this commitment, Arcosa has adopted policies to prevent an atmosphere of fear and intimidation in the workplace – whether from behavior at work or from off-duty conduct between co-workers or with respect to business associates.

Searches

Arcosa reserves the right to search Company property and Company vehicles at any time in accordance with legal requirements. Searches may be conducted without notice and regardless of whether you are present.

Violations

Employees who violate these rules are subject to disciplinary action, up to and including termination. Third parties who commit violations will be expelled from Arcosa property and/or subject to other appropriate action.

Things You Are Required to Do:

- ✓ Immediately inform Security, Management, or Human Resources of any concerns about workplace violence or weapons situations. In emergency situations, contact law enforcement, 911, or the equivalent.

Things You May Not Do:

- ⊗ **Never** engage in bullying, threatening, harassing, intimidating, violent, or similar hostile behaviors.
- ⊗ **Never** bring weapons (including licensed firearms) onto Arcosa property unless authorized by Company policy or state law. In certain states, you are allowed to store firearms in personal vehicles in Company parking lots.

DRUG-FREE AND ALCOHOL-FREE WORKPLACE

DID YOU KNOW?

Arcosa offers an Employee Assistance Program (EAP) that can help employees obtain counseling, treatment, and rehabilitation services.

As part of its workplace health and safety programs, Arcosa maintains drug-free and alcohol-free workplaces. To further protect employees, Arcosa has adopted policies and drug testing programs. (See Additional Resources.)

Searches

Arcosa reserves the right to search Company property and Company vehicles at any time in accordance with legal requirements. Searches may be conducted without notice and regardless of whether you are present.

Violations

Employees who violate these rules are subject to disciplinary action, up to and including termination. Third parties who commit violations will be expelled from Arcosa property and/or subject to other appropriate action.

Things You Are Required to Do:

- ✓ Comply with any drug testing programs that cover your work.
- ✓ Understand the alcohol exception: alcohol may be consumed at authorized work-related events, provided you continue to act in a safe, legal, and professional manner.
- ✓ Possess and use prescription drugs only as directed by your physician and in compliance with any job-related restrictions.

Things You May Not Do:

- ⊗ **Never** use or distribute alcohol or illegal drugs at work, or report to work in possession or under the influence of them.
- ⊗ **Never** work “under the influence” of drugs (including prescription medication) that impair your ability to work in a safe and productive manner.

EMAIL, INTERNET USE, AND SOCIAL MEDIA

Email, the internet, and social media can be effective business communication tools when used in a professional and lawful manner that complies with our policies and this Code.

Things You Are Required to Do:

- ✓ Use email and internet primarily for business purposes.
- ✓ Use caution and common sense when covering issues that may relate to the Company, even if you believe your communications are personal, to ensure that your messages or posts comply with this Code and our Company policies.
- ✓ When emailing, only include relevant and factual information. Avoid speculation, personal opinion, or commentary in your emails that may be misunderstood.
- ✓ Remember that our information technology and electronic communication systems are Company property and that the Company may monitor, review, and disclose your email or internet usage without your knowledge or consent.
- ✓ Remember that all communication must comply with non-disclosure requirements regarding Arcosa's Secret and Confidential information.

Things You May Not Do:

- ⊗ **Never** use personal email accounts for Arcosa's business purposes.
- ⊗ **Never** use electronic media to transmit, retrieve, review, store, or access communications, websites, or other materials:
 - 1) that are discriminatory or harassing to any individual or group;
 - 2) that are pornographic, obscene, maliciously false, or threatening;
 - 3) that misuse the Company's Secret or Confidential information;
 - 4) for any illegal purpose; or
 - 5) in a manner that does not comply with Company policy.
- ⊗ **Never** post any Secret or Confidential information of the Company or its customers (such as a business plan, formula, pattern, device, process, or trade secret, or similar business information maintained in secrecy) or information that is proprietary to the Company.



HEALTH AND SAFETY MATTERS

It is Arcosa's policy to protect the health and safety of all employees, contractors, and visitors in our workplaces. As such, the Company has adopted in its facilities safety policies and standards intended to comply with the applicable Occupational Safety and Health Administration (OSHA) and Mine Safety and Health Administration (MSHA) rules and regulations. Arcosa further provides safety education and training to achieve its safety goals.

Things You Are Required to Do:

- ✓ Know and follow the safety legal requirements and Arcosa's safety rules, policies, and procedures that apply to your work. These include the Company's standards for the use of personal protective equipment and other safety rules.
- ✓ Work with Arcosa's safety specialists to understand and comply with safety laws, rules, and regulations and your safety responsibilities.
- ✓ Make sure business operations and processes are structured so that they effectively implement all of Arcosa's safety programs.
- ✓ Immediately report any unsafe conditions or accidents – no matter how minor – to a supervisor or safety representative. Contact the Chief Legal Officer immediately if you are contacted by a government agency regarding workplace safety matters.

Things You May Not Do:

- ⊗ **Never** participate in any unsafe activities while in Arcosa workplaces.
- ⊗ **Never** try to handle a contact or inquiry from a governmental agency about safety matters on your own. Instead, you must always contact the Chief Legal Officer.

ENVIRONMENTAL MATTERS

Arcosa conducts business in a responsible manner to protect the health of our employees, the environment, and natural resources. Potential health and environmental impacts – for both Company facilities and our communities – are key considerations in our business decisions. As such, Arcosa is committed to compliance with all environmental regulatory requirements that apply to our businesses. In addition, Arcosa supports internal and external initiatives that promote environmental responsibility and sustainable environmental practices.

Things You Are Required to Do:

- ✓ Know and follow the environmental legal requirements and Arcosa policies that apply to your work.
- ✓ Work with Arcosa's environmental specialists to understand and comply with environmental laws, rules, and regulations and your responsibilities.
- ✓ Make sure business operations and programs are designed so that they effectively implement Arcosa's environmental protection programs.

Things You May Not Do:

- ⊗ **Never** try to handle a contact or inquiry from a governmental agency about environmental matters on your own. Instead, you must always contact the Chief Legal Officer.
- ⊗ **Never** participate in or allow activities that are inconsistent with applicable legal or Arcosa environmental requirements and policies.



DOING WHAT'S RIGHT by Speaking Up

We align our actions with our words and speak up when we see something that is inconsistent with our Values.

REPORTING AND NON-RETALIATION

Reporting Code Violations

How Reports Are Handled

Non-retaliation Policy

REPORTING AND NON-RETALIATION



Reporting Code Violations

The Code covers a variety of ethical and legal matters that you may encounter in the ordinary course of business. ***It is important that you speak up if you have questions or come across a situation that doesn't feel right.*** Arcosa expects you to report any situation that you believe conflicts with the principles or requirements of the Code or applicable law. You can make reports to your supervisor, plant manager, Human Resources representative, or appropriate contacts in Arcosa's Corporate offices – including the Legal, Compliance, and Internal Audit departments. Arcosa understands that you might not be comfortable discussing a sensitive matter with someone inside the Company. For this reason, Arcosa has retained a third-party service to receive your questions and concerns. You can report questionable behavior or suspected violations of the Code, anonymously if desired, by contacting the Arcosa Integrity HelpLine at (844) 855-9957, or the Arcosa Integrity HelpSite at www.arcosaintegrity.com. You may also contact Arcosa's Legal Department at 855-942-6500.

Violations of the Code include the following:

- personally violating the Code's rules or requirements;
- ordering or knowingly permitting a subordinate to violate the Code; and
- failing to report actual or reasonably suspected violations of the Code.

Nothing in this Code is intended to prevent directors, officers, employees, or others from reporting to any governmental agency or entity possible violations of federal law or regulations, or from making other disclosures that are protected by the whistleblower provisions of federal laws and regulations. Such governmental agencies could include, but are not limited to, the Department of Justice, the Securities and Exchange Commission, the U.S. Congress, and any agency Inspector General. No one impacted by this Code needs prior authorization from their supervisors (if applicable), the Company's Chief Legal Officer, or Arcosa to make such reports or disclosures.

REPORTING AND NON-RETALIATION, CONTINUED

DID YOU KNOW?

An example of a report made in good faith is when you are honest about the facts that you find concerning or suspicious and report them to the best of your knowledge. You do not have to be right about whether a violation of the Code has actually occurred. On the other hand, it would not be in “good faith” to intentionally make a report with information that you know contains falsehoods or misrepresentations about the situation.

How Reports Are Handled

Arcosa promptly, thoroughly, and fairly investigates all reported violations of law, the Code, or other Arcosa policies. Accordingly, Arcosa will maintain confidentiality consistent with conducting a proper investigation and within the limits allowed by law. At the conclusion of each investigation, we will determine if a violation has occurred, and decide on appropriate disciplinary, legal, and/or corrective action.

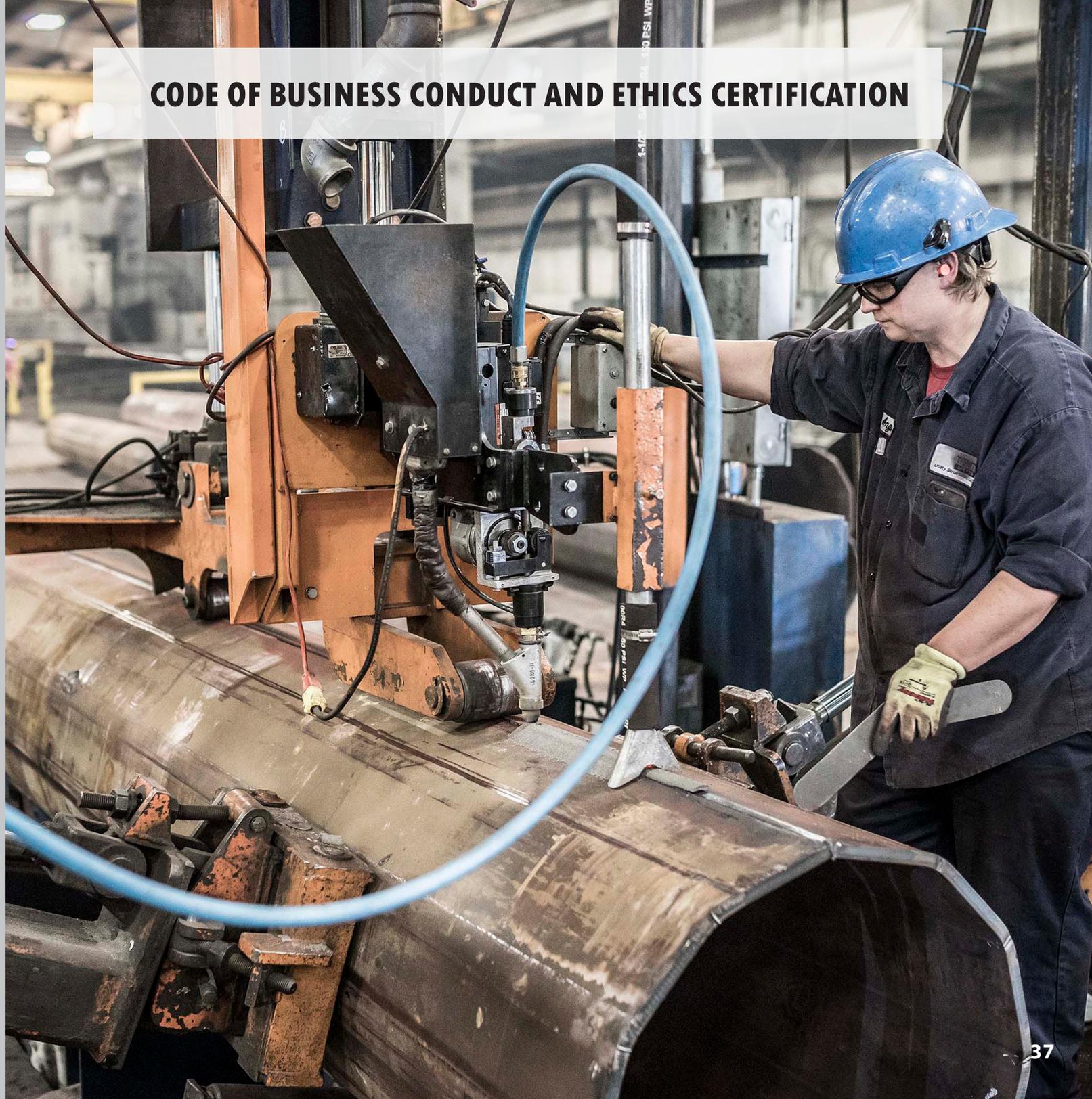
Supervisors and managers are required to promptly report all suspected violations of law or the Code, whether observed or reported to you by others, to the Legal Department, or other appropriate contacts in Arcosa's Corporate offices. They may also contact the Arcosa Integrity HelpLine at (844) 855-9957, or the Arcosa Integrity HelpSite at www.arcosaintegrity.com.

Committees of the Arcosa Board of Directors oversee the Code as described in their respective charters.

Non-retaliation Policy

Arcosa fosters an environment where you can confidently and without fear of retaliation report or seek guidance regarding matters related to integrity or compliance. Arcosa will not tolerate retaliation against any employee who in good faith has sought out advice or has reported questionable behavior or a possible violation of the Code, Company policy, or applicable laws, rules, or regulations.

CODE OF BUSINESS CONDUCT AND ETHICS CERTIFICATION



CODE OF BUSINESS CONDUCT AND ETHICS CERTIFICATION



Arcosa will distribute the Code to all employees and make the Code available on the Company's website. The Company will provide Code training to all employees, directors, and officers. Code training will also be provided, on an as-needed basis, to Company representatives, agents, and suppliers. During this process, participants are expected to read the Code and certify that they agree to comply with its principles, guidelines, and requirements. Certain individuals will also be required to complete a Code Certification Questionnaire. If you are asked to complete the Code Certification Questionnaire, you will need to answer questions including:

- whether you are aware of actual violations of the Code or suspect potential violations of the Code;
- whether you, a close relative, or a household member has certain financial interests (such as ownership or business relationships) with any of Arcosa's suppliers, customers, or competitors; and
- whether there are other personal circumstances you need to disclose based on the Code's principles, guidelines, and requirements.

Each of your disclosures in the Code Certification Questionnaire is important to the Company. You are required to make full and accurate disclosures each year even if the information has not changed. The Company will evaluate disclosures as appropriate. Depending on the situation, the Company may request additional information and investigate your disclosures. Issues that cannot be resolved (along with findings) will be referred to the Audit Committee of the Board of Directors (if you are a director or executive officer) or to the CEO (if you are a non-executive officer or employee). A decision will be made as to whether the disclosed issue:

- (i) does not create a violation of the Code;
- (ii) requires investigation;
- (iii) requires termination of the activity;
- (iv) requires disciplinary action up to and including termination; or
- (v) constitutes a violation for which other appropriate resolution options may need to be considered.

CERTIFICATION QUESTIONNAIRE

This questionnaire may be printed independently of the Code.

The directors, officers, and key employees of Arcosa, Inc., or any subsidiary are required to read the Code of Business Conduct and Ethics, receive periodic Code training, and complete the Code Certification Questionnaire.

Please complete all questions before submitting your certification.

1. Code Certification. Do you certify that you have read and understand the principles, guidelines, and requirements of the Code of Business Conduct and Ethics of Arcosa, Inc., and its subsidiaries, including your rights and obligations to report any actual or suspected violations of this Code or any laws, rules, or regulations applicable to Arcosa?

- Yes, I have read and understand the principles, guidelines, and requirements of Arcosa's Code of Business Conduct and Ethics and my reporting rights and obligations should I observe or suspect a violation of this Code or any laws, rules, or regulations applicable to Arcosa.
- No, I have not read the Code of Business Conduct and Ethics or do not understand one or more of its principles, guidelines, and requirements or my reporting rights or obligations under the Code. Explain why:

2. Code Compliance. Do you agree to comply with the Code of Business Conduct and Ethics, to conduct the business of Arcosa in keeping with the Code's ethical principles, guidelines, and requirements, and to comply with international, federal, state, and local laws, rules, and regulations that are applicable to Arcosa's businesses?

- Yes, I agree.
- No, I do not agree.

Understand that failure to comply with the Code of Business Conduct and Ethics will lead to disciplinary action that may include termination. If you do not agree to comply with Arcosa's Code of Business Conduct and Ethics, please explain why:



CERTIFICATION QUESTIONNAIRE, CONTINUED



3. Code Violations. Do you know of any possible breaches or violations of Arcosa’s Code of Business Conduct and Ethics made by you, a close relative of yours, or someone who shares your household, or a breach by another Arcosa employee, director, officer, supplier, or customer?

- No, I know of no possible violation of the Code.
- Yes, I know of a possible violation of the Code. Please provide details:

4. Ownership, Interest, Financial, or Business Relationships. Please list any ownership of, or other business, financial, or commercial interest in, or relationship (including, but not limited to, equity or debt ownership, lending or borrowing relationships, loan or debt obligation co-signing or guaranty, or operating as an advisor in any business, financial, or commercial capacity) with any existing or potential competitor, customer, or supplier of Arcosa, Inc., or any one or more of its subsidiaries (or any employee thereof), or any other person or entity with whom Arcosa has, or in the future could have, a commercial or other business relationship (a) that you have, or that any close relative of yours or someone who shares your household has, or (b) that may impair the exercise of your independent business judgment on Arcosa’s behalf (this listing is required annually whether or not you have increased or decreased the number of entries on the list). You must disclose existing or potential interests in any business similar to, or that might interfere or compete with, any of Arcosa’s business entities or activities.

5. Family Members Employed by Arcosa. Please list each close family member who is an employee of Arcosa, Inc., or one of its subsidiaries:

- There is no such employment to disclose.
- The following close family member(s) work for the company listed and report(s) to the below-named individual:

Name of Family Member	Employer	Reporting Relationship

CERTIFICATION QUESTIONNAIRE, CONTINUED



6. *Information Governance.* Do you agree that the information and data you receive and/or create in the course and scope of your employment are the sole and exclusive property of Arcosa, and that you will comply with Arcosa’s Information Governance Policy, Statements, Standards, and Guidance in the categorization, retention, preservation, and disposition of Arcosa’s information and data?

- Yes, I agree.
- No, I do not agree. If you checked “No, I do not agree,” please explain:

7. *Acknowledgement.* Please acknowledge below that you understand that if you intentionally fail to comply with the Code, or fail to make full and honest disclosures when reporting known or suspected violations of the Code or any laws, rules, or regulations applicable to Arcosa, Arcosa will take disciplinary action, up to and including termination of your employment.

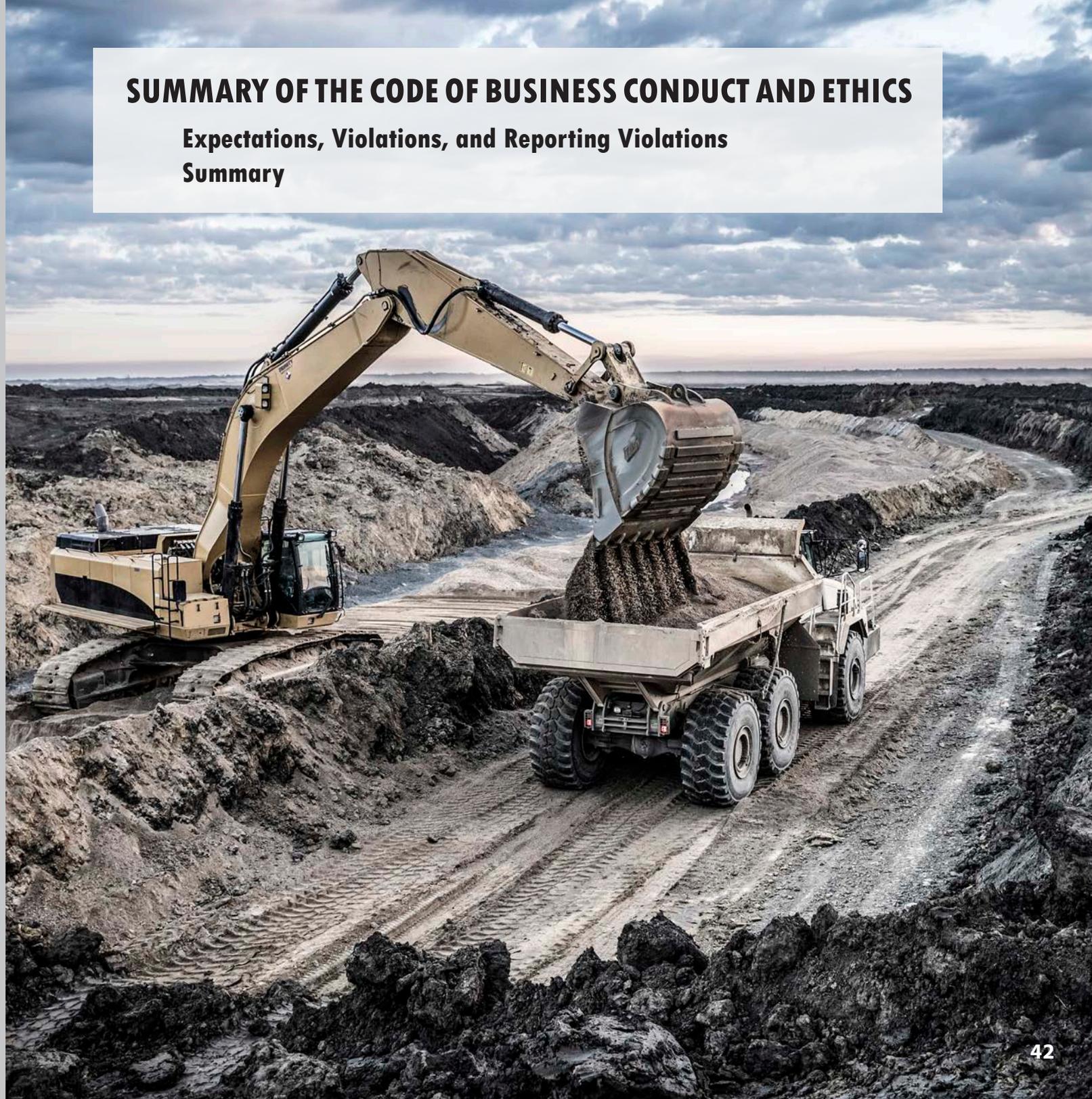
- Acknowledged

Printed Name Date Plant #/Location Signature

SUMMARY OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Expectations, Violations, and Reporting Violations

Summary



EXPECTATIONS, VIOLATIONS, AND REPORTING VIOLATIONS

Expectations

All of us who work at Arcosa are expected to:

- ✓ adhere to the letter and spirit of the Code of Business Conduct and Ethics and of all laws, rules, and regulations applicable to the conduct of Arcosa's businesses;
- ✓ exercise high standards of integrity and sound ethical judgment;
- ✓ recognize that the principles, guidelines, and requirements of the Code apply to all of us as well as our close relatives and household members under the specific circumstances set out in the Code;
- ✓ be familiar with the entire Code of Business Conduct and Ethics; and
- ✓ conduct ourselves in accordance with the Code's principles, guidelines, and requirements whenever engaged with co-workers or others on behalf of the Company.

Violations of the Code

Violations of the Code include the following:

- personally violating the Code's rules or requirements;
- ordering or knowingly permitting a subordinate to violate the Code; and
- failing to report actual or reasonably suspected violations of the Code.

Arcosa employees who violate the Code will be subject to disciplinary action, up to and including termination. Non-employees who violate the Code will be subject to appropriate action by Arcosa including, but not limited to, termination of work assignments or other business arrangements.

Reporting Violations of the Code or Any Illegal or Unethical Behavior

Each of us is required to report behaviors we observe that violate, or that we honestly believe violate, the Code or that may otherwise be illegal or unethical. Such actual or suspected misconduct must be reported to one or more of:

- ✓ your supervisor;
- ✓ Arcosa's Chief Legal Officer at 500 N. Akard St., Suite 400, Dallas, TX 75201, 855-942-6500;
- ✓ the confidential Arcosa Integrity HelpLine at 844-855-9957; or
- ✓ the Arcosa Integrity HelpSite (www.arcosaintegrity.com.)

THE COMPANY WILL NOT TOLERATE RETALIATION OF ANY KIND FOR REPORTING BEHAVIOR YOU OBSERVE TO BE, OR HONESTLY SUSPECT TO BE, IN VIOLATION OF THE CODE OR OTHERWISE ILLEGAL OR UNETHICAL.



SUMMARY



LEGAL COMPLIANCE – Everyone subject to this Code is expected to comply with all governmental laws, rules, and regulations applicable to our businesses. You are to avoid any activity that could lead to Arcosa’s involvement, or the involvement of Arcosa’s assets or personnel, in any unlawful practice.

COMMUNICATIONS – All Company communications, whether external or internal, will be accurate and complete, and all public communications will be made only by persons authorized to speak on Arcosa’s behalf.

FAIR DEALING AND ANTITRUST COMPLIANCE – All of us must endeavor to deal ethically and fairly with our stockholders, customers, suppliers, competitors, fellow employees, and others. Arcosa will compete vigorously, but will do so by making independent business decisions in compliance with all applicable antitrust and other laws, rules, and regulations.

CONFIDENTIAL INFORMATION – Employees are not permitted to disclose, either directly or indirectly, any information regarding the Company’s Secret or Confidential information. Our policy is that all information developed or shared as the result of business processes (including information about Arcosa’s stockholders, customers, suppliers, and fellow employees) is Arcosa’s proprietary property and an important asset in the operation of our businesses. The unauthorized use or disclosure of this information without proper authorization is prohibited.

CONFLICTS OF INTEREST – We all must avoid any circumstances or relationships that could actually or appear to influence our individual ability to act in Arcosa’s best interest.

ARCOSA OPPORTUNITIES – We should not take personal advantage of opportunities that are discovered by us as a result of our position with the Company or through personal use of Arcosa’s property or information, or use such property or information for personal gain or to compete with Arcosa.

INSIDER INFORMATION AND INSIDER TRADING – We cannot trade in Arcosa securities on the basis of inside information that is unavailable to the public and is obtained by us in the course of our jobs at Arcosa, and we understand that it is illegal to trade in the securities of others based on material non-public information.

PROTECTION AND PROPER USE OF ARCOSA PROPERTY – Each of us is charged with safeguarding Arcosa’s assets and property, and ensuring their safe, efficient, and proper use.

EMAIL, INTERNET USE, AND SOCIAL MEDIA – Arcosa provides email and internet access that we all must use responsibly at all times, and in compliance with applicable Arcosa policies. Arcosa expects its employees,

SUMMARY, CONTINUED



consultants, contractors, and suppliers to use social media responsibly when any such use involves or implicates the Company.

INTEGRITY OF FINANCIAL AND OTHER COMPANY RECORDS – All of Arcosa’s business and financial records must be accurate, complete, and current.

WORKPLACE PRACTICES – Arcosa is committed to equal employment opportunity for its workforce and strives to provide workplaces free from unlawful discrimination, harassment, and retaliation. Arcosa is also committed to providing safe and secure workplaces for employees and visitors. As part of this commitment, Arcosa has adopted policies to prevent a workplace atmosphere of fear and intimidation – whether from behavior at work or from off-duty conduct between co-workers or conduct that involves our business associates. As part of its workplace health and safety programs, Arcosa maintains drug-free and alcohol-free workplaces. To further protect employees, Arcosa has adopted drug policies and testing programs.

PRODUCT QUALITY AND SAFETY – The quality and safety of our products and services are a high priority. Employees must comply with all work instructions developed to assure quality products and services.

ANTI-CORRUPTION - At Arcosa, we do not engage in corrupt business practices, including bribery. We win business based on our integrity and ability to deal fairly, as well as the merits of our products and people.

ENVIRONMENTAL, HEALTH, AND SAFETY MATTERS – Arcosa’s operations, products, and services should accomplish their functions in a manner that responsibly protects health and the environment. Arcosa is committed to meeting environmental and natural resource regulations that apply to its businesses. Consideration of potential health and environmental effects must be an integral part of our business decisions.

INTERNATIONAL TRADE – Arcosa is committed to complying with all applicable laws, rules, and regulations relating to international trade and the importation and exportation of goods and services across international boundaries.

EXPORT CONTROLS AND PROHIBITED TRANSACTIONS – Arcosa has a policy of complying with U.S. laws, rules, and regulations on imports and exports, and will not engage in transactions that are prohibited with certain countries, entities, or individuals.

A complete copy of the Code is available on the Company’s intranet under Policies and Procedures, or by requesting a copy from your Human Resources representative, or from the Chief Legal Officer at 855-942-6500.