

OAAA SUPPLIERS' CODE OF CONDUCT

Today more than ever, the public judges a business by the companies with whom it spends its money. The OAAA Suppliers' Council is committed to the highest standards of product quality and business integrity in its dealings with OAAA industry members. Together, we work from a shared set of values that define who we are as a company, recognizing that integrity is our number one value. Therefore, the Suppliers' Council has adopted the following guidelines to guide supplier interaction with OAAA members, other suppliers and the public.

This Code provides broad guidelines for many situations, because it cannot cover every possible issue you may face in the course of business. In these cases, your actions should be guided by the fundamental values of uncompromising integrity and honesty. These values include promise keeping, fairness, respect and concern for others, and personal accountability. The OAAA Suppliers' Council endorses this Code and encourages all OAAA Supplier members to operate in conformance with these principles.

Comply with all laws, rules and governing regulations wherever the Company does business.

- Perform all duties in accordance with relevant laws, rules and regulations.
- Ethical business conduct sometimes requires more than strictly complying with the law. Moreover, there are not laws governing many business activities. Even when laws apply, sometimes they set a standard of behavior that is unacceptably low. With such situations, make a good, ethical decision that will reflect well on the outdoor advertising industry and your company.

Promote a culture where promise keeping, fairness, respect and personal accountability are valued, encouraged, and recognized.

- Carry out business in an honest and ethical way by ensuring that business policies and practices are aligned with ethical principals.
- Respect the dignity and worth of all individuals.
Each Supplier should value the contributions that each employee makes to its business and commit to treating each employee with respect and provide each employee, to the greatest extent practicable, the opportunity to advance within the company.
- Do not discriminate in hiring, promotion, discharge, pay, fringe benefits, job training, classification, referral, and other aspects of employment on the basis of: race; color; religion; marital status; citizenship status; sex (gender); sexual orientation; national origin; age; ancestry; disability; or on any other unlawful basis.
- Maintain a proper professional competence level.
- Follow a fair process to select suppliers and award business to suppliers.
- Pay your suppliers in a timely fashion.

- Create and maintain a safe workplace.

Deal appropriately with competitors.

- **Competitor disparagement**

Promote your products and services through fair and accurate comparisons with your competitors and sell on the strength of your products, services, and your company's reputation.

- Do not engage in unfair, misleading, or inaccurate comparisons with our competitors' products and services.
- Do not make claims about a competitor's products or services unless the claims are relevant to the quality of competing products and services and based on the competitor's current published materials or other factual data.
- Do not comment on the character, financial condition, or potential legal or regulatory problems of competitors.
- Do not make negative remarks about entire groups of competitors and their products and services.
- Treat all of your competitors fairly, honestly, and with respect.

- **Competitive information**

It is entirely proper to gather competitive information, compete fairly, and to avoid even the appearance of improperly acquiring competitive information by collecting information from appropriate sources:

- ◇ Public sources (for example, published articles, advertisements, public filings and other public communication);
- ◇ Industry gatherings (for example, trade shows, conferences, other industry events);
- ◇ Benchmarking/competitive research; or
- ◇ Industry surveys by reputable external consultants.
- Acquisition and use of nonpublic information.
Never attempt to acquire a competitor's trade secrets or other nonpublic information through unlawful means, such as theft, spying or breach of a competitor's non-disclosure agreement by a customer or other party.
- Accurately represent yourselves and never misrepresent your identity when gathering competitive information.
Ensure outside entities that you work with or employ accurately represent themselves when seeking competitive information on your company's behalf.
- Do not hire an employee from a competitor in order to obtain the competitor's nonpublic information.
- Do not accept a competitor's nonpublic information from an employee who previously worked for a competitor.
- Never encourage an employee to violate any non-disclosure or confidentiality agreements he or she has with a former employer.

Deceptive acts or practices and other unfair methods of competition.

- **Don't use improper advantage to obtain favorable treatment**
Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted. No Supplier, or its representatives or employees, should offer a kickback, favor, gratuity, entertainment or anything of value to obtain favorable treatment.
 - **Gifts and entertainment**
As long as a gift and entertainment are not intended to obtain favorable treatment for the Supplier and does not create the appearance of a bribe, kickback, payoff or irregular type of payment, gifts and entertainment may be provide as long as they: (1) are \$50 or less in value, (2) public disclosure would not embarrass either company, (3) acceptance is consistent with each company's business practices and (4) acceptance of the gift or entertainment does not violate any applicable law.
- **Standards of fair business, advertising and competition are to be upheld.**
Do not engage in collusive bidding, price fixing, price discrimination, or other unfair trade practices in violation of federal or state antitrust laws.
- **Avoid conflicts of interest, as well as the appearance of conflicts of interest.**
 - Avoid actual or apparent conflicts of interest.
 - Service should never be subordinated to personal gain or advantage.
- **Do not take personal advantage of opportunities that you learn about through the use of corporate property, information or position.**
Refrain from using and maintain the confidentiality of privileged information acquired in the course of their work, except when disclosure has been authorized or is legally obligated.

Provide accurate and timely information.

- All records must be true and complete. Never submit false invoices, incorrect time records, incomplete customer agreements, or any other misleading or dishonest information.
- Keep accurate records.

The OAAA Suppliers' Council is committed to the highest standards of product quality and business integrity in it's dealings with OAAA industry members. The Council strongly believes that adherence to the aforementioned standards will instill trust and confidence in OAAA Supplier member companies which will lead OAAA members to "Select OAAA member's first."