

# **CODE OF CONDUCT**



**OUTFRONT**



**WE  
GET  
YOU**  
**AMERICA /**



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## OUR VALUES /

OUTFRONT Media has created a nimble culture where we stay closely connected to our customers and provide a fun energetic work atmosphere where our employees can thrive and blossom.

We are our core values, **WE ARE:**

**NIMBLE** - Fast and Flexible

**ENTREPRENEURIAL** - With a can-do Attitude

**COLLABORATIVE** - We truly listen, and work well together

**TRUSTED** - We act with honesty and integrity, and always deliver our promises

**CONNECTED** - To customers, audiences, technology, other media communities & each other

**PASSIONATE & ENERGIZED** - We love what we do and approach everything with energy, passion, and commitment

**UNSTOPPABLE** - We view every challenge as an opportunity

**CONFIDENT** - We are smart and capable, but always humble

**FUN** - We work hard/play hard and celebrate our customers' success

# OUR CODE – PURPOSE AND OVERVIEW/

## WHO MUST FOLLOW THIS CODE

Our Code applies to all directors, officers, executives and employees of OUTFRONT Media and its subsidiaries (“Company”). Employees include those employed on a temporary, freelance, intern or per diem basis.

Business partners including third parties, contractors and joint venture partners are an extension of our Company and can have an impact on our good name. For this reason they are expected to act consistently with the Code, as well as any applicable contractual provisions, when working on our behalf or in collaboration with us. These business partners are also encouraged to develop and implement ethics programs that are consistent with our standards.

We will take appropriate measures where we believe our business partners have not met our expectations or their contractual obligations.

## COMPLYING WITH LAWS AND REGULATIONS

At OUTFRONT Media, ethical behavior means always acting with integrity and using good judgment. While ethical behavior requires full compliance with all laws and regulations, “compliance” with the law is the minimum standard for us. We all have a responsibility to honor both the letter and the spirit of the law.

Our Code of Conduct is intended to serve as a resource for information about our policies and standards, particularly when faced with a difficult business decision.

No Code, including this one, covers all situations. You are part of this Company because we believe in you, and your ability to exercise good judgment and common sense in all that you do for and on behalf of OUTFRONT Media. This Code will provide you with guidance to help you approach all your working relationships ethically and with integrity.

## WHAT TO EXPECT WHEN YOU USE THE ETHICS LINE

The Ethics Line is available 24 hours, seven days a week. Trained specialists from an independent third party will answer your call, document your concerns and forward a written report to OUTFRONT Media for further investigation.

When you contact the Ethics Line or make a report, you may choose to remain anonymous where allowed by local law. All reports will be treated promptly and discreetly.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case, however, please note that, out of respect for privacy, the Company will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Remember: every time you ask a question or raise a concern, you give our Company an opportunity to improve – we can’t address issues unless they are brought to someone’s attention.



## MAKING THE RIGHT CHOICE

### OUR GUIDELINES FOR ETHICAL DECISION-MAKING

Making the right decision is not always easy. There will be times when you'll be under pressure or unsure of what to do. When faced with a tough decision, it may help to ask yourself these questions:

- Is it legal?
- Is it consistent with our policies?
- Does it meet the high expectations reflected in our Code?
- Would you still be comfortable with the decision if it was published online or made publicly known?

If the answer to any of these questions is "No," stop and ask for guidance.

## EMPLOYEE RESPONSIBILITIES

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow, today – and in the future.

- Act in a professional, safe and ethical manner that is consistent with our standards.
- Be familiar with the information contained in this Code as well as applicable laws and Company policies. Pay particular attention to the policies that relate to your job responsibilities.
- Promptly report concerns about actions that may be inconsistent with laws, regulations, our Values or policies.
- Fully cooperate with investigations and audits.

Remember: pressure or demands due to business conditions are never an excuse for operating outside of the law or behaving in a way that is not consistent with our standards.

**Q:** I'm a manager and I'm not clear what my obligations are if someone comes to me with an accusation – and what if it involves a senior leader?

**A:** No matter who the allegation involves, It is your responsibility to speak up. We provide several avenues for reporting concerns, which may be done confidentially if you choose. If for any reason you are uncomfortable making a report to a particular person, you may utilize any of the other resources listed in the Code.



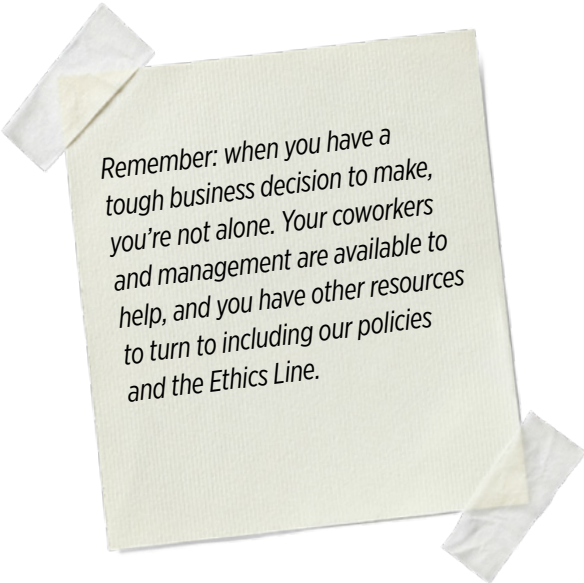
## ADDITIONAL RESPONSIBILITIES OF LEADERSHIP

Employees who have the responsibility of managing and directing others, have additional responsibilities to:

- Lead by example and be a role model.
- Support coworkers when they ask questions and raise concerns:
  - Create an environment where individuals feel comfortable speaking up.
  - Listen and respond to concerns when they are raised.
  - Make sure that no one who speaks up suffers retaliation.
- Be a resource for others. Look for opportunities to discuss our Code and how it applies to business decisions.
- Help our business partners understand the practical applications of our Code.
- Seek help and guidance whenever needed.

Q: I'm a manager. If I observe misconduct in an area not under my supervision, am I still required to report the issue?

A: Yes. You are chiefly responsible for employees, contractors and third parties under your supervision, but all employees should report any misconduct they become aware of and, as a leader, it is especially important that you take action. It may be best to talk first with the manager who oversees the area where the problem is occurring, but if this doesn't work or isn't feasible, you should use other resources listed in the Code.



*Remember: when you have a tough business decision to make, you're not alone. Your coworkers and management are available to help, and you have other resources to turn to including our policies and the Ethics Line.*





**Q:** My Market sets various goals that we are asked to achieve. Sometimes I feel pressured to violate the Code and policies to achieve these goals. Is this acceptable?

**A:** No. While successful businesses set high goals and employees strive to achieve them, you should never violate the law, this Code or our policies to achieve your goals.

Fourth: If you would rather not contact any of these people, or you have but believe the impropriety is still occurring or you have not received a satisfactory response, then you may also contact the Audit Committee or the Company's Board of Directors by sending your message to [auditcommittee@Outfrontmedia.com](mailto:auditcommittee@Outfrontmedia.com). While you are free to contact the Audit Committee to report your concern, we prefer that you use this channel only in those instances where a financial impropriety is involved. In all other instances, please attempt to utilize the other reporting channels in this section first.

## **RAISING QUESTIONS AND CONCERNS - USING THE ETHICS LINE**

If you see or suspect any Illegal or unethical behavior, or you have a question about what to do, speak up and ask for help.

It is usually best to discuss a particular concern with your manager, but if that is not possible, or you would rather talk to someone else for any reason, you have several options:

First: You may talk with any another member of management.

Second: You may also contact the Company's Chief Compliance Officers or a member of the Human Resources department.

Third: If you prefer, at any time you can use the Ethics Line at 1-855-229-9353 or <http://www.outfrontmedia.ethicspoint.com>

**Q:** Our manager typically does nothing when concerns about potential misconduct are brought to her attention and I believe she has made things difficult for coworkers who have raised issues. Now I have a problem. A coworker is doing something that I believe to be ethically wrong. What should I do?

**A:** Take action and speak up. While starting with your manager is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management or use any of the resources listed in the Code.

## INVESTIGATING AND ADDRESSING CONCERNS

Each of us plays a critical role in safeguarding the integrity of OUTFRONT Media. You are responsible for raising issues that could conflict with our Code, policies, laws and regulations.

It doesn't matter which "speak up" option you choose. Regardless of who you contact, you can be confident that your concern will be handled promptly and appropriately. We investigate reports of misconduct thoroughly, disclosing information only to those who need it in order to resolve the issue.

## OUR ANTI-RETALIATION POLICY

Employees who report possible problems should not fear retaliation. We will not tolerate any form of retaliation against an employee who asks questions, makes a report of actions that may be inconsistent with our Code, policies, laws or regulations or assists in an investigation of suspected wrongdoing.

**To learn more:** Please see the Company's [Anti-Retaliation Policy](#) located on the Company's intranet.

**Q:** I suspect there may be some unethical behavior going on in my market involving my manager. I know I should report my suspicions, and I'm thinking about using the Ethics Line, but I'm concerned about retaliation.

**A:** You should report the misconduct and, in your situation, using the Ethics Line is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined up to and including termination.





## **VIOLATIONS**

Due to the importance that we place on ethics and compliance, individuals who violate our Code or any applicable policies, laws or regulations will be subject to discipline, which may include separation from the Company. OUTFRONT Media will not hesitate to notify and cooperate with governmental authorities regarding acts that violate the law.

Others involved in the wrongdoing may also be subject to discipline. This includes those who fail to use reasonable care to detect a violation, those who refuse to provide candid information that may be material to an investigation, as well as managers who approve, condone, “look the other way” or attempt to retaliate.

Violations of this Code are analyzed on a case-by-case basis and will

be addressed in accordance with all applicable internal procedures, agreements and legal requirements. If you disagree with the outcome of an investigation conducted pursuant to this Code, you may appeal to the Company's Executive Vice President, Chief Human Resources Officer and/or the Executive Vice President, General Counsel.

## **WAIVERS AND CHANGES TO THE CODE**

On rare occasions, limited waivers of the Code may be necessary. Any waiver of this Code for directors or executive officers may be made only by the Board of Directors or a committee of the Board and will be promptly disclosed to stockholders as required by applicable laws, rules and regulations.

# OUR SAFE AND RESPECTFUL WORKPLACE /

## DIVERSITY, EQUAL OPPORTUNITY AND NON-DISCRIMINATION

OUTFRONT Media brings together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our success.

Each of us is entitled to an equal chance to succeed and should be judged on the basis of merit, qualifications and performance. We comply with laws prohibiting discrimination based on race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or any other characteristics protected by law.

**Q:** One of my coworkers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

**A:** You should notify your manager or one of the Company's Chief Compliance Officers. Sending such jokes violates our values and our standards on diversity, harassment and discrimination, as well as our policies pertaining to the appropriate use of email. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.



## YOUR RESPONSIBILITIES:

- Treat others respectfully and professionally.
- Do not discriminate against others on the basis of any characteristic protected by law or Company policy.

### Watch out for:

- Use of profanity, referring to others using stereotypes or derogatory nicknames, discriminatory remarks and verbal abuse.
- Comments, jokes or materials, including emails, which others might consider offensive.
- Inappropriate bias based on characteristics protected by law.

## DIVERSITY AND INCLUSION

We value the unique contribution that each person brings to OUTFRONT Media. Cooperation and teamwork are central to the way we do business, and we believe the best solutions are those that draw on diverse ideas and perspectives.

That is why we value each and every employee as an important contributor to our success and aim to create an environment where employees are given the opportunity to perform at their best.

- Help create an environment where colleagues can contribute, develop and fully utilize their talents.

- Keep an open mind to new ideas and different points of view.

**To learn more:** Please see the Company's [Non-Discrimination and Anti-Harassment Policy](#) located on the Company's intranet.

## FREEDOM FROM HARASSMENT

We all have the right to work in an environment that is free from intimidation and harassment.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment will not be tolerated. This includes, bullying, threats, excessive use of profanity or any other form of aggression or hostility that creates a climate of intimidation.

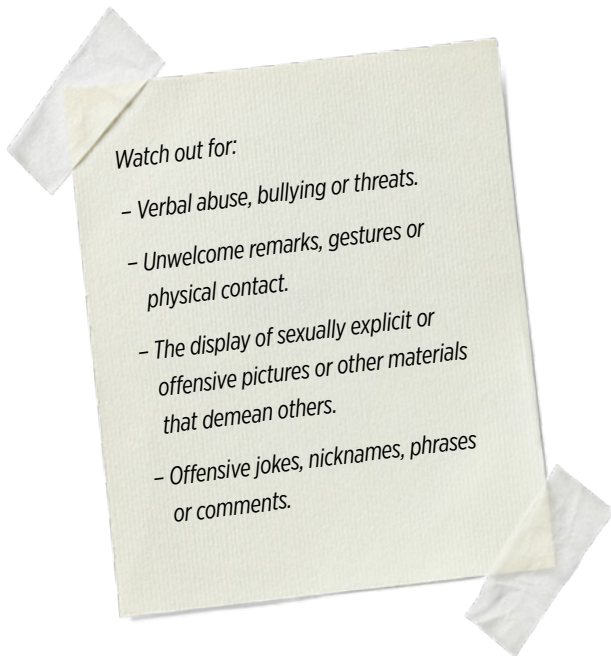
One form of harassment is sexual harassment, which in general occurs when:

- Unwelcome actions of a sexual nature are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor or other similar conduct.
- An intimidating, offensive or hostile work environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.



## YOUR RESPONSIBILITIES:

- Speak out when a coworker's conduct makes you or others uncomfortable.
- Never tolerate intimidation or harassment of any kind.
- Do not use OUTFRONT Media's information systems to visit inappropriate internet sites or share inappropriate material.
- Report all incidents of intimidation and harassment that may compromise our ability to work together.



## WE DO NOT TOLERATE HARASSMENT OF ANY KIND, INCLUDING:

- Acting aggressively in a manner that causes someone else to fear injury to themselves or their property.
- Threatening remarks, obscene phone calls, stalking or any other form of harassment, including singling someone out for ridicule.
- Causing or threatening physical injury to another.
- Intentionally damaging someone else's property.

Q: While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was "after hours" so I wasn't sure what I should do. Is this harassment?

A: Yes it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue you need to report the problem.



Q: I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a "heads up" so he can defend himself. Don't I have a responsibility as a friend to tell him?

A: Under no circumstances should you give him a "heads up." Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved, but also for the Company. Alerting your friend could jeopardize the investigation and expose OUTFRONT Media to additional risk and possible costs.

**To learn more:** Please see the [Non-Discrimination and Anti-Harassment Policy](#) located on the Company's intranet.

## SAFE AND HEALTHY WORK ENVIRONMENT

OUTFRONT Media is committed to providing a safe and healthy work environment for employees and others who visit or work at our facilities and job sites. Our commitment to health and safety is everyone's responsibility.

As a Company and as individuals, we must always demonstrate leadership, care and concern for one another.

### YOUR RESPONSIBILITIES:

- Comply with our policies and all applicable standards of safety and health.
- Always wear/use required safety equipment and never tamper with safety equipment or systems.
- Participate in all required safety training.
- Only undertake work that you are qualified to perform.
- Stop work if you consider it unsafe.
- Never work while impaired by, for example, a lack of sleep, alcohol or any drugs - including prescription or over-the-counter medication.
- Report any accident, injury, illness or unsafe condition immediately. Never assume that someone else has reported a risk or concern.
- Know the emergency procedures that apply where you work.

To learn more: Please see the Company's [Health and Safety Policy](#) located on the Company's intranet.



Q: I've noticed some practices that we do in my area they don't seem safe. Who can I speak to? I'm new here, and don't want to be considered a troublemaker.

A: Discuss your concerns with your manager or one of the Company's Chief Compliance Officers. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not cause trouble, it is being responsible.

Q: Are subcontractors expected to follow the same health and safety policies and procedures as employees?

A: Absolutely. Managers are responsible for ensuring that subcontractors and vendors at work on our premises understand and comply with all applicable laws and regulations governing the particular facility, as well as with additional requirements the Company may impose.

*Watch Out For:*

- Any unsafe working conditions. Report all concerns regarding health and safety immediately to your manager.*



# WORKING WITH OUR CUSTOMERS AND BUSINESS PARTNERS /

## HONEST AND FAIR DEALING

Always tell the truth about our services and capabilities and never make promises we can't keep. Do not take unfair advantage through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair practice. In short, always apply the same ethical principles of respect and integrity when working with fellow employees, business partners and others.

## MARKETING AND ADVERTISING STANDARDS

Marketing of our products and services must be truthful and accurate and comply with any applicable laws. Always use due diligence when choosing distributors and business partners to ensure they meet our standards. False claims about competitors' products or services are never acceptable.

## SUPPLIER RELATIONS

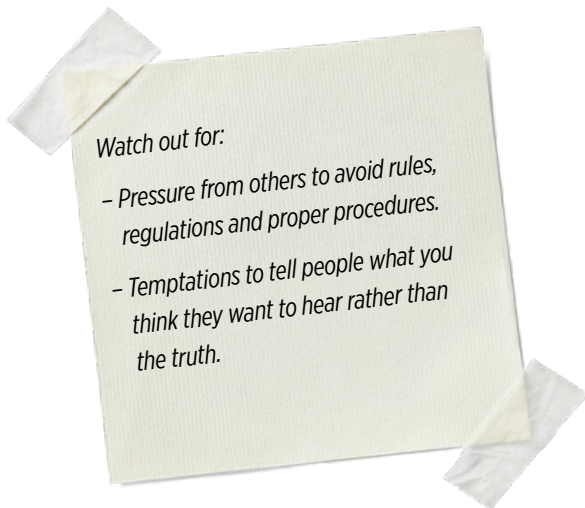
Our suppliers and business partners are essential to our ability to do business and meet our high standards and expectations - that is why we choose them carefully and use an objective and impartial selection process.

- Avoid conflicts of interest and favoritism in supplier relations.
- Help suppliers and business partners understand our expectations and act in a way that is consistent with our standards and applicable policies.
- Report any suspicions that a business partner may not be meeting our standards or their contractual obligations.

- Cooperate with all audits and investigations involving our business partners.

## YOUR RESPONSIBILITIES:

- Treat others fairly and honestly.
- Be responsive to all reasonable requests from our customers, suppliers and business partners, but never follow a request to do something that you regard as unlawful or contrary to our standards.
- Promise what you can deliver and deliver on what you promise.



## CONFLICTS OF INTEREST

A conflict of interest is any situation where your private or personal interests interfere, or appear to interfere with, the business interests of the Company.

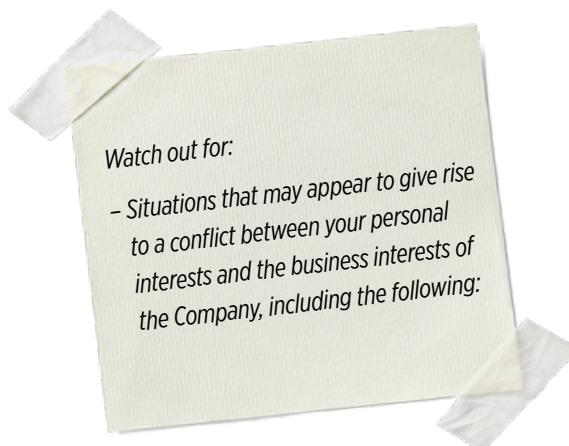
Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict - which can undermine the trust others place in us and damage our reputation.

Conflicts of interest are not always clear. If you have a question, talk to your manager or the Chief Compliance

Officers so the Company will be able to properly evaluate, monitor and manage the situation.

## YOUR RESPONSIBILITIES:

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of the Company.
- Disclose any relationship, outside activity or financial interest that may actually or potentially present a possible conflict of interest or the appearance of a conflict, and provide updates to the Company as necessary. The Company has established procedures to review all disclosures of potential conflicts of interest to determine whether there is a significant risk that the situation presented is likely to affect your business judgment.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with OUTFRONT Media. Please log onto the [Employee Center](#) to make your disclosure.





## **CORPORATE OPPORTUNITIES**

If you learn about a business opportunity because of your position at work, it belongs to the Company first. Employees may not take for themselves, or direct to any family member or friend, opportunities that are discovered on the job.

## **FRIENDS AND RELATIVES**

Since it is impossible to anticipate all situations involving relatives and close friends that may create a conflict, potential conflicts should be identified in advance and reported so that the Company can determine if any precautions need to be taken. In general, you, your family members and close friends must avoid relationships with vendors, suppliers, customers, competitors or anyone else that create – or appear to create – conflicts of interest.

## **OUTSIDE EMPLOYMENT AND CIVIC ACTIVITIES**

OUTFRONT Media does not prohibit employees from engaging in certain types of outside employment and civic activities, but if these activities constitute a potential conflict of interest (which may include work for a competitor, customer, vendor or supplier) or may affect your job performance, you must immediately disclose them to your manager.

## **LOANS TO EXECUTIVE OFFICERS, DIRECTORS AND EMPLOYEES**

OUTFRONT Media does not extend credit to or for any of its directors or executive officers, nor, except in limited circumstances, to or for any of its employees.

## **PERSONAL INVESTMENTS**

A conflict can occur if you have a significant ownership or other financial interest in a competitor, vendor, supplier or customer. If such a situation exists, discuss the matter with a Human Resources manager or one of the Company's Chief Compliance Officers.

Q: I have been asked by a local non-profit organization whether we can donate a copy machine for their office. The organization does good work in the community and may even benefit associates and their families who live nearby. Can our Company make such donations?

A: Before any donations can be made, it must be clear that this will not in any way influence someone to provide our Company with an improper advantage. In addition, a determination must be made whether such donations are in line with the Company's general practice on charitable contributions.



For this reason, you must obtain approval in advance from your manager and an attorney in the Legal Department before proceeding.

To learn more: Please see the [Company's Guideline on Charitable Contributions](#) located on the Company's intranet.

## GIFTS AND ENTERTAINMENT

In the right circumstances, a modest gift may be a thoughtful “thank you,” or a meal may be an appropriate setting for a business discussion that strengthens a professional relationship. However, if not handled carefully, the exchange of gifts and entertainment can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is meant to influence a business decision. Particular care must be taken regarding gifts or entertainment when government officials are involved.

When it comes to gifts and entertainment, our position is clear – employees must not accept gifts, entertainment and other courtesies that could affect their objectivity or influence their decision-making in a commercial, professional or administrative relationship. As a rule of thumb, you should not give or receive gifts that are excessive in

terms of either frequency or value. The Company has determined that gifts with a value greater than \$250 would be excessive.

Q: When I was traveling, I received a gift from a business partner that I believe was excessive. What should I do?

A: You need to let your manager know or report it to one of the Company's Chief Compliance Officers as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor. Any potential resolution to receiving an excessive gift should be discussed with your manager and one of the Company's Chief Compliance Officers.





## **GIFTS AND ENTERTAINMENT, BEFORE YOU ACT – THINK**

Gifts and entertainment come in all different forms: fruit baskets, dinners, tickets to sporting events, to name just a few examples. Before accepting or offering gifts or entertainment, think about the situation: Does the action legitimately support the business interests of OUTFRONT Media? Is the amount reasonable and customary? Does it conform to our policies and guidelines and, if it is a gift or entertainment that we are providing to a third party, does it meet their standards as well as ours? Would it embarrass you or the Company if it was published online or publicly known?

Q: During contract negotiations with a potential new supplier, the new supplier mentioned that they had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go in their place. I had been thinking of attending the seminar anyhow, since the subject of the seminar applies to my work. Since there's no personal gain to me, it would be good for OUTFRONT Media, and it would be a shame to waste the registration, I planned on saying "yes." Now I wonder if that would be the right decision.

A: You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is ongoing. Accepting gifts during negotiations can give the appearance of something improper and is always inappropriate.

### **YOUR RESPONSIBILITIES:**

- Only provide and accept gifts and entertainment that are reasonable and customary for the business relationship.
- Do not request or solicit personal gifts, favors, entertainment or services. Accepting or offering gifts of cash or cash equivalents (e.g., gift cards) is never allowed.
- Understand and comply with the policies of the recipient's organization before offering or providing gifts or entertainment.

If you are uncertain whether a gift you have been offered or plan to give is appropriate, contact your manager or one of the Company's Chief Compliance Officers for assistance.

Watch out for:

- Pressure from others to avoid rules, regulations and proper procedures.
- Temptations to tell people what you think they want to hear rather than the truth.

Watch out for:

If you are involved in any other aspect of a government contractual relationship, you have additional responsibilities including the following:

- Conform strictly to contract specifications and all quality, quantity, delivery and testing requirements.
- Make sure that all of our invoices, statements and representations to government officials are accurate, truthful and complete. Also ensure purchases and other charges fully comply with applicable procurement rules and contract requirements.
- Be truthful and accurate in all representations and certifications made to government customers and never falsify any document or provide misleading information relating to the award, performance or payment under any government contract or subcontract.
- Never seek, discuss or accept a competitor's bid or proposal, or an agency's source selection information from any government agency or other source, before the relevant agency awards the contract.
- Do not initiate any employment discussions with any current or former government employee without first consulting one of the Company's Chief Compliance Officers.

## **GIFTS AND ENTERTAINMENT - GOVERNMENT OFFICIALS**

Extra care needs to be taken when dealing with governments, governmental agencies, political parties, public international organizations and their officials. No gifts, entertainment or other benefits that could be considered as influencing a business decision or obtaining an improper advantage can be offered to public officials.

Any request made to you or to another employee for an improper payment or benefit, or any action taken or threatened by a government official with the intent of obtaining an improper payment or benefit, should be reported immediately to the Company's Executive Vice President, Government Affairs and/or one of the Company's Chief Compliance Officers.





## WORKING WITH THE GOVERNMENT

Special rules apply when the government is our customer or business partner. We can face severe penalties including loss of current and future government contracts, penalties and even criminal charges for violating government procurement laws.

### YOUR RESPONSIBILITIES:

- Take extra care when working with the government, be aware of their policies as well as ours. Know how their policies may impact our relationship.
- Contact an attorney in the Legal Department regarding non-routine government requests for information.
- If you suspect any illegal or unethical conduct by a OUTFRONT Media employee or business partner in connection with a government contract, report it immediately to your manager or one of the Company's Chief Compliance Officers.

Q: I have been asked by a local non-profit organization whether we can donate a copy machine for their office. The organization does good work in the community and may even benefit associates and their families who live nearby. Can our Company make such donations?

A: Before any donations can be made, it must be clear that this will not in any way influence someone to provide our Company with an improper advantage. In addition, a determination must be made whether such donations are in line with the Company's general practice on charitable contributions.

# PROTECTING INFORMATION AND ASSETS /

## PROTECTING OUR ASSETS

Every employee is responsible for the proper use of OUTFRONT Media's assets, protecting them from waste, abuse or loss. Assets include not only Company property such as vehicles, tools, materials and supplies, but also Company strategies, logos, trademarks, brands and intellectual property, as well as our computer and communications systems, software and hardware.

All employees are expected to work efficiently during working hours and make the best use of the time and resources provided.

Company computers, the email and phone system, Internet and network access, and any hardware and software provided to employees are Company property and should generally be used only for Company business. Limited, incidental personal use of Company assets – including assigned vehicles and electronic media such as phones and email – is permitted, but such use should be kept to a minimum and have no adverse effect on productivity and the work environment.

## YOUR RESPONSIBILITIES:

- Use OUTFRONT Media assets responsibly and appropriately.
- Respect the copyrights, trademarks and license agreements of others when dealing with printed or electronic materials, software or other media content.

To learn more: Please see the Company's [Information Security Policy](#) located on the Company's intranet.

Watch out for:

- Requests to borrow or use Company equipment without approval.
- Sharing passwords.



## EXAMPLES OF CONFIDENTIAL INFORMATION INCLUDE:

- Operational data and reports
- Customer and supplier lists
- Personnel information and records
- Pricing information
- Company financial information that has not been released to the public
- Software programs developed by employees or specifically for the Company
- Business and strategic plans
- Intellectual property, “know how” and inventions
- Technology, operations, research and technical data
- Manufacturing techniques and processes, and
- Third party (e.g., vendors, suppliers, etc.) information and records given to us in confidence.

## CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

In the course of our work, many of us have access to confidential or proprietary information about the Company, fellow employees, our customers, business partners or other third parties. Each of us must be vigilant to safeguard our confidential information as well as confidential information that is entrusted to us by others.

Intellectual property created on the job or with Company resources belongs to OUTFRONT Media and cannot be used for personal gain.

### YOUR RESPONSIBILITIES:

- Respect all patents, trademarks, copyrights, proprietary information or trade secrets, as well as the confidentiality of anyone with whom we do business.
- Keep confidential information secure, limit access only to those who have a “need to know,” and use it only for permitted purposes.
- Never try to induce other people to breach confidentiality obligations they owe to third parties.
- Learn about the types of information which are given heightened protection by the law and Company policy (such as personally identifiable information including government-issued identity numbers and bank account numbers) and protect them appropriately.
- Protect the confidentiality of personal information of current and former colleagues, as well as job applicants, business partners and customers.
- Never share colleagues’ information outside the Company.



Watch out for:

- Unintentional exposure of confidential information in public settings such as on phone calls or while working on your laptop.

- The loss of control of confidential information.

When sending personal information to third parties, make sure that the transmissions are for legitimate business reasons and that they comply with local law.

Our obligation to protect confidential information acquired while employed by OUTFRONT Media extends even after our employment at the Company ends.

To learn more: Please see the Company's [IT Disposal Policy](#) located on the Company's intranet.

## **ACQUIRING COMPETITIVE INTELLIGENCE**

We acquire competitive information only through legal means and never through misrepresentation or any behavior that could be construed as “espionage” or “spying.”

Any information obtained from third parties, including information about the competition, will always be obtained and used in a strictly legal manner. Particular care should be paid when dealing with team members who joined OUTFRONT Media from a competitor and to any legal or contractual obligations that may affect such an employee.



Q: I am a manager and a colleague who recently joined OUTFRONT Media from a competitor has brought with her a customer list and price list of the competitor. She says she plans to use it to our advantage. Should I just ignore this and let her do it?

A: No. If an employee retains competitor information it can result in legal action by the competitor. You must report this to one of the Company's Chief Compliance Officers for appropriate action.

## YOUR RESPONSIBILITIES:

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness, as well as any applicable contractual or legal requirements.
- Write carefully and clearly in all your business communications, including emails. Write with the understanding that someday the records may become public documents.
- Never issue incorrect, incomplete or inexact information or information which could confuse the person who receives it.

## FINANCIAL INTEGRITY

Business partners, government officials and the public need to be able to rely on the accuracy and completeness of our disclosures and business records. Accurate information is also essential within the Company so that we can make informed decisions.

Our books and records must accurately and fairly reflect our transactions in reasonable detail and in accordance with our accounting practices and policies. Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results and maintaining records.

### Watch out for:

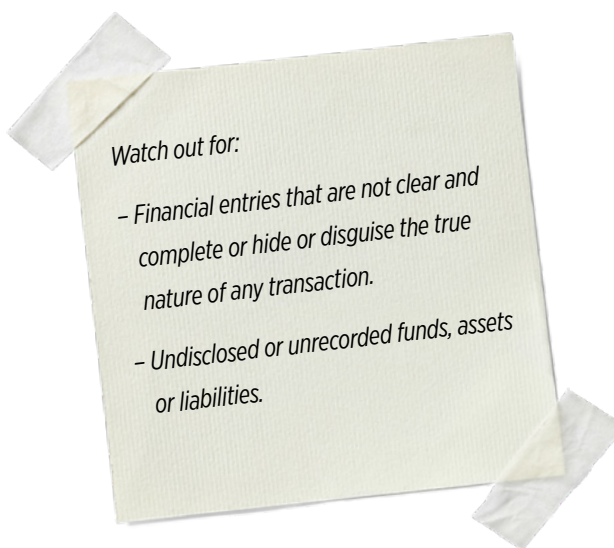
- Stealing or use of proprietary information and intellectual property
- Acquiring trade secrets through bribery
- Possessing trade secret information obtained without the owner's consent
- Recording or use of another person's or entity's name, image, likeness or voice without consent
- Encouraging disclosures by past or present employees



Q: At the end of last quarter, my manager asked me to submit revenues for customer services we had started to perform even though I had not yet received a signed contract. I agreed to do it, mostly because we were all sure that the customer would sign the contract and the work would be completed in the next quarter. Now I wonder if I did the right thing.

A: No, you did not. Revenue must be recorded in the period in which they are earned, and in accordance with the Company's Financial Policy & Procedure Manual, which among other things requires that an executed contract be received from the customer prior to recording revenues, even where work has already started. The action taken was a violation of Company policy and procedures and, depending on the circumstances, could amount to fraud in violation of federal and state laws.

To learn more: Please see the [Company's Financial Policy & Procedure Manual](#)





## CREATING AND MANAGING OUR BUSINESS RECORDS

Each of us is responsible for helping to ensure the information we record is accurate, timely and complete, and maintained in a manner that is consistent with our system of internal processes and controls.

Access only records you are authorized to view, and share or disclose records only with individuals who are authorized to view the information and have an express business purpose for such access.

If you have records subject to a legal hold, follow the guidelines in the notification. If you are not certain about what is required, ask an attorney in the Legal Department.

### YOUR RESPONSIBILITIES:

- Never destroy documents in response to or in anticipation of an investigation, litigation, subpoena or audit.
- Contact an attorney in the Legal Department or contact the Ethics Line if there is any doubt about the appropriateness of record destruction.

## COMMUNICATING WITH THE PUBLIC

We are committed to honest, professional and legal communications to business partners and the public. In all disclosures, we must observe the highest standards of ethics, objectivity and transparency.

Inquiries from investors and financial analysts should be referred to the Company's Senior Vice President, Investor Relations. Inquiries from the media should be referred to the Company's Communications Director.

### YOUR RESPONSIBILITIES:

- Never give the impression that you are speaking on behalf of the Company in any personal communication, including speeches and presentations and on social media platforms, unless you are authorized to do so.
- Unless you are authorized to do so, never speak to reporters – even if asked to speak “off the record.”

#### Watch out for:

- Any suggestion you speak for the Company in your personal communications, including in emails, blogs, message boards and social networking sites.
- Temptations to use your Company title or affiliation outside of work – such as in charitable or community work – without making it clear that the use is for identification only and that you are not representing the Company.





## USING SOCIAL MEDIA

Be careful when writing communications that might be published online. If you participate on popular social media platforms or in other online forums, blogs, newsgroups, chat rooms or bulletin boards, think carefully before you hit the “publish”, “post” or “send” button.

### YOUR RESPONSIBILITIES:

- Never comment on confidential and non-public Company information such as our current or future business performance or business plans.
- Never post content that may be viewed as malicious, obscene, harassing, defamatory or discriminatory, or which may give the impression that you are speaking as a representative of the Company.
- If you read an online comment about our Company that you believe is wrong, do not respond – contact the Company’s Communications Director so that appropriate steps can be taken.

To learn more: Please see the [Company’s Guidelines on Social Media Use](#) located on the Company’s intranet.



# FOLLOWING THE LETTER AND THE SPIRIT OF THE LAW/

## COOPERATING WITH INVESTIGATIONS

All employees are expected to fully cooperate with internal and external audits, investigations and inquiries that are conducted by the Company. In addition, in the course of business, you may receive inquiries or requests for information relating to court proceedings or from government officials.

You are expected to fully cooperate and ensure that any information you provide is true, clear and complete. If you learn of a potential government investigation or inquiry, immediately notify your manager and the Company's Legal Department before taking or promising any action.

With respect to audits, investigations and inquiries, you must NOT:

- Destroy, alter or conceal any document in anticipation of or in response to a request for these documents.
- Provide or attempt to influence others to provide incomplete, false or misleading statements to a Company or government investigator.
- Conduct an investigation yourself in response to a request or when you suspect any wrongdoing, appropriate procedures should be followed and such matters will be assigned to appropriate Company personnel for handling.

## POLITICAL ACTIVITIES

You have the right to voluntarily participate in the political process including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of OUTFRONT Media.

No OUTFRONT Media funds may be used for any political purpose without proper authorization.

### YOUR RESPONSIBILITIES:

- Ensure that your personal political views and activities are not viewed as those of OUTFRONT Media.
- Do not use our resources or facilities to support your personal political activities.

Q: I will be attending a fundraiser for a candidate for local office. Is it OK to list my position at OUTFRONT Media as long as I don't use any Company funds or resources?

A: No. You may not associate the Company's name in any way with your personal political activities, unless required by applicable law or regulation.

To learn more: Please see the [Company's Guideline on Political Contributions](#) located on the Company's intranet.

#### Watch out for:

- Lobbying - interactions and communications with government officials or regulators that could be seen as attempting to influence the development, amendment or passage of legislation or government policies/programs, or the awarding of a grant or government funding, must be discussed in advance and coordinated with the Company's Executive Vice President, Government Affairs.
- Pressure - never apply direct or indirect pressure on another employee to contribute to, support or oppose any political candidate or party.
- Improper influence - avoid even the appearance that you are making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- Conflicts of interest - holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.
- Gifts - avoid giving gifts or other benefits to public officials that could be seen as directly or indirectly connected with the performance of their duties.



Q: I would like to invite an elected official to speak at an upcoming Company event. Would that be a problem?

A: You must get approval from the Executive Vice President, Government Affairs before inviting an elected official or other government official to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as support for the campaign. Depending on local laws, any food, drink or transportation provided to the invitee could be considered a gift. In most cases, there would be limits and reporting obligations.

Watch out for:

- Requests by friends or family for information about OUTFRONT Media or about companies that we do business with. Even casual conversations could be viewed as illegal "tipping" of inside information.
- Sharing material non-public information accidentally or on purpose with anyone who might make an investment decision based on your inside information. This is considered "tipping" and is against the law regardless of whether you benefit from the outcome of their trading.
- Recommending or encouraging others to trade securities when you have material non-public information is prohibited by law, even if you do not expressly share that information.

## INSIDER TRADING

In the course of business, we may become aware of facts, developments or plans which may reasonably be expected to affect the market price or value of OUTFRONT Media's securities or the securities of another publicly traded company before these developments or plans are made public. Various laws prohibit trading securities while aware of such material non-public information, disclosing such information to others who then trade ("tipping"), or recommending that others trade securities while aware of such information.

Material information is the kind of information that would reasonably be expected to have a significant effect on the market price or value of a company's securities. Some examples of information about a company that might be material are:

- A proposed acquisition or sale
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments
- Changes in strategic direction including entering new markets

If you have any questions as to whether information is material or has been released to the public, consult with an attorney in the Company's Legal Department or contact the Ethics Line.



## YOUR RESPONSIBILITIES:

- Do not buy or sell securities of any company when you have material non-public information about that company.
- Do not communicate material non-public information to other people.
- Do not recommend or encourage others to buy or sell securities of a company when you have material non-public information about that company.
- Do not buy or sell OUTFRONT Media's securities during black-out periods that occur during certain times throughout the year.

To learn more: Please see the [Company's Insider Trading Policy](#) located on the Company's intranet.

## ANTI-TRUST AND FAIR COMPETITION

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices.

Anti-trust laws are complex and compliance requirements can vary depending on the circumstances and the jurisdiction. If you have any question about whether an activity or communication you plan to engage in may be viewed as anti-competitive, you should speak with someone in the Company's Legal Department. In general, the following activities are examples of red flags and should be avoided and, if detected, reported to one of the

Company's Chief Compliance Officers or the Company's Legal Department:

- Entering into an agreement with a competitor of the Company with respect to prices, customers, markets or other competitively sensitive matters.
- Sharing the Company's competitively sensitive information with a competitor of the Company.
- Sharing competitively sensitive information of business partners or other third parties with their competitors.

## YOUR RESPONSIBILITIES:

- Do not enter into agreements with competitors or others to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.
- Do not engage in conversations with competitors about competitively sensitive information, such as prices, sales strategies or future plans.





Q: I received sensitive pricing information from one of the Company's competitors. What should I do?

A: You should contact one of the Company's Chief Compliance Officers or the Company's Legal Department without delay and before any further action is taken. It is important that from the moment we receive such information, we demonstrate respect for anti-trust laws, and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor. *Do not respond to the competitor before speaking with the appropriate Company personnel.*

## ANTI-CORRUPTION AND BRIBERY

We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. OUTFRONT Media is committed to complying with all applicable anti-corruption laws.

We do not pay bribes, kickbacks or facilitation payments, at any time for any reason. This applies equally to any person or firm who represents OUTFRONT Media.

The only possible exception is if a potentially improper payment is necessary to protect an individual's health or safety. In such a situation, you should immediately report the payment to an attorney in the Company's Legal Department.

## DUE DILIGENCE

It is especially important that we carefully monitor third parties acting on our behalf. We carefully screen all third parties, including suppliers, consultants and vendors who work on our behalf, particularly when dealing in countries with high corruption rates and in any situations where "red flags" would indicate further screening is needed before retaining the third party. Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

Watch out for:

- Collusion – when companies secretly communicate or agree on how they will compete. This could include a "handshake" or other agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- Bid-rigging – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- Predatory pricing – when a company with market power sells a service below cost so as to eliminate or harm a competitor, intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

## YOUR RESPONSIBILITIES:

- Never give anything of value inconsistent with local laws and regulations to any governmental official. If you are not sure what the local laws are, the safest course of action is to not give anything of value.
- Understand the standards set forth under anti-bribery laws which apply to your role at OUTFRONT Media.
- Accurately and completely record all payments to third parties.

Q: I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay him goes toward making payments or bribes to government officials. What should I do?

A: This matter should be reported to the Company's Legal Department for investigation. If there is bribery and we fail to act, both you and the Company could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with us should understand the necessity of these measures. It is important and appropriate to remind the agent of our policy.

## KEY DEFINITIONS - BRIBERY, CORRUPTION AND FACILITATION PAYMENTS

**Bribery** means giving or receiving anything of value (or offering to do so) in order to obtain business or a financial or commercial advantage.

**Corruption** is the abuse of an entrusted power for private gain.

**Facilitation payments** are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

Watch out for:

- Apparent violations of anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with OUTFRONT Media clearly documented in writing.





## REMEMBER:

If you have any questions or would like to raise concerns about conduct or ethics, you can always reach the Chief Compliance Officers through the Ethics Line by either calling 1-855-229-9353 or logging onto [www.outfrontmedia.ethicspoint.com](http://www.outfrontmedia.ethicspoint.com).

You can also make any conflict of interest or potential conflict of interest disclosures by logging onto the [Employee Center](#).

## IN CLOSING

Please remember that the Company expects you to observe the spirit, as well as the letter, of its policies. You may not try to accomplish indirectly what the policies prohibit you to do directly. Similarly, you cannot encourage, participate in or assist in conduct that would violate or subvert these policies. Thank you for your help in making OUTFRONT Media a responsible member of the corporate community and an ethical and safe place to work.

# NOTES

[illegible]



# ANNUAL ACKNOWLEDGMENT /

As our Code of Conduct makes clear, adherence to the law and the highest ethical standards of integrity is the foundation of everything we do. Meeting this standard and complying with all applicable laws and regulations does not just happen, it requires a commitment from each of us. By my signature below I acknowledge that:

- ☐ I have read and understand the provisions of the Code.
- ☐ I will abide by the standards of conduct contained in the Code and in Company policies.
- ☐ I will complete all required training courses on ethics and compliance topics including training on the Code.
- ☐ I will speak up using the resources listed in the Code if I am in doubt as to the proper course of conduct or if I become aware of possible violations of our standards or the law.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Work Location (City/State): \_\_\_\_\_

**OUTFRONT/**