

## **Smith-Midland Ethics Code of Professional Conduct**

Smith-Midland's Mission includes promotion of professional conduct in ethical practices. Smith-Midland's Senior Management Team hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. This Ethics Code of Professional Conduct embodies principles to which we are expected to adhere and advocate.

These tenets for ethical business conduct encompass rules regarding both individual and peer responsibilities, as well as responsibilities to Smith-Midland associates, the public and other stakeholders. Senior Management personnel are expected to abide by this code as well as all applicable Smith-Midland business conduct standards and policies or guidelines in Smith-Midland's associate handbook and Standards of Business Conduct relating to areas covered by this Code. Any violations of the Smith-Midland Ethics Code of Professional Conduct may result in disciplinary action, up to and including termination of employment.

All associates covered by this Ethics Code of Professional Conduct will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in their personal and professional relationships.
- Provide stakeholders with information that is accurate, complete, objective, fair, relevant, timely and understandable, including in our filings with and other submissions to the U.S. Securities and Exchange Commission.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, and due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.
- Confidential information acquired in the course of one's work will not be used for personal advantage.

- Share knowledge and maintain professional skills important and relevant to stockholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use, control, and stewardship over all Smith-Midland assets and resources that are employed or entrusted to us.
- Not unduly or fraudulently influence, coerce, manipulate, or mislead any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of Smith-Midland's financial statements or accounting books and records.

### Conflicts of Interest

All associates must avoid any personal activity, investment or association that could appear to interfere with good judgment concerning the company's best interests. You may not exploit your position or relationship with the Company for personal gain. You should avoid even the appearance of such a conflict. For example, there is a potential conflict of interest if you:

- Cause the company to engage in business transactions with relatives or friends;
- Use nonpublic Company, client or vendor information for personal gain by you, relatives or friends (including securities transactions based on such information);
- Have more than a modest financial interest in the Company's vendors, clients or competitors;
- Receive a loan, or guarantee of obligations, from the Company or third party as a result of your position at the Company; or
- Compete, or prepare to compete, with the Company while still employed by the Company, or for 2 years after leaving the Company.

There are other situations in which a conflict of interest may arise. You have a duty to promptly report, verbally or in writing, such concerns either to your manager, another member of management, or Human Resource representative under conditions and circumstances that include:

- If you are aware of any suspected or known violations of this Code of Professional Conduct, the Standards of Business Conduct or other Smith-Midland policies or guidelines.

- If you have concerns about any situation that may, in appearance or fact, fall within these guidelines.

If you have a concern about a questionable management or accounting or auditing matter and wish to submit the concern confidentially or anonymously, you may do so by sending an e-mail to [garym@mwillplaw.com](mailto:garym@mwillplaw.com) or calling the Business Conduct Line number (Moomjian & Waite, LLP) at 516- 937- 5900.

All inquiries will be handled discretely and every effort, within the limits allowed by law, will be made to maintain the confidentiality of anyone requesting guidance or reporting questionable behavior and or a compliance concern.

It is Smith-Midland's intention that this Ethics Code of Professional Conduct be its written code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002 complying with the standards set forth in Securities and Exchange Commission Regulation S-B Item 406.

The undersigned understands this Ethics Code and agrees to full compliance.

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Print Name

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Signature

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Date