

# STONEMOR PARTNERS L.P.

## CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

(Adopted as of December 10, 2012)

### **Introduction**

The Board of Directors (the “Board”) of Stonemor GP LLC, a Delaware limited liability company and the general partner (the “General Partner”) of Stonemor Partners L.P., a Delaware limited partnership (together with its subsidiaries, the “Partnership” and, collectively with the General Partner, the “Company”), has adopted this Code of Business Conduct and Ethics for Directors (the “Code”) as of the date set forth above. It is the Board’s responsibility to set a leadership tone for the Company reflecting the Company’s fundamental values of integrity. The Code, in conjunction with the Corporate Governance Guidelines, detail the principles and policies under which the Board operates.

### 1. **Conflicts of Interest**

A “conflict of interest” exists when a director’s private interests interfere, or appear to interfere, in any way with the interests of the Company. All directors of the Company should be scrupulous in avoiding a conflict of interest or the appearance of a conflict of interest with regard to the Company’s interests. The “appearance of a conflict” is a standard based upon what a reasonable person might view as a potential conflict. This applies equally to business relationships and personal activities. A conflict situation may arise when a director of the Company takes actions or has interests that may make it difficult to perform his or her role as a Board member objectively and effectively. Conflicts of interest may also arise when a director of the Company, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Loans to, or guarantees of obligations of directors of the Company and their respective family members may create impermissible conflicts of interest. Federal law prohibits loans by the Company to directors of the Company.

In the event that any director believes that he or she is in a situation where a conflict of interest or the appearance of a conflict of interest may arise, he or she has an obligation to report this to the Chairman of the Audit Committee of the Board immediately. In the event that a director becomes aware that one of his or her fellow directors is in a conflict of interest situation or an apparent conflict of interest situation, that director also has a duty to report this immediately to the Chairman of the Audit Committee. In the event that the Chairman of the Audit Committee finds himself or herself in a potential conflict of interest he or she will disclose this immediately to the other members of the Committee.

### 2. **Corporate Opportunity**

Any business opportunity that is discovered through or arises from the use of property, information or position of the Company belongs to the Company. Directors are prohibited from

(a) taking for themselves personally opportunities that are discovered through the use of Company property, information or position; (b) using Company property, information, or position for personal gain; and (c) competing with the Company. Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Any director of the Company who becomes aware of such a business opportunity must bring it to the attention of the Board. No director of the Company may take personal advantage of such an opportunity without first receiving specific written approval from the Board. If the Board, after due consideration, makes a decision not to pursue this opportunity, it is not longer considered a “corporate opportunity” within the ambit of this provision.

### 3. **Confidentiality**

Directors of the Company should maintain the confidentiality of information entrusted to them by the Company or its suppliers or customers. Throughout, and even after their service on the Board, directors shall not directly or indirectly publish, disclose, describe, or communicate confidential information, or authorize anyone else to do so for any purpose other than corporate purposes, except when disclosure is authorized or legally mandated. Generally, confidential information includes all information, whether oral or in writing, that has not been disclosed to the public and that might be of use to competitors, or, if disclosed, harmful to the Company or its customers.

### 4. **Communications**

In all interactions and communications related to the Company, directors of the Company must always be truthful and should not make statements intended to mislead or misinform. If any director of the Company receives a request for information or documents, he or she shall communicate this immediately to the Chairman of the Board who will determine the appropriate response and give authorization prior to providing documentation to outside parties. Directors will not speak on behalf of the Board or the Company in response to interview requests unless asked to do so by the Chairman of the Board.

### 5. **Fair Dealing**

Each director of the Company should endeavor to deal fairly with the Company’s customers, suppliers, competitors and employees, as applicable. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### 6. **Protection and Proper Use of Company Assets**

Directors of the Company should protect the Company’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company’s profitability. All assets of the Company should be used for legitimate business purposes of the Company.

A limited exception to the “business only” rule is when conducting “incidental personal business,” in which case the asset in question must be used in a manner consistent with the following guidelines:

- usage is limited in duration or extent;
- usage does not adversely impact the user’s responsibilities or duties to the Company;
- usage does not subject the Company to any non-reimbursed, significant incremental cost;
- usage does not violate this Code, including but not limited to, provisions related to conflicts of interest and/or disclosure of confidential information; and
- usage is consistent with the Company policies.

#### 7. **Complying with Law**

The Board shall proactively promote compliance with applicable laws, rules, and regulations governing the Company, its officers and its Board members. Directors of the Company should respect and comply with all of the applicable laws, rules and regulations of the United States, and the states, counties, cities and other jurisdictions, in which the Company conducts its business.

Such legal compliance should include, without limitation, compliance with the “insider trading” prohibitions applicable to the Company and its directors. Generally, no director of the Company may buy, sell or otherwise trade in the units or other securities of the Partnership at any time when the person has access to or knowledge of material non-public information about the Company, whether or not they are using or relying upon that information. This restriction on “insider trading” is not limited to trading in the Partnership’s securities. The restriction extends to sharing information or tipping others about such information, especially since the individuals receiving such information might utilize such information to trade in the securities. In addition, the Company has implemented trading restrictions to reduce the risk, or appearance, of insider trading. Directors of the Company are directed to the Company’s Pre-Clearance and Insider Trading Policy, if they have questions regarding the applicability of such insider trading prohibitions.

#### 8. **Reporting Any Illegal or Unethical Behavior**

Any violations of this Code or suspected violation thereof shall be reported immediately to the Chairman of the Board. The Board will meet in the absence of any director involved in a potential infringement of this Code to consider appropriate action and shall act decisively in instances where violations of this Code have occurred. Those persons who are not in compliance with the policies of this Code shall be held accountable for their actions. Violations of this Code may also constitute violations of law that may result in civil and criminal penalties. The

Company shall not permit retaliation of any kind against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

9. **Amendment, Modification and Waiver**

This Code may be amended, modified or waived by the Board or a Board committee, subject to the provisions of the Securities Exchange Act of 1934, as amended, and the rules thereunder and the applicable rules of the New York Stock Exchange. To the extent the Board determines to grant any waiver of this Code for a director of the Company, the waiver shall be disclosed to unitholders within four business days of such determination.

10. **Posting Requirement**

The Company shall post this Code on the Partnership's website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of this Code is available on the Partnership's website.