

## **1. Purpose and Scope**

The purpose of this *Code of Ethics Policy* (“Code”) is to establish guidelines for standards of business conduct for employees, contractors, consultants, temporary employees and other workers of StoneMor Partners L.P. and its subsidiaries (regardless of tier) and its general partner, StoneMor GP LLC, and subsidiaries of StoneMor GP LLC (individually and collectively, “StoneMor” or “Company”). It applies to all StoneMor business units. This information will serve as a reference tool to ensure a consistent approach to Code issues within StoneMor. While this Code provides general guidance for employee conduct, it does not supercede specific policies that are set forth in other StoneMor policy statements, including, but not limited to, any StoneMor Employee Handbook and the Code of Ethical Conduct for Financial Managers (the Company’s principal executive officer, principal financial officer, principal accounting officer or controller [or persons performing similar functions] pursuant to Item 406 of SEC Regulation S-K.)

StoneMor believes it is important to conduct business in the full spirit of honest and lawful behavior. These beliefs require that each employee understands and applies the principles in this Code in their everyday decisions and should avoid even the appearance of unethical or unprofessional behavior. Failure to honor these principles may result in disciplinary action, up to and including dismissal. This Code does not create any right to, or contract of, employment.

Employees have a duty to report actual or possible violations of the principles in this Policy. They may do so without fear of retaliation. Please refer to StoneMor’s *Policy and Procedure for the Reporting of Internal Misconduct* for information on how to report actual or possible violations of this Code of Ethics Policy. It is a violation of StoneMor’s *Policy and Procedure for the Reporting of Internal Misconduct* (Whistle-Blower Policy) for any employee to retaliate against another for reporting actual or possible violations of the Code of Ethics Policy. To do so may result in disciplinary action, up to and including dismissal.

This Code contains the following sections:

1. Purpose and Scope
2. Responsibility
3. Senior Management’s Commitment to Standards of Business Conduct
4. Privacy of Employee Records
5. Confidential Information
6. Accuracy of Reports, Records and Accounts
7. Relations with Suppliers

\*This policy pertains to those employed at locations in the United States and Puerto Rico.

8. Gifts, Gratuities, Entertainment, and Other Considerations
9. Bribes and Kickbacks
10. Endorsements and Testimonials
11. Selling Practices
12. Use and Protection of Company Property
13. Environmental Issue
14. Inside Information
15. Antitrust
16. Government Contracting and National Security Matters
17. Lobbying and Political Contributions
18. International
19. Transactions Among StoneMor Partners L.P. Companies
20. Conflicts of Interest
21. Relations with Community and Media
22. When Questions Arise
23. Waiver

## **2. Responsibility**

The Senior Officers of StoneMor, subject to the oversight of the Board of Directors of StoneMor GP LLC, is ultimately responsible for establishing a culture of law obedience within StoneMor and adherence to this Code. The standards of this Code apply to all StoneMor employees. Annually, each Company Officer, Corporate Department Head, Vice President, and Regional Manager must confirm compliance with this Code by submitting a Representation Letter, within his or her area of responsibility, to StoneMor's Human Resources Department. Any exceptions to this Code must be approved in advance by majority vote of the full Board of Directors.

## **3. Senior Officers' Commitment to Standards of Business Conduct**

The Senior Officers (as hereafter defined) of StoneMor hold an important and elevated role in corporate governance and are vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the Company's stakeholders, investors, clients, employees, suppliers, and citizens of the communities in which business is conducted. Management is committed to fulfill this responsibility by exhibiting and promoting the highest standards of honest and ethical conduct through the establishment and operation of policies that:

- Encourage professional integrity in all aspects of the organization by eliminating inhibitions and barriers to responsible behavior such as coercion, fear of reprisal or alienation from the organization.
- Prohibit and eliminate the appearance or occurrence of conflicts between what is in the best interest of the Company and what could result in material personal gain for any member of the organization.

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- Provide a mechanism for members of the organization to inform senior management and the Audit Committee of the Board of Directors of actual or possible violations of this Code.
- Demonstrate their personal support for such policies and procedures through periodic communication reinforcing these ethical standards throughout the organization.

To ensure the accuracy and integrity of financial records and periodic reports, Senior Financial Officers will establish and manage the enterprise transaction and reporting systems and procedures to ensure that:

- Transactions recorded on the Company's books and records are consistent with Generally Accepted Accounting Principles (GAAP) and established company financial policy.
- The retention or proper disposal of Company records shall be in accordance with established enterprise financial policies and applicable legal and regulatory requirements.
- Periodic financial communications and reports will be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will quickly and accurately determine their significance and consequence.

Senior Financial Officers will further establish and maintain mechanisms to:

- Educate members of the finance/accounting department about any federal, state or local statute, regulation or administrative procedure that affects the operation of the finance/accounting department and the Company generally.
- Monitor the compliance of the finance/accounting department with any applicable federal, state or local statute, regulation or administrative rule.
- Identify, report and correct in a swift and certain manner any detected deviations from any applicable federal, state or local statute or regulation.

#### **4. Privacy of Employee Records**

Maintaining the privacy of employees requires careful handling of employee information at all times and compliance with all procedures for the maintenance of records and confidentiality of files. The dissemination of employee information within the Company will be tolerated only on a "need to know" basis. Reference checks and other outside requests for information about employees must be referred to the Human Resources Department. No employee shall have a cause of action for violation of this provision.

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## **5. Confidential Information**

As part of an employee's job, he/she may have access to confidential information about the Company, its customers, suppliers or competitors. Information obtained, developed or produced by StoneMor and its employees, information supplied by outside consultants or vendors for the benefit of StoneMor, or information about StoneMor's customers is confidential. Until released to the public by the appropriate Company official, this information should not be disclosed to fellow employees who do not have a business need to know or to non-employees for any reason without proper authorization. This includes information or data on services, financial data, business strategies, operating plans, corporate manuals, processes, systems and procedures. This confidentiality agreement survives the employee's termination of employment, whether voluntary or involuntary.

StoneMor has ownership rights in certain information, designs, products, processes, services, software, names or logos, trademarks, and other property that may be protected by patents, copyrights, trademarks or trade secrets law. Inform the Company's Internal Auditor if you believe that any StoneMor rights are being infringed on by others.

Never infringe on the valid copyrights, trademark or patent rights of others. This includes unauthorized copying of copyrighted materials, using a name for a product or service that is confusingly similar to a trademark or service mark used by another company for a similar product or service, or developing and selling a product or service that is protected by the valid patent of another.

## **6. Accuracy of Reports, Records and Accounts**

Each employee is responsible for the accuracy of the records, accounts, time sheets, and reports kept. Accurate information is essential to StoneMor's ability to meet legal and regulatory obligations and to compete effectively. No employee should create any false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct any employee to do so. For example, expense reports must accurately document expenses actually incurred in accordance with StoneMor policies. Every employee is also responsible for accurately reporting time worked, vacation time, etc. on a no less than monthly basis. If any employee has any questions or feel they are being asked to create a document or electronic record in a less than complete, honest and accurate manner, they should immediately report this according to the Company's *Policy and Procedure for the Reporting of Internal Misconduct*.

It is prohibited to take any action to fraudulently influence, coerce, manipulate or mislead an independent accountant who is engaged in the performance of an audit or review of the Company's financial statements for the purpose of rendering the financial statements misleading.

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## 7. Relations with Suppliers

The Company's business is built on integrity in dealing with customers, suppliers and third parties. Therefore, an employee or a member of an employee's immediate family, including any company which such person may represent, must not benefit personally from any purchase of goods or performance of services for the Company or its Unit Companies, or derive personal gain from transactions made as an employee or representative of the Company. The following guidelines are intended to help all employees make the proper decision in dealing with new or potential suppliers:

1. Purchase or sale of goods and services must not result in employees or their families receiving kickbacks or rebates.
2. Doing business with a supplier must never pose a risk to StoneMor's reputation.
3. If a potential supplier is represented by former StoneMor employees, the supplier may be in a position to use knowledge about StoneMor to an unfair advantage.
4. Suppliers who do business with StoneMor may be required to provide certifications of compliance with various laws and standards. Always review required certifications before awarding business to a supplier.
5. Do not solicit or accept discriminatory discounts or prices which do not represent a fair market value for goods and services of similar quality and quantity without talking to the Company's Internal Auditor.
6. Never say or write anything that a potential supplier may interpret as a commitment to do business unless that is the Company's specific intention. If you have questions about what constitutes a legal commitment, consult the Company's Internal Auditor.
7. To avoid both the reality and appearance of improper business relations with suppliers, customers or third parties, the standards set forth in Section 8 will apply to the receipt of gifts and entertainment by employees:
8. Never interfere with a supplier's contracts or business relations with a competitor of StoneMor.
9. Employees should not accept any consideration, no matter how small, or allow themselves to participate in any activity, such as a sponsored conference, social event or sporting activity which may influence their business judgment, or create the perception that it can be influenced.

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10. Never reveal confidential information about one supplier to another supplier -- including suppliers already affiliated with StoneMor or to anyone outside of StoneMor.
11. Employees should not accept for themselves discounts or special offers based on a supplier's actual or potential relationship with StoneMor, except through a program approved for all StoneMor employees.
12. Reject any reciprocal agreement with a supplier that restrains or may appear to restrain competition. Such agreements violate this Code and may violate the law.
13. Employees who work with suppliers must avoid any interest that conflicts with or appears to conflict with the employee's responsibility to StoneMor. See Conflicts of Interests in this Code.
14. Individuals with procurement responsibility should review the sections of this Code concerning antitrust and should be familiar with applicable laws.

Understand and observe these policies as well as the principles stated here. Share the principles of this Code with potential suppliers early in any supplier solicitation and selection process and with current suppliers. Employees may seek advice from their supervisor or the Company's Internal Auditor if they have concerns about dealing with suppliers.

## **8. Gifts, Gratuities, Entertainment, and Other Considerations**

StoneMor employees should never solicit, accept, give or pay for gifts, entertainment, travel or any other consideration of value if it might be viewed as influencing the recipient's objective business judgment. The following are general guidelines to determine if giving a gift is appropriate (also see Section 7):

- A. Employees may not accept gifts of money under any circumstances nor may they solicit directly or indirectly non-monetary gifts, gratuities or any other personal benefit or favor of any kind from suppliers, customers or those who have third party relationships with the Company.
- B. Employees and members of their immediate families may accept unsolicited non-money gifts from a business firm or an individual doing or seeking to do business with the Company only if (1) the gift is of nominal intrinsic value. "Nominal intrinsic value for this purpose is normally less than \$100, or (2) the gift is advertising or promotional material. Gifts of more than nominal intrinsic value may be accepted only if protocol, courtesy or other special circumstances exists and if approved by the employee's supervisor.

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- C. Employees may not encourage or solicit, directly or indirectly, entertainment from any individual or company with whom the Company does business. From time to time employees may offer and/or accept entertainment, but only if the entertainment is reasonable, occurs infrequently and does not involve lavish expenditures.
- D. Agreements with agents, sales representatives, distributors and consultants must be in writing and must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable discount rate or fee. The amount must not be excessive in light of the practice in the trade and be commensurate with the value of services rendered. The agent, sales representative, distributor or consultant must be advised that the agreement may be publicly disclosed and must agree to such public disclosure. In some foreign countries, local laws may prohibit the use of agents or limit the rate of commission or fee.

## **9. Bribes and Kickbacks**

No StoneMor employee or agent is permitted to make any payments for the purpose of influencing the recipient's judgment; for instance, to buy a StoneMor product or service. Employees may not solicit or accept a kickback or bribe for any reason. StoneMor employees engaged in international business activities should be familiar with the rules regarding this type of payment and any question should be referred to the Company's Internal Auditor (also see Section 18).

## **10. Endorsements and Testimonials**

Suppliers, vendors, trade and professional organizations and others may seek endorsements or testimonials from StoneMor employees. StoneMor employees may not give an endorsement without specific prior approval of the Company's Internal Auditor, whether or not any payment or consideration is offered in return.

## **11. Selling Practices**

Competing aggressively is never an excuse for making statements that are untruthful or inaccurate. It is StoneMor's policy to always sell our products and services on their merits and to avoid disparaging comments about the goods and services of competitors. Do not comment upon the character, financial condition, or potential legal or regulatory problems of competitors. If a potential customer has a contract with a competitor, or has placed a firm order with a competitor, employees must not try to convince the customer to breach that contract or order.

## **12. Use and Protection of Company Property**

Company equipment, supplies, and other assets are to be used for business purposes only. Employees must protect all of the company's assets, tangible and intangible,

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from loss, theft, or misuse. This includes equipment, property and supplies, as well as StoneMor's intellectual property. Intellectual property includes financial data, business strategies, operating plans, corporate manuals, processes, systems, procedures, computer data, and other proprietary information. Computer data must be safeguarded against alteration, fraudulent manipulation, unauthorized access and disclosure. All employees are responsible for the protection and confidentiality of computer passwords, IDs and other system and network access information. This agreement to safeguard Company assets and keep information confidential continues after termination, whether voluntary or involuntary.

### **13. Environmental Issues**

StoneMor is committed to complying with all laws, environmental regulations and reporting requirements. It is important to observe the environmental regulations relating to StoneMor's business. Since environmental regulations often change, employees should periodically review the environmental practices applicable to their area of responsibility.

### **14. Inside Information**

The Company is subject to a wide variety of complex laws and regulations governing transactions in corporate securities and the securities industry. These laws are designed to protect the investing public by requiring disclosure of material information by the entities whose securities are traded publicly. These laws are strictly enforced and violation can lead to civil and criminal actions against the individuals and the entity involved. Please refer to the StoneMor's *Pre-Clearance and Insider Trading Policy* for further information on this subject.

### **15. Antitrust**

Collaboration with competitors in violation of the law on such things as pricing, production, marketing, inventories, product development, sales territories and goals, market studies and proprietary confidential information is strictly prohibited. As a competitor in the marketplace, the Company continually seeks economic knowledge about our competition. However, the Company will not engage in illegal or improper acts to acquire a competitor's trade secrets, customer lists, or information about Company facilities, technical developments or operations. In addition, the Company will not hire competitor's employees to obtain confidential information or urge competitor's personnel or customers to disclose confidential information.

Generally, a StoneMor employee should never agree, discuss, or even exchange information on the following subjects with another outside entity:

- a. The price or other terms on which, to whom or where we sell products or services and how much we sell.

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- b. Whether or on what terms we will do business with companies that want to buy from or sell to us.
- c. Marketing plans or business policy matters.

Before acting on the following subjects, get advice from the Company's Internal Auditor:

- a. Submitting a joint bid or "teaming" with another non-StoneMor company.
- b. Working with others outside of StoneMor to establish industry-wide standards.
- c. Requesting a customer to buy one product or service from us in order to be able to buy a second product or service from us.
- d. Requiring a customer to buy only from us and not from a competitor.
- e. Requesting a supplier to buy from us in exchange for buying from it.
- f. Agreeing with a customer or supplier on the price or other terms on which a product or service can be resold.

Another antitrust rule limits what StoneMor can do on its own. Get advice from the Company's Internal Auditor before acting on the following subjects:

- a. Refusing to deal with someone who wants to buy our products or services or cutting off someone who already buys them for other than credit related issues.
- b. Selling products or services at less than cost.
- c. Refusing to buy from a supplier that deals with our competitors.
- d. Trying to persuade a company to do business with us and to stop doing business with a competitor with whom it has a contract or continuing business relationship.

## **16. Government Contracting and National Security Matters**

Detailed laws and regulations govern virtually every aspect of contracting with the United States Government and its agencies. Any StoneMor company doing business with a government agency must comply with all applicable laws and regulations. StoneMor employees must adhere to the highest standards of honesty and integrity in their relations with government officials and employees.

While not all laws and regulations applicable to government procurement are reviewed in this Code, particular care must be taken to observe the following principles when bidding on or performing government contracts:

- a. Do not offer or provide meals, transportation, gifts and other considerations to government employees.
- b. Make certain that charges to government contracts are accurate. No unauthorized shifting of costs may be made among contracts.

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- c. Do not make any inaccurate or misleading reports, certifications, claims or statements to any government agency, including inaccurate reporting of time worked.
- d. Obey the regulations governing current and post government employee conflict of interests. Obtain all appropriate government approvals prior to recruiting or hiring current or former government employees.
- e. Do not deviate from contract requirements by substituting unauthorized products or services.
- f. Perform required tests and inspections unless properly waived.
- g. Obtain appropriate licenses prior to exporting or even discussing certain technologies with citizens of other countries.
- h. Obey the requirements of the Procurement Integrity Act. Neither employees nor consultants should solicit or obtain unauthorized source selection or competitive information.

Access to classified National Security Information is restricted to employees with proper clearance and a "need to know." Employees who know of or suspect any unauthorized disclosure of National Security Information should immediately report this to the Company's Internal Auditor.

StoneMor employees engaged in government contracting must obtain from the Company's Internal Auditor any additional information needed for compliance with the laws and procedures applicable to government contracting summarized here.

## **17. Lobbying and Political Contributions**

The Company encourages its employees to be good citizens and to fully participate in the political process. Employees should, however, be aware that (1) laws in most countries prohibit the Company from contributing to political candidates, political parties, or party officials; and (2) employees who participate in partisan political activities must make every effort to ensure that they do not leave the impression that they speak or act for the Company.

Neither StoneMor nor anyone acting on its behalf may make any monetary or non-monetary contribution of StoneMor's assets to any political party, political campaign, political candidate, public official or employee in any country.

Any contact with government personnel for the purpose of influencing legislation or executive branch rule making is considered lobbying. All StoneMor employees, except those authorized to lobby on behalf of the company must avoid even the appearance of lobbying. If an employee is appearing before a government body or has contact with a public official outside of ordinary work duties, he/she should make it clear that he/she are not representing StoneMor.

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## **18. International**

StoneMor is committed to the highest business conduct standards wherever it operates. StoneMor observes its standards worldwide, even if doing so means losing business. While no one can anticipate all the international situations that may present challenges to StoneMor employees, the following guidelines always apply:

- a. Observe the United States and non-United States laws and regulations that apply to our business abroad.
- b. Payments made personally to government officials is strictly prohibited, even if those payments are common practice.
- c. StoneMor and its employees must not cooperate with illegal boycotts.
- d. Observe the licensing and other requirements of applicable import and export control laws.
- e. Do not enter into an agreement with an agent or consultant that relates to StoneMor's business outside the United States unless all appropriate approvals have been obtained.

Contact the Company's Internal Auditor if you have questions in this area.

## **19. Transactions Among StoneMor Companies**

Transactions among or between StoneMor's businesses must be conducted according to federal and state laws and regulations, and StoneMor policies. StoneMor employees must obey federal and state laws and regulations regarding charges for services or products provided to or received from other StoneMor's companies. Some contracts between StoneMor companies and other StoneMor companies may require regulatory approval. Any questions in this area should be referred to the Company's Internal Auditor.

## **20. Conflicts of Interests**

Employees should avoid any outside financial interest that could influence their corporate decisions or actions. Such actions could include, among other things:

- A. For an employee to have a personal or family interest, either directly or indirectly, in an enterprise that does business or competes with the Company or its subsidiaries. This includes the award of business to friends or family members of any StoneMor employee.
- B. For an employee to loan or borrow from individuals or concerns that do business with or compete with the Company, except banks and other financial institutions.

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Employees should avoid outside employment or activities that would have a negative impact on their job performance with the Company or conflict with their obligations to the Company. Such actions might include, among other things:

- A. For an employee to serve as an officer, director, employer or consultant of or receive income from any enterprise, especially those doing business with or competing with the Company, or seeking to do so, unless the relationship has been fully disclosed and approved by the Company's Chief Executive Officer.
- B. For an employee to accept compensation from outsiders for services or time for which he or she is being paid by the Company, unless the relationship has been fully disclosed and approved by the Company's Chief Executive Officer.
- C. The Company's business is built on integrity in dealing with customers, suppliers and third parties. Therefore, an employee, a member of an employee's immediate family, or a company for which a family member works must not benefit personally from any purchase of goods or services for the Company or derive personal gain from transactions made as an employee of the Company.

## **21. Relations with Community and Media**

StoneMor is committed to being a good citizen of the communities in which it does business and to observing the highest standards of business conduct in its relationships with the public.

In any interaction with the media, it is important that information and opinions attributed to StoneMor accurately reflect the Company's positions. From time to time, an employee not directly involved in public affairs may receive an inquiry from the print or broadcast media or other non-StoneMor employees seeking information. Only authorized employees may answer questions about StoneMor from outside contacts. Therefore, refer any of these calls to the Company's senior management.

## **22. When Questions Arise**

If you have a question about whether an action is consistent with StoneMor's principles, policies or practices, do not act until you have raised and resolved your questions with your supervisor, human resources or Company's Internal Auditor, or another authorized StoneMor resource.

StoneMor management has an obligation to be open to employee concerns about business conduct issues. Refusing to discuss reasonable concerns of business conduct with employees and creating an atmosphere in which employees are reluctant to raise these concerns are unacceptable management practices (refer to the *Policy and Procedure for the Reporting of Internal Misconduct*).

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### 23. Amendments; Waiver

StoneMor reserves the right to amend, waive or alter the policies set forth in this Code at any time. Any amendment to the Code or waiver or implicit waiver of any provision of the Code for directors or Senior Officers (as defined hereafter) requires the approval of Board of Directors or a committee thereof. Any waiver for any other employee requires the approval of the Internal Auditor.

### 24. Definition of “Senior Officers”

The term “Senior Officers”, as used in this Code, means the Company’s Chief Executive Officer (i.e., the principal executive officer), Chief Financial Officer (i.e., the principal financial officer), Principal Accounting Officer, Controller and any other person performing similar functions, as well as other officers in charge of a principal business unit, division or function or who perform a policy making function, as provided by SEC rules and regulations. In most cases, this will include any officer with the designation of “Executive Vice President” or “Senior Vice President.”

<b>Contact Information</b>	
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