



Human Resources Policy

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Subject: Business Ethics and Code of Conduct
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At Carriage Services, Inc. ("Carriage"), our mission is to be the most professional, ethical, and highest quality funeral and cemetery service organization in the death care industry. Among our guiding principles are honesty, integrity, and quality in all that we do. This Code of Business Conduct and Ethics (the "Code") has been adopted to further our guiding principles in seeking to accomplish our mission.

The Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Carriage. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to - and followed by - Carriage's agents and representatives, including consultants. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation. Those who violate the standards in this Code will be subject to disciplinary action, up to and including immediate termination of employment.

If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in the Compliance Procedures section of this Code.

Compliance with Laws, Rules, and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which Carriage's ethical standards are built. All employees must respect and obey all federal laws as well as the laws of each city and/or state in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.



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Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of Carriage. A conflict situation can arise when employees, officers, or directors take actions or have interests that may make it difficult to perform their Carriage work objectively and effectively. Conflicts of interest may also arise when employees, officers, or directors, or members of their family, receive improper personal benefits as a result of their position in Carriage. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. It is always a conflict of interest for a Carriage employee to work simultaneously for a competitor, customer, or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers, or competitors, except on our behalf. Conflicts of interest are prohibited as a matter of Carriage policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the individual designated in the Compliance Procedures section of this Code. Any employee, officer, or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, or other appropriate personnel or consult the procedures described in the Compliance Procedures section of this Code.

Insider Trading

Employees who have access to confidential information regarding Carriage are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about Carriage should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult Carriage's policy on Insider Trading.

Corporate Opportunities

Employees, officers, and directors are prohibited from taking, for themselves personally, opportunities that are discovered through the use of corporate property, information, or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with Carriage directly or indirectly.



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Corporate Opportunities Continued

Employees, officers, and directors owe a duty to Carriage to advance its legitimate interests when the opportunity to do so arises.

Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance - never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with Carriage's customers, suppliers, competitors, and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice. To maintain Carriage's valuable reputation, we must deliver quality services to our customers in a caring and compassionate manner. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be directly or indirectly offered, given, provided, or accepted by any Carriage employee, any family member of an employee, or any agent (acting in its capacity as such) to or from any customer, supplier, or competitor of Carriage unless it:

- Is not a cash gift,
- Is consistent with customary business practices,
- Is not excessive in value,
- Cannot reasonably be construed as a bribe or payoff, and/or
- Does not violate any laws or regulations.

Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.



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Discrimination and Harassment

The diversity of Carriage's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial, gender, or ethnic characteristics and unwelcome sexual advances. Please refer to Carriage's policy on Harassment, Discrimination, Retaliation, and Zero Tolerance for further information.

Health and Safety

Carriage strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all other employees by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions. Violence and threatening behavior are not permitted. Employees should report to work in a condition that allows them to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

Recordkeeping

Carriage requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense may be legitimately charged to Carriage, ask your supervisor. All of Carriage's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect Carriage's transactions, and must conform both to applicable legal requirements and to Carriage's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained. Periodic and other reports (financial and otherwise) to foreign, federal, state, and local government agencies must present a full, fair, accurate, timely, and understandable disclosure of Carriage. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to Carriage's record retention policies.



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Confidentiality

Employees must maintain the confidentiality of Carriage information entrusted to them by Carriage or its customers, except when disclosure is authorized by a supervisor or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to Carriage or its customers if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

Protection and Proper Use of Company Assets

All employees should endeavor to protect Carriage's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Carriage's profitability. All Carriage assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. Carriage charge accounts, credit cards, bank accounts, and other resources are strictly limited to Carriage use; personal charges on Carriage accounts are prohibited, though nominal personal charges that occur in connection with, and are incidental to, a legitimate business purpose may be permitted if they are promptly reported and reimbursed in accordance with Carriage policy. Carriage equipment should not be used for non-Carriage business, though incidental personal use may be permitted. The obligation of employees to protect Carriage's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing, and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Carriage policy. It could also be illegal and result in civil or even criminal penalties.

Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel.



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Payments to Government Personnel Continued

The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Carriage policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Consult your supervisor if you have any questions.

Waivers of the Code of Business Conduct and Ethics

Changes in or waivers of this Code may be made only by the Board of Directors of Carriage or, in the case of any change in or waiver of this Code for Carriage's principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions ("Principal Officers"), only by the independent directors on the Board of Directors of Carriage. All changes in or waivers of this Code for Principal Officers will be promptly disclosed as required by law or stock exchange regulations.

Reporting Any Illegal or Unethical Behavior

Employees are encouraged to talk to supervisors, managers, or other appropriate personnel about observed illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. Employees, officers, and directors are required to report any violations of laws, rules or regulations of this Code in accordance with the Compliance Procedures Section. It is the policy of Carriage not to allow retaliation or retribution for reports of misconduct by others made in good faith by employees. "Good faith" does not mean that you have to be right, but it does mean that you believe that you are providing truthful information. Employees are expected to cooperate in internal investigations of misconduct.

Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.



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Compliance Procedures Continued

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Carriage resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, you may discuss it with Carriage's Legal Department by calling (713) 332-8400. If you prefer to write, address your concerns to: Carriage Services, Inc., 3040 Post Oak Blvd., Suite 300, Houston, Texas 77056, Attention: General Counsel.
- You may also report a concern, complaint, or suggestion to My Safe Workplace by calling 1 (800) 461-9330 or going online to www.mysafeworkplace.com. Complaints to My Safe Workplace may be submitted in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. Carriage does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.