



**ADVANCED DRAINAGE SYSTEMS, INC.  
POLICY AND PROCEDURES FOR ACCOUNTING, SECURITIES AND LEGAL VIOLATIONS**

**POLICY STATEMENT**

Advanced Drainage Systems, Inc. has adopted this policy to encourage the reporting of any suspected violations of accounting, securities, and other laws, rules, regulations, policies, and standards and of the Company's various Codes of Ethics. This policy is designed to discourage potential illegal activity and questionable conduct that could damage the Company's reputation, and to facilitate early detection of potential issues before they become problems.

**DEFINITIONS**

**Accounting Matter(s)** – Complaint regarding an accounting, internal accounting control, or auditing matter. Accounting Matters include but are not limited to:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Misrepresentation in, or intentional omission from, the financial statements of events, transactions, or other significant information;
- Manipulation, falsification, or alteration of accounting records or supporting documents;
- Deficiencies in, or noncompliance with, the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the accounting records, financial reports or audit reports of the Company;
- Intentional misapplication of accounting principles relating to amounts, classification, manner of presentation or disclosure;
- Misappropriation involving theft of the Company's assets that may cause financial statements not to be presented, in all material respects, in conformity with generally accepted accounting principles; or
- Deviation from full and fair reporting of the Company's financial condition.

**Audit Committee** – the Audit Committee of the Company's Board of Directors.

**Company** – Advanced Drainage Systems, Inc.

**Dodd Frank** – The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended, and the rules and regulations issued thereunder.

**Legal Matter(s)** – A material violation by the Company or any director, officer, associate, independent contractor, consultant, or agent of the Company of federal or state securities laws, rules, or regulations; a material breach of fiduciary duty arising under federal or state laws, rules, or regulations; and material violations of any other federal or state law, rule, or regulation. Legal Matters include but are not limited to the following:

- Suspected violations of any rule or regulation of the SEC; and
- Suspected violations of any other laws or regulations that govern the actions of the Company.

**Part 205** – Part 205 of Title 17, Chapter 2 of the Code of Federal Regulations, as amended.

**Policy** – This Policy and Procedures for Accounting, Securities and Legal Violations, as amended.

**SEC** – The United States Securities and Exchange Commission.

## **ROLES & RESPONSIBILITIES**

**Audit Committee** – Periodically reviews, recommends changes to, and monitors compliance with this Policy.

**General Counsel and Vice President of the Human Resource Department of the Company** – Administer this Policy. The General Counsel and the Vice President of the Human Resource Department of the Company, in their absolute discretion, may delegate any investigation described below to, or use the services of all other associates and departments, outside legal, accounting services, other professional services, or any other person or body they deem appropriate and necessary.

## **STANDARDS**

### **Purpose**

The Company encourages clients, vendors, associates, agents, shareholders, and others to use the procedures set forth in this policy to report good faith concerns regarding any:

1. Accounting Matters;
2. Legal Matters; and
3. Suspected violations of the Company's various Codes of Ethics.

### **Anonymity and Confidentiality**

A good faith concern regarding an Accounting Matter, Legal Matter or suspected violation of the Company's Codes of Ethics may be reported anonymously if the reporting person prefers. However, depending on the matter reported, investigation of a suspected violation may not be possible or may be very limited unless the person reporting the suspected violation discloses his or her identity. Reports of suspected violations will be kept confidential to the extent reasonably possible, consistent with the Company's need to conduct an adequate investigation and subject to the Company's legal, regulatory, and disclosure obligations. The identities of persons participating in an investigation will be kept likewise confidential as far as reasonably practicable.

### **Non-Retaliation Commitment**

Any person who, in good faith, reports an Accounting Matter, Legal Matter, or suspected violation of the Company's various Codes of Ethics is protected against retaliation as provided by law. Any person who participates in an investigation of a suspected violation is similarly protected against retaliation. The Company will not directly or indirectly discharge, demote, suspend, threaten, harass, or otherwise discriminate or retaliate in the terms and conditions of employment based against any employee who reports a suspected violation in good faith or who participates in an investigation of a reported suspected violation.

## **MONITORING & REPORTING**

### **The Company's Procedures for Reporting**

An individual who wishes to report an Accounting Matter, Legal Matter, or suspected violation of the Company's Codes of Ethics shall do so in the manner set forth below.

1. The individual should call the Company's General Counsel or the Vice President of the Human Resource Department of the Company.
2. Upon receipt of a report of a suspected Accounting Matter, the General Counsel or the Vice President of the Human Resource Department will evaluate the report. Such officer, with oversight by the Audit Committee, will investigate or cause to be investigated the reported suspected Accounting Matter. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
3. Upon receipt of a report of a suspected Legal Matter involving a material violation of federal securities laws, rules, or regulations, the General Counsel will handle the matter consistent with Part 205, which requires attorneys appearing and practicing before the SEC to report Legal Matters to the Company's representatives. Part 205 provides procedures for reporting such a complaint, together with procedures for the investigation of the complaint and reporting of the results of the investigation to both the Audit Committee and the reporting attorney. In addition to the obligations imposed by Part 205, attorneys employed by the Company or its subsidiaries who become aware of Legal Matters involving federal securities laws are encouraged to report such matters to the Chief Executive Officer of the Company. In the event that the General Counsel becomes aware of a Legal Matter involving federal securities laws, the General Counsel shall report such information to the Chief Executive Officer. Attorneys employed by the Company who comply in good faith with the provisions of Part 205 and this Policy shall not be subject to discipline by the Company. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Company.
4. Upon receipt of a report of any other suspected Legal Matter not covered above, the General Counsel will conduct or cause to be conducted an investigation. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Company.
5. Upon receipt of a report of a suspected violation of the Company's Codes of Ethics, the Company will be responsible for evaluating the report and conducting an investigation as appropriate. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Company.

These procedures in no way limit the rights of those who suspect Accounting Matters or Legal Matters to report such suspicions in good faith to governmental or regulatory authorities.

### **Office of the Whistleblower**

Pursuant to Section 922 of Dodd-Frank, the SEC has adopted rules to create a whistleblower program that provides monetary incentives for individuals to come forward and report possible violations of federal securities laws to the SEC. The program rewards eligible individuals who provide the SEC with original information that leads to successful enforcement actions in which the SEC obtains monetary sanctions totaling more than \$1 million. Certain categories of personnel with "established professional obligations" to report compliance violations are not considered eligible. Detailed information about the SEC's whistleblower program is available at <http://www.sec.gov/spotlight/dodd-frank/whistleblower.shtml> and <http://www.sec.gov/whistleblower>.

## **EXCEPTIONS**

No exceptions to this policy are permitted.

## **COMPLIANCE, OWNERSHIP & MAINTENANCE**

This Policy applies to all associates of the Company. Questions regarding this Policy should be directed to the General Counsel or the Vice President of the Human Resource Department, who will administer this Policy. The Audit Committee will oversee the Policy and will be responsible for reviewing this Policy on an annual basis.

Last Updated: July 30, 2014

Last Reviewed: February 22, 2024