

API GROUP CORPORATION
(the “Company”)

Code of Business Conduct and Ethics

Introduction

In accordance with the requirements of the U.S. Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”), the Board of Directors (the “Board”) of the Company has adopted this Code of Business Conduct and Ethics (the “Code”) to encourage: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) fair dealing; (iii) the protection and proper use of Company assets; (iv) compliance with applicable governmental laws, rules and regulations; and (v) the reporting of any illegal or unethical behavior.

All directors, officers and employees of the Company (each a “Covered Party” and, collectively, the “Covered Parties”) are expected to be familiar with this Code and to conduct themselves with the highest degree of honesty and ethics when acting on behalf of the Company. In performing their duties, each Covered Party shall abide by and promote, to the best of his or her knowledge and ability, the following principles and responsibilities governing professional and ethical conduct:

Honest and Ethical Conduct

Each Covered Party must always conduct himself or herself in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. In this regard, each Covered Party should satisfy the following with respect to the Company:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information when required or consistent with the Company’s policies.
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards, and Company policies.
- Adhere to a high standard of business ethics.

Representation; Corporate Opportunities

Each Covered Party shall at all times represent the interest of the Company and the Company’s shareholders, striving to enhance and maintain the reputation of the Company by complying with all of its policies and bylaws. In addition, Covered Parties shall refrain from directly or indirectly (i) 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 for business opportunities.

Conflicts of Interest

A “conflict of interest” exists when an individual’s private interest interferes in any way – or even appears to conflict – with the interests of the Company. A conflict of interest situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work on behalf of the Company in an objective and effective manner. Conflicts of interest may also arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

Service to the Company should never be subordinated to personal gain or advantage. Conflicts of interest, whenever possible, should be avoided. In particular, clear conflict of interest situations involving Covered Parties who occupy supervisory positions or who have discretionary authority in dealing with any third party may include the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier or competitor;

- any outside business activity that detracts from an individual’s ability to devote appropriate time and attention to his or her responsibilities to the Company;
- the receipt of non-nominal gifts or excessive entertainment from any organization with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any family member; and
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable directors, officers or employees are permitted to so purchase or sell.

It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier. No Covered Party may work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers and competitors, except on the Company's behalf.

Each Covered Party is expected to avoid any action, position or interest that conflicts with the interest of the Company or gives the appearance of conflict, and should immediately disclose to the Company’s Secretary any material transaction or relationship that could reasonably be expected to give rise to such a conflict. Accordingly, the Company should not enter into any paid consulting arrangements with outside directors without obtaining Board approval, and Covered Parties should ensure any business “gifts” are made or received in compliance with law and any Company policies.

Confidentiality; Company Assets

Each Covered Party shall at all times maintain the confidentiality of non-public information about the Company, and prevent the unauthorized disclosure of such information unless required by law. In addition, Covered Parties shall at all times protect and safeguard all of the Company’s assets and shall only use such assets for proper purposes in a manner consistent with this Code and all other Company policies.

Fair Dealing

Each Covered Party shall endeavor at all times to deal fairly with the Company’s customers, suppliers, competitors and employees. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

Compliance with Applicable Governmental Laws, Rules and Regulations

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company.

Reporting, Accountability and Enforcement

The Company promotes ethical behavior at all times and encourages Covered Parties to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation. Covered Parties should promptly report suspected violations of laws, rules, regulations or the Code to appropriate personnel. Reports may be made anonymously. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings.

Waiver and Amendment

Any request for a waiver of any provision of this Code must be in writing and addressed to the Audit Committee. Amendments to this Code must be approved by the Board. The Company reserves the right to modify, revise or alter any policy, procedure or condition related to this Code at its sole discretion and at any time without notice.