



Federal Signal Corporation

Standard Policies and Practices

SPP No.
8.8

POLICY FOR BUSINESS CONDUCT – DIRECTORS

I. PURPOSE

This Policy summarizes Federal Signal Corporation's requirements regarding personal and professional ethical and legal standards expected of the members of its board of directors. These requirements are derived from the New York Stock Exchange listing standards and applicable law, as well as from the Company's policy for business conduct applicable to employees.

Directors are also covered by and subject to the Company's policies for business conduct (SPP 1.1.10) and travel and expense (SPP 1.1.7).

The Company's minimum requirements for conduct are as follows:

II. STANDARDS OF CONDUCT

A. Conflicts of Interest

Directors should refrain from taking actions that create, or create the appearance of, a situation where the director's private interests conflict or interfere with the interests of the Company. Directors should not engage in or serve as a director, officer or employee of a business in competition with the Company. However, a non-employee director may have a personal financial interest in a competitor, customer or supplier of a minimal amount not likely to raise questions of a conflict with the proper performance of the director's duties or responsibilities but not if that interest would or might affect her independent judgment with respect to transactions involving the Company and such other entity.

B. Corporate Opportunities and Interests

Each director owes a duty to the Company to take steps to advance the proper and legitimate interests of the Company when the opportunity arises. Business opportunities discovered through use of company property, information or position cannot be diverted to improper personal gain or benefit.

C. Confidentiality

Information entrusted to the directors by the Company is to be maintained in confidence and is not to be disclosed except when required by law. This includes all non-public information that might be of use to competitors or harmful to the Company or any of its customers if disclosed. The obligation to preserve confidential information continues on after your term as a director of the Company ends.

D. Fair Dealing and Antitrust

The Company seeks to outperform its competition fairly and honestly. Directors should always deal fairly with the Company's customers, suppliers, competitors and employees. No director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair-dealing practice.

1. Directors are prohibited from discussing with competitors the terms, prices and services specified in any company bid proposal or existing contract, even if such information is disclosed by a client or prospective client.
2. Directors are prohibited from engaging in any of the following anti-competitive activities: fixing prices with competitors; dividing or sharing customers, markets or territories; blocking the production or sale of another's goods or services; participating in price discrimination; or boycotting certain customers or suppliers.
3. Directors may volunteer or be asked to participate in committees that develop or modify industry standards. Participation in such activities exposes the Company to antitrust actions. Participants are required to read and abide by the Company's policies with respect to such activities.

E. Protection and Proper Use of Company Assets

All directors must protect the Company's assets and ensure their efficient use. This includes both tangible items (such as equipment, facilities, products and supplies) and intangible items (such as trade secrets, proprietary information and intellectual property). All company assets must be used for legitimate business purposes, in a manner consistent with company policies.

1. Company property may be used for occasional, incidental, personal reasons only if such use does not incur additional costs to the Company and does not interfere with the normal conduct of business. If added costs result, they must be reimbursed to the Company.
2. All theft, misappropriation or destruction of company property is prohibited, including theft of confidential or proprietary information.

F. Compliance with Laws, Rules and Regulations Including Insider Trading Laws

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. We all must respect and obey the laws of the cities, states and countries in which we operate.

"Inside" information is any confidential data or information about the Company that is not generally available to the public. Examples include advance knowledge of financial performance or forecasts, contract negotiations, possible acquisitions or divestitures, or new product or marketing or manufacturing developments.

Use of inside information for financial gain, such as by making trades in the Company's stock on the basis of inside information, is illegal. Disclosure of inside information to outsiders is considered unethical and potentially damaging to the Company; it is illegal if it results in any stock transactions or theft of trade secrets and applies even after employment ends.

G. Encouraging the Reporting of Any Illegal or Unethical Behavior

Directors should promote ethical behavior and take steps to ensure the Company:

1. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
2. Encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to appropriate personnel;
3. Informs employees that the Company will not allow retaliation for reports made in good faith.

H. Other

We wholeheartedly encourage you to ask questions if any of the policies for business conduct are not clear to you. Also, you must bring to the attention of the General Counsel any other concerns or questions you have with respect to appropriate business conduct, or any knowledge you may have of a violation of this policy.

III. CERTIFICATION PROCEDURE

In addition to the ongoing obligation to inform the General Counsel regarding questions or concerns, each director is required to complete a questionnaire annually that, among other things, includes questions regarding these matters and requires a certification as to such director's compliance therewith.

IV. WAIVERS

Any waiver of this Code may only be made by the Board of Directors or a duly empowered committee of the board and will be promptly disclosed as required by law or stock exchange regulations.