

The Davey Tree Expert Company
Board of Director
Corporate Governance Guidelines

The following Corporate Governance Guidelines (“Guidelines”), along with the charters of the Committees of the Board of Directors, provide the framework for the corporate governance of The Davey Tree Expert Company (the “Company”). They are in addition to and are not intended to change or interpret any federal or state law or regulation, including the Ohio Revised Code, the Company’s Articles of Incorporation or Code of Regulations.

1. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interest of the Company and its shareholders.

In discharging this responsibility, directors are entitled to rely on information, reports and opinions submitted by (a) members of management who the directors reasonably believe are reliable and competent in the matters presented and (b) outside advisors, including independent auditors, as to matters the directors reasonably believe are within their professional or expert competence.

Members of the Board of Directors are expected to prepare for, attend and participate in all meetings of the Board of Directors and meetings of the committees on which they serve and to devote the time necessary to discharge their responsibilities appropriately. Each member of the Board of Directors is expected to ensure that other commitments do not materially interfere with his or her service as a director.

Information that is important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting. Directors are expected to review the materials in advance of the meeting.

2. Board Composition

The members of the Board of Directors should represent a broad spectrum of individuals with experience that is relevant to the success of the Company. To that end, the Board should seek candidates on the basis of the following criteria:

- (a) integrity and demonstrated high ethical standards;
 - Respectful of culture, supportive of management
- (b) willingness and ability to work with other members of the Board of Directors and senior management of the Company in an open and constructive manner; and
- (c) ability to devote sufficient time to prepare for and attend Board of Directors meetings; and related events.
- (d) knowledge, skill or experience in relevant specialty areas, such as accounting, insurance, finance, marketing, environmental resources, business resources, direct P&L responsibility, operations, human resources, etc.
- (e) knowledge, skill and experience as an executive with diverse responsibilities.
- (f) diversity in Board representation that reflects the Company’s employees, customers and shareholders in age, gender, ethnicity and geographic origin.

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- (g) professional interpersonal skills;
- (h) understands unique aspects of employee ownership
- (i) prioritizes Company's best interests over personal opinion or agendas.

3. Director Independence; Conflicts of Interest

The Board of Directors believes that directors should be free of outside interests that conflict with, or have the potential or appearance of conflicting with, the best interests of the Company. They are expected to act solely on behalf of the Company and must be free of personal or professional affiliations that can influence in a material way the Company's business activities or decision-making processes.

- (a) No director may serve as a director, officer or employee of a competitor of the Company.
- (b) No director, nor any member of a director's immediate family, may serve as an officer or employee of a customer or vendor that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the Company's consolidated gross revenues.
- (c) An individual who is, or in the past three years has been, part of an interlocking directorate in which an executive officer of Davey serves on the Board of Directors or another company that concurrently employs the Director or on the compensation committee of another company that concurrently employs the Director or on the compensation committee of another company that concurrently employs an immediate family member of the director as an executive officer.
- (d) Majority of directors should be independent within the meaning of the Corporate Governance Rules of the New York Stock Exchange.
- (e) In any event, directors must disclose to other directors any actual or potential conflicts of interest they may have concerning any matter under discussion by the directors and, to the extent appropriate, refrain from participating in any discussion regarding or voting on the matter.

Any director who fails to meet these standards must disclose the nature of the failure to the Board of Directors. The Governance Committee will review the matter and make a recommendation to the Board whether (i) to waive compliance with the standard in that instance, (ii) to ask the director to resign or not to stand for re-election in the future or (iii) to take any other action that they deem appropriate. The Board of Directors will then determine how to resolve the matter.

4. Changes in Status

The Board of Directors believes that any non-employee director who significantly changes his or her principal business or professional responsibility outside of the Company must notify the Chairman for further review by the Board of Directors. The Governance Committee will review the appropriateness of continued Board membership under the circumstances and make a recommendation to the Board. The Board of Directors will then determine the proper course of action.

5. Membership on Other Boards

The Board of Directors believes that a director can serve on two other large private or public Boards, in addition to serving as a director on the Davey Board. Each director has the responsibility to inform the Corporate Governance Committee prior to accepting invitations to serve as a director on other

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boards of directors. Upon recommendation by the Governance Committee, the Board of Directors will determine the appropriate action to take, including a request for resignation.

6. Retirement Policy

An incumbent director is not eligible to stand for election at the end of his or her three-year term upon reaching age 70 on or before the third Tuesday of May, or as of the date of the annual meeting of the Shareholders. However, the Board may re-nominate a director who is above the age limit because of unique qualifications of such director or for business reasons necessitating continuity of the Board.

7. Assessing Board and Committee Performance

The Corporate Governance Committee will conduct an annual assessment of the performance and processes of the Board of Directors and the Corporate Governance Committee. The Corporate Governance Committee will assure that each of the other committees of the Board conduct annual self-assessments. The assessment should be of the Board or committee's contribution as a whole and specifically address areas in which improvements can be made to increase effectiveness.

8. Executive Sessions

Will consist of non-employee directors and may be convened at the Board of Directors meeting or any committee meetings. Board members may request an executive session through the Board Chairman.

9. Committees

Currently, the Board of Directors has three standing committees: the Audit Committee, the Compensation Committee and the Corporate Governance Committee. The membership requirements, responsibilities and duties of each of the committees are contained in the committee charter. The Board of Directors will review and approve any amendments to the charters or committee structure as may be required throughout the year.

The Chairman of the Board and the Corporate Governance Committee, shall annually review and recommend the assignment of Board Members to its standing committees, giving consideration to each Board member's skill, background and experience.

10. Director Compensation

The Compensation Committee will periodically review the form and amount of compensation paid to the Company's non-employee directors. The Compensation Committee will recommend any changes in compensation levels for approval by the full Board of Directors.

11. Director Orientation; Continuing Education

The Governance Committee will provide orientation sessions or materials for newly elected directors. Continuing education programs for directors may be held, from time to time, in connection with regularly scheduled Board meetings. The Board of Directors encourages, but does not require, its members to attend other continuing education programs designed for directors of privately owned and public companies.

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