



# Englobe

Soils Materials Environment

## Code of Conduct

## WHO WE ARE

Englobe is a provider of professional soils, materials and environmental engineering services founded in Quebec more than 50 years ago. Its areas of expertise include energy, industry, infrastructure, real estate, construction and transportation.

Englobe is distinguished by the credibility it has built up over the years and its people-centred values. Its 1,800 employees provide recognized expertise to a large roster of clients across Canada and abroad. The Englobe name is a guarantee of quality.

## OUR MISSION

To support our clients and contribute to the success of their projects by lending our expertise and cutting-edge know-how in soils, materials and environmental engineering.

## OUR VISION

To be the gold standard in our industry, recognized for our innovative services and dedicated employees.

## OUR VALUES

Commitment to the client, integrity, health and safety, respect, innovation and excellence.

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*In this document, “Englobe” refers to Englobe Corp., its divisions and subsidiaries, and any partnership, joint venture or consortium in which it is involved. Englobe, its divisions and subsidiaries may be referred to in this document as “the Corporation,” “Englobe” or “we”; employees are sometimes referred to as “we” or “you.”*

*The term “Code” refers to the present document.*

*The corporate policies and practices mentioned in this Code can be accessed in the Corporate Governance section of Englobe’s intranet or requested from Human Resources.*

*In the event of disagreement between the Code and Englobe policies, the policies prevail.*

## MESSAGE FROM THE CHAIRMAN OF THE BOARD

Fellow Colleagues:

Englobe has provided services to its clients for almost 50 years and has built a solid reputation for integrity and high quality service. All of us contribute to that reputation through our business and personal behaviours, whether with clients, suppliers, partners and colleagues. We are Englobe!

A few seconds can have an impact on your reputation and Englobe's, for better or for worse. Acting responsibly contributes to our success.

Every day, we deal with situations that demand the exercise of sound judgement and the application of good business practices. When faced with a problematic situation, we must use the references and resources available to us. For example, this document or your immediate supervisor can help you find an appropriate, professional solution. You must feel that it is important to evaluate any concern to any senior person in the company.

This Code of Conduct is a practical guide to the right thing to do. It sets out the commitments that enable us to meet the highest standards of business conduct. The Code is a beacon that steers our work and helps us make responsible decisions. It is central to our corporate culture, constituting a reference tool that describes, in clear language, the principles and practices that must inform our decisions.

However, it is not enough to read the Code; we must apply it.

Ethics, integrity and compliance to the code mean much more than simply obeying the laws and regulations of the countries where we do business. Every day, we must maintain a working environment based on trust and respect; make sure our actions, products and services are of high quality; and strengthen our commitment to employee safety, environmental protection and sustainable development. We must use the Corporation's property appropriately.

Signing on to the Code is a condition for working at Englobe. Every year, all employees are asked to declare that they understand the Code and undertake to apply it on a daily basis.

In addition to reading the Code carefully, I urge you to place it at the centre of your daily activities.

If in doubt or if you find yourself in an uncomfortable situation, you should discuss it with your immediate supervisor or one of the resources listed at the end of this document. We should all feel that we can ask the most senior officers of the company to help and ensure we support the application of the code. Thank you in advance for your commitment to meeting the highest standards of ethics and compliance.



Bob Youden  
Chairman of the Board

## INTRODUCTION

Our Code of Conduct establishes the behaviour we should adopt in our workplace, in our business practices and in our relations with third parties. It describes the standards of conduct that all Englobe employees are expected to meet in their work and their relations with others. This Code also contains guidelines that will help you make the right decisions in keeping with Englobe's values and reputation.

This Code of Conduct sets out expectations with respect to business conduct. Englobe maintains the strictest standards of conduct in its relations with its employees, managers, directors, clients, suppliers and subcontractors, as well as government, the media and the general public.

Englobe's integrity and reputation rest, first and foremost, on the actions of each employee, each manager and each member of the Board of Directors. We are all responsible for ensuring compliance with the Code and protecting Englobe's reputation.

Englobe's reputation also rests on the quality of the services it provides and the values it proudly defends. We embrace strong values that foster confidence in our services and support our growth: commitment to the client, integrity, health and safety, respect, innovation and excellence.

This Code will help you recognize and avert risky situations and take prompt action when necessary.

## PURPOSE

The purpose of this Code is to maintain Englobe's reputation for integrity, honesty and professionalism by establishing rules of conduct concerning confidentiality, conflicts of interest and professional ethics. It sets out the standards, rules and principles by which Englobe employees should be guided in situations that have ethical implications.

## TO WHOM DOES THIS CODE APPLY?

This Code applies to all Englobe employees, managers and directors, regardless of their employment status (permanent, contract, temporary or casual).

Suppliers, partners and third parties (such as consultants and agents) must also comply with this Code's provisions when they deal with the Corporation or on its behalf.

## WHAT LAWS APPLY?

Englobe does business in many countries and must therefore follow the laws of various jurisdictions (countries, provinces, states, municipalities, international organizations such as the European Union). Englobe and its employees must respect regulations in every jurisdiction where it operates. If an employee is faced with a conflict between the applicable legislation in a country where Englobe does business or between the provisions of the Code of Conduct, he or she must submit the issue to the member of Englobe's Legal Affairs department listed in the "Resources" section.

## WHAT THE CODE MEANS TO YOU

While this Code deals with many situations you may face, it cannot cover all possibilities.

If you find yourself in a situation that is not addressed by the Code, ask your immediate supervisor or a Human Resources representative for assistance.

You should be familiar with the Code and with Englobe's policies and understand how they apply to you. In the event of disagreement between the Code and the Corporation's policies, the policies prevail.

You can consult Englobe's policies in the Corporate Governance section of the intranet.

It is important to comply with acts and regulations but we also need to bear in mind that our words and deeds can have consequences for the Corporation beyond issues of legal compliance. Your reputation and Englobe's are at stake.

This Code also includes best practices that employees should adopt. You can refer to it for general advice on the ethical values you are expected to demonstrate in your work.

## OUR RESPONSIBILITIES

Each employee, manager and director has specific responsibilities under the Code of Conduct.

### RESPONSIBILITIES OF EMPLOYEES

Each of us must understand and comply with the Code of Conduct. This Code helps us work respectfully in an atmosphere of trust, honesty and integrity.

#### **As an employee, you must:**

- Read, understand and comply with the Code;
- Perform your duties with fairness and integrity;
- Make decisions that are in keeping with the Code;
- Have ready access to the Code and refer to it when needed;
- Comply with the acts and regulations of the jurisdiction in which you work;
- Promptly report any actual or possible breach of the Code;
- Cooperate with any investigation into a reported violation;
- If in doubt, consult your immediate supervisor, a Human Resources representative or Legal Affairs;
- Advise your immediate supervisor of any change (non-renewal, revocation, etc.) of a professional title, certification or licence needed to practice your profession;
- Inform your immediate supervisor and Human Resources if you are charged with or convicted of a violation that could have an impact on Englobe's reputation or operations, or which could prevent you from performing your duties.

## RESPONSIBILITIES OF MANAGERS

In addition to assuming the responsibilities of employees listed above, managers must set an example. Since they supervise the work of the persons under their responsibility, they must foster a corporate culture that reflects the Code's objectives and standards. They must also promote a healthy climate of trust and respect in the workplace that encourages employees to be open about their problems.

### As a manager, you must:

- Be thoroughly familiar with the Code and promote its application in your workplace;
- Maintain exemplary conduct that demonstrates the highest ethical standards and promote a workplace that reflects the spirit of the Code;
- Recognize compliance-related risks facing the Corporation;
- Help employees understand the Code and its application;
- Promptly find answers to employees' questions and direct them to the appropriate resource;
- Exercise vigilance in preventing, detecting and resolving any breach of the Code;
- Deal swiftly with any violation;
- Protect any whistleblower who reports a breach of the Code;
- Inform management of any breach of the Code;
- Apply appropriate disciplinary measures, after consulting Human Resources or Legal Affairs.

## RESPONSIBILITIES OF DIRECTORS

Directors must meet the highest standards of integrity in the performance of their duties as members of Englobe's Board of Directors.

### As a director, you must:

- Be thoroughly familiar with the Code;
- Maintain exemplary conduct that reflects the highest ethical standards;
- Act with integrity, good faith and loyalty to Englobe's best interests.

## RESPONSIBILITIES OF ENGLOBE

Englobe undertakes to promote the highest standards in all its business operations.

### As an employer, Englobe must:

- Publicize the Code;
- Foster a corporate culture based on integrity in all internal and external relations;
- Recognize, prevent and resolve risk behaviours and situations;
- Respond fully and appropriately to persons seeking assistance with the application of the Code;
- Periodically review the Code to make sure it supports the best governance practices reflecting the highest current compliance standards.

## OUR VALUES

Englobe's policies, including this Code, stem from our values, which must guide all our actions and decisions.

### COMMITMENT TO THE CLIENT

In every project we carry out, we make a commitment to the client that we will meet the highest standards of quality and ethics. This commitment at every level – human, budgetary, technical – is vital to the success of our client relationships.

### INTEGRITY

We must at all times act ethically and with integrity in order to earn and keep the trust and respect of clients, colleagues, shareholders, partners and suppliers in all the communities where we do business.

### HEALTH AND SAFETY

We protect the physical integrity of each person through our vigilance and our actions. This means practicing prevention and adopting safe behaviours. We have a responsibility to enforce and apply the rules. Our focus on Englobe's performance and that of its projects must never lead us to risk our own health and safety or that of others.

### RESPECT

We comply with applicable acts and regulations relating to human rights and labour rights in every country where we do business. We must treat others with respect and behave in an exemplary fashion. We must be open-minded and not entertain prejudices about other people's appearance, opinions and beliefs.

### INNOVATION

Innovation and development are among Englobe's fundamental values. By creating a stimulating work environment, we encourage employees to innovate in both work processes and the solutions they offer our clients. Our high-performance teams of carefully selected skilled employees develop solutions tailored to our clients' circumstances and expectations.

We constantly improve our products, services and know-how in order to deliver innovative, value-added solutions for our clients, shareholders and partners in all the communities where we are present.

### EXCELLENCE

We constantly strive for excellence in our products, services and know-how. That goal inspires us to set the bar high and exceed the expectations of our clients, shareholders and partners.

## OUR WORK ENVIRONMENT

At Englobe, working together for safety is a priority. Englobe promotes risk-awareness and safe behaviour by all employees.

Englobe is committed to maintaining a safe, healthy, professional work environment.

## HEALTH AND SAFETY IS EVERYONE'S RESPONSIBILITY

Englobe attaches great importance to employee health and safety at its treatment sites, at the construction site and in its laboratories and offices. Promoting employee awareness of occupational hazards is a priority for Englobe. The adoption of safe behaviours by employees in the performance of their daily tasks is therefore considered vitally important.

Englobe knows that safety depends on close and constant attention to planning, training and control. Englobe is proud of the efforts made by all of its employees of its roadmap, which has earned numerous distinctions, and of the OHSAS 18001 certification held by most of its business locations. Achieving this internationally recognized standard attests to the quality of the system put in place to prevent work-related accidents and illnesses, ensure compliance with legal requirements and continuously improve the Corporation's management system.

To those ends, Englobe has adopted a strict policy and a framework program based on OHSAS 18001 certification. Englobe also has a full-time occupational health and safety advisory team that helps its business units manage and achieve their health and safety objectives.

Englobe's health and safety policy aims to safeguard employees, clients, subcontractors, visitors and the public by preventing industrial accidents and protecting human life. We make no compromise on health and safety. For Englobe, the applicable legislation is the minimum standard to be met in every jurisdiction where it does business.

In keeping with this commitment, Englobe promotes health and safety within the Corporation by putting in place all the requisite procedures and resources to prevent industrial accidents and illnesses, and to meet its clients' requirements.

### **Englobe's commitment includes:**

- Empowering managers, project leaders and all employees;
- Complying with all legal and regulatory requirements in the jurisdictions where the Corporation operates;
- Continuously educating employees about the risks associated with their work;
- Developing prevention programs tailored to each project;
- Assigning personnel with the appropriate qualifications to every task;
- Qualifying and supervising subcontractors;
- Applying concrete measures regarding alcohol and drug use in the workplace;
- Regularly controlling and verifying the appropriateness of existing procedures and measures, and continuously improving them;
- Managing and analyzing workplace accidents and other incidents to prevent recurrence.

### **You must always report any situation in which:**

- You are asked to perform a task you believe to be dangerous;
- You are asked to perform work for which you do not believe you have the necessary training or which is liable to injure you or someone else;
- You see another person performing a task you believe to be dangerous or for which that person does not have the necessary training;
- You believe that a vehicle or piece of equipment is not operating properly and could be dangerous;
- You observe a situation that is dangerous or potentially dangerous to yourself or others.

Safety is an individual and collective responsibility. At every step in your work, you must consider your own safety and that of your colleagues, our clients and the affected communities. You must perform your work in accordance with the Corporation's policies, rules and standards.

*In case of doubt, consult your immediate supervisor. If you are faced with a situation that could endanger your safety or that of your colleagues, clients or the public, take appropriate action. We must work together to reduce the seriousness of accidents by reporting and eliminating dangerous working conditions.*

## **RESPECT IN THE WORKPLACE**

At Englobe, we are all committed to promoting a respectful, healthy, professional work environment. In our work, we treat everyone involved with respect. Each person is entitled to respect for his or her personal dignity, privacy and rights. All must be treated with equity and dignity.

## **SAFE, SECURE, VIOLENCE-FREE ENVIRONMENT**

Every employee is entitled to a professional, safe, secure, violence-free workplace. All of us must behave in a manner that helps maintain such a working environment.

## **QUALITY AND INTEGRITY OF OUR PROJECTS AND SERVICES**

Our projects for our clients must meet the highest quality standards while staying within budget and on schedule. This demands unfaltering commitment on the part of our employees and managers. The best way to ensure the quality and integrity of our projects and services is to rigorously follow the Corporation's policies and work procedures.

At Englobe, we offer high-quality services that are compliant with the applicable laws of Canada and the other jurisdictions where we do business. In order for Englobe to continue meeting its clients' expectations and meeting or exceeding regulatory requirements and quality standards, it is essential that employees honour the Corporation's commitments. Englobe encourages all of its partners, subcontractors and other third parties to do likewise.

We must also make sure that the quantity and quality of the tools and materials used in our projects meet applicable standards. As well, we control the quality of plant manufacture and provide construction site supervision. Englobe's engineers and technicians attest to compliance with applicable standards. In supervisory operations, Englobe personnel ensure that the work is of good quality and consistent with the plans and specifications and contractual requirements.

Our suppliers must also satisfy all requirements relating to the quantity and quality of the goods they deliver. No substitutions of materials or components may be made without the client's express approval.



Every day, you must deal with challenges stemming from your role in a given contract. You must, at once, meet deadlines, stay within budget, and make the necessary effort to deliver the technical quality demanded by the project. Each client has its own requirements; you must have a thorough understanding of the issues and adapt to the client's expectations.

We must encourage and support any activity that is likely to enhance the quality and availability of our professional services.

Our relationships with clients, contractors, suppliers and all other persons with whom we work in all areas where we do business are based on principles of honesty, impartiality, professional independence, credibility and mutual trust. In accordance with those principles, we act with integrity, diligence and competence.

*Every day, Englobe's reputation for quality is in your hands. If you encounter a problematic situation or have any questions about project quality, discuss the matter with your immediate supervisor.*

## **ALCOHOL AND DRUGS**

Employees are entitled to work in a safe environment. Therefore, when you and your colleagues come to work, you should not be under the influence of alcohol or drugs. You should be capable of working safely. Going to work under the influence of alcohol or drugs endangers colleagues, clients and the public in addition to undermining your professional performance.

Therefore, it is strictly forbidden for employees to come to work with their faculties impaired by alcohol or drugs, or to operate a vehicle or equipment for the Corporation while under the influence of a substance that is liable to impair their faculties and hence make it more difficult to safely perform their tasks.

It is also strictly forbidden to consume, possess, buy, sell or distribute alcohol or drugs inside or in the vicinity of Englobe's premises or a client's premises.

If you take prescription or over-the-counter medication, you must use it responsibly.

*Report any individual, colleague, supplier, subcontractor, visitor or other person who is under the influence of alcohol or drugs to your immediate supervisor. Never take risks with your safety or that of others.*

## **DIVERSITY**

Every employee is entitled to a harmonious workplace. Each day, we enter into contact with people from all backgrounds who differ in age, citizenship, political convictions, culture, intellectual and physical ability, sexual orientation, ethnic or national origin, religion, gender, family status and other ways.

Englobe provides a work environment based on respect and dignity, free of violence, abuse of power and harassment. Englobe protects employees against all forms of harassment, bullying and victimization, be it sexual, physical or psychological, and wants its relationships with clients, suppliers and contractors to be based on the same kind of respect.

## ENVIRONMENT FREE OF DISCRIMINATION AND HARASSMENT

Englobe is an equal opportunity employer. We prohibit all forms of discrimination, harassment, bullying and violence in word or deed or of any other order. We are entitled to expect respectful and equitable treatment in the workplace.

The legal definition of harassment varies between jurisdictions. However, we consider the following behaviours to be unacceptable:

- Sexual, verbal, physical or psychological harassment;
- Offensive language or humour;
- Racial, ethnic, sexual or religious insults;
- Degrading comments;
- Threatening or bullying behaviour;
- Expressions of hostility towards an individual characteristic.

*If you suffer or witness discrimination or harassment, tell your immediate supervisor or one of the persons listed in the “Resources” section.*

## ENVIRONMENTAL PROTECTION

In the course of our work, we must pay special attention to our social obligations and consider the environmental consequences of our actions.

At Englobe, environmental protection is a priority. Englobe is committed to protecting the environment in all its projects.

### **More specifically, Englobe undertakes to:**

- Comply with applicable acts and regulations so as to manage projects in a safe, ecological and sustainable manner;
- Favour environmentally responsible measures in its projects;
- Implement the necessary measures to prevent pollution and to conserve, recycle and make rational use of natural resources;
- Develop emergency response plans that address environmental concerns;
- Offer new environmental solutions;
- Support clients in seeking and implementing solutions that ensure their projects' compliance and harmonious integration into the environment and the community;
- Develop and deliver sustainable, economical, ecological solutions that improve the places where we live;
- Support promoters and clients in moving their development projects through the environmental and social impact assessment phase;
- Offer social acceptability and land-use planning support services;
- Inform employees, managers, clients and suppliers of Englobe's environmental commitments;
- Put in place in-house environmental training programs.

*If you have knowledge of a situation that could affect the environment, report it to your immediate supervisor.*

## SUSTAINABLE DEVELOPMENT

Englobe and its employees comply with applicable acts and regulations. Englobe has developed the standards, procedures, emergency response plans and management systems needed to maintain safe, environmentally responsible operations and support sustainable development.

### Englobe undertakes to:

- Treat waste materials close to the site in order to reduce greenhouse gas emissions caused by the transportation of such materials;
- Adapt its waste treatment methods to clients' needs;
- Reduce social and environmental impacts;
- Reduce waste at source, reuse waste, recycle and reclaim organic and energetic wastes;
- Use landfill waste disposal and incineration as a measure of last resort;
- Meet or exceed waste recovery targets;
- Give priority to simple, ecological treatment methods;
- Implement a concerted, integrated approach;
- Support the local economy by using local labour and contractors;
- Ensure that future generations enjoy a better environment.

## OUR REPUTATION

Englobe encourages employees to conduct themselves ethically and with integrity. You should never allow your personal interests to taint your judgement and compromise Englobe's reputation or your own.

## AVOIDING CONFLICTS OF INTEREST

A conflict of interest is a situation in which Englobe's interests are in competition with yours, your family's, or those of persons with whom you are in a personal or business relationship. You should avoid such situations at all times because they may compromise your judgement, independence and objectivity. You must also avoid the appearance of conflict of interest, which can have the same effect as an actual conflict of interest.

### Examples of conflict of interest:

- Holding an interest in or having a relationship with a company with which Englobe does business or is contemplating doing business, or a company that is a competitor of Englobe's, or a transaction in which Englobe has an interest or could potentially have an interest;
- Using confidential information obtained through Englobe for investing purposes;
- Taking advantage of one's position as an Englobe employee or any other connection with the Corporation for personal profit;
- Accepting or giving gifts, money or services from or to persons seeking to do business with Englobe (corruption);
- Engaging in outside activities that demand significant time, energy and/or attention, at Englobe's expense;
- Holding a second job or working on outside projects, with or without pay, that are liable to enter into conflict with your duties at the Corporation;
- Hiring directly – or indirectly through a client, supplier or contractor – a close friend, a relative, or an employee of a competitor, without informing your immediate supervisor;

- Making decisions (hiring, evaluation, promotion) concerning an employee with whom you have a personal relationship;
- Serving as a director of an organization without first informing your immediate supervisor.

*A conflict of interest may arise despite your intentions or as a result of exceptional or personal circumstances over which you have no control (such as personal or family ties). In such cases, you must still report the conflict to your immediate supervisor or to Legal Affairs. You will be directed to take the necessary action to avoid violating the law or this Code.*

## **GIFTS AND BENEFITS**

Giving or receiving a gift, a benefit or any other consideration can put you in an awkward position. You should decline if:

- The consideration is cash, a cheque, a gift certificate, a loan, a service, an individual discount, a rebate, a commission, shares, options, or a similar benefit;
- It is frequent, luxurious, excessive, inappropriate or in poor taste;
- It could be perceived as a reward, bribe or attempt to influence a decision or a choice.

In the normal course of business, you may occasionally accept or offer a meal within reasonable limits, as dictated by courtesy.

Be particularly careful when dealing with government officials, so that your gesture is not misinterpreted. The rules for civil servants are very strict.

*If in doubt, consult your immediate supervisor.*

## **ANTITRUST AND COMPETITION LAWS**

The purpose of antitrust and competition laws is to promote free competition in order to foster economic growth and prevent competitors from colluding to restrain competition. Englobe complies with applicable laws in all jurisdictions where it does business.

Among other things, Englobe employees may not agree with a competitor to set prices, reductions or discounts for a client. They may not fix a call for tenders, award themselves contracts or clients, or restrict production or the provision of services.

If you are attending a meeting of a professional association, avoid discussing any matter relating to competitive issues.

Do not discuss prices, discounts, terms, costs, profit margins or expected payments with a competitor.

It is never acceptable in any jurisdiction to pay money to obtain or keep a contract.

*If you have knowledge of any breach or violation, you should report it to one of the person listed in the "Resources" section or use the secure, anonymous whistleblowing service operated by the independent firm ClearView Connects (CVC), the contact information for which is also listed in the "Resources" section.*



## OUR PROPERTY

All employees must safeguard Englobe's assets and make sure they are used efficiently and honestly. Englobe's assets include buildings, equipment, materials, supplies, documents, computer systems, data and programs, copyrights and patents, as well as confidential information and information entrusted to Englobe by third parties.

### SAFEGUARDING OUR PROPERTY

All Englobe employees must safeguard the Corporation's property and use it appropriately. Englobe expects employees to take care of its property and protect it against loss, damage, misuse, vandalism and theft.

Englobe's property must be used for business purposes. Using it for the purposes of a personal business activity and excessive personal use are prohibited.

Englobe expects you to use the Corporation's property with respect and integrity. You must not attempt to circumvent, modify or remove computer safeguards.

Downloading, uploading or transmitting illegal content; patented, copyrighted or trademarked material; trade secrets; or other confidential information, without express permission, is not allowed. Using the Corporation's information systems to access computers or other systems without authorization, or damaging, altering or disrupting Englobe's systems in any way, is also prohibited.

It is strictly forbidden to copy or pirate original software or to use or allow the use of copied software or unauthorized licenses within the Corporation. We have a duty to properly use and protect cash, cheques, credit cards and postage, and to ensure that all expense reports, claims and invoices are authentic.

Englobe reserves the right to record, monitor, disclose or delete without prior notice messages or content that violate its policies.

### INTELLECTUAL PROPERTY

Intellectual property includes trademarks, logos, trade secrets, written reports, patents, inventions, discoveries, processes, know-how and copyrights. Work (plans, specifications, software, photographs, etc.) created by employees in the course of performing their duties is the property of the Corporation.

Each employee undertakes to respect and protect Englobe's intellectual property from unauthorized use or disclosure, both during and after his or her employment with the Corporation.

### PROTECTING CONFIDENTIALITY

In general, the Corporation's confidential information includes information relating to matters such as manufacturing processes and methods, product research, business proposals, operating and marketing programs, client lists, supplier lists, salaries, benefits, medical records, unpublished financial and pricing information, legal files, computer programs, plans for mergers, acquisitions or transfers, and clients' specifications.

Employees must never discuss such confidential information with anyone outside the Corporation or discuss it internally when it is not necessary to do so. In exceptional circumstances, some specific information may be disclosed with the authorization of Legal Affairs.



In addition to protecting the Corporation's confidential information, employees must avoid unauthorized disclosure of information classified "Confidential" or "Secret" by a client or government. Any person who misuses classified information could be exposed to prosecution under the law.

Examples of confidential information:

- Database related to sales, marketing, clients, suppliers, etc.;
- Marketing and bidding plans and strategies, development of new projects and products;
- Financial and technical data, legal files, threats of litigation;
- Employee lists, personnel files, résumés, restructuring plans;
- Intellectual property (patents, copyrights, trademarks, know-how, trade secrets, etc.).

All employees must be careful about discussing confidential information with colleagues or on a cellphone in a public place (elevators, planes, trains, buses, restaurants).

When employees leave Englobe, they must return any confidential information they have in their possession and must continue protecting any confidential information they obtained while employed at Englobe.

Employees who disclose confidential information without appropriate authorization are subject to disciplinary sanctions up to dismissal.

## **INSIDER TRADING**

It is illegal for an employee to engage in insider trading, i.e. to buy or sell securities (shares, options) if they are in possession of confidential information.

## **PROVIDING INFORMATION ABOUT THE CORPORATION**

In its external communications, Englobe seeks to present information, reports and documents that are complete, understandable and accurate.

No employee may speak to the public, journalists, investors or financial analysts without express authorization. If approached, simply say you have no comment and direct the person to the Marketing department, the contact information for which is listed in the "Resources" section.

## **ACCOUNTING RECORDS AND FINANCIAL REPORTS**

Our accounting records must be accurate and confidential. The information they contain is the basis of our business decisions. That information is needed to fulfil our obligations to third parties and comply with financial and tax laws and regulations.

Employees must comply with all applicable regulations regarding financial and accounting reports. Our books, files and accounts must be consistent with generally accepted accounting principles and honestly and accurately reflect all financial operations.



## IT SECURITY

Englobe makes the electronic resources needed for the conduct of its operations available to its personnel. Those resources include IT systems, equipment, programs and software, and access to the internal network and the Internet.

You must always safeguard electronic resources and your user codes and passwords, and keep your access card in a safe place. Never leave your computer, laptop, cellphone or workstation unsupervised: log out of the session or lock the system.

Englobe's communications system must be used, first and foremost, for Englobe's operations. You may make limited use of the Corporation's computers, laptops and cellphones for personal purposes but you must make sure it does not interfere with your work. Under no circumstances may you make or distribute comments that are hateful, violent, sexist, pornographic, racist or which could tarnish Englobe's reputation. You must also avoid compromising the integrity of Englobe's equipment and systems.

Downloading, uploading or transmitting illegal content; patented, copyrighted or trademarked material; trade secrets; or other confidential information, without express permission, is not allowed. Using the Corporation's information systems to access computers or other systems without authorization, or damaging, altering or disrupting Englobe's systems in any way, is also prohibited.

It is strictly forbidden to copy or pirate original software or to use or allow the use of copied software or unauthorized licenses within the Corporation.

### **All employees must:**

- Comply with data back-up and virus protection requirements;
- Inform their supervisor of any weakness or flaw found in a security system or procedure;
- Report any breach of IT security directives or standards;
- Follow the Corporation's rules concerning the purchase and use of software;
- Do not disclose systems design and operation, or security methods and procedures, to persons who do not need the information to perform their duties.

## SOCIAL MEDIA

Everywhere in the world, social media is changing how we communicate with colleagues, suppliers, clients and third parties. They are also creating new responsibilities. Facebook, LinkedIn, Twitter, YouTube, blogs, message boards and other tools and platforms make it possible to quickly enter into contact with various groups but must be used with caution and judgement.

You should be careful when posting information on social media, given their speed, interactivity and international reach. There can be a thin line between private and public, personal and professional. Only duly authorized persons may speak on behalf of Englobe. If you are expressing your opinion, you should include a disclaimer specifying that the opinions are yours and not Englobe's. Your posts are public and you are responsible for them.

Confidentiality rules prohibit employees from disclosing confidential information obtained in the course of their work.

Comments about Englobe on social media, including on private pages, may have a negative impact on Englobe's reputation.

Information published online is permanently recorded and accessible everywhere, to everyone, with no time limit. Use social media responsibly.



## FILES, REGISTERS AND DOCUMENTS

The Corporation's documents and registers must be recorded, processed and retained in accordance with legal requirements. Entries in Englobe's books, registers and accounts must be complete, accurate and timely. No relevant information may be omitted. Do not destroy old files without ascertaining that their destruction is consistent with legal requirements and Englobe's record-keeping policies.

Documents and registers include memos, letters, emails, presentations, Web pages, voice messages, plans, videos, drawings, photographs, films, agreements, contracts, etc. Registers include print and electronic files, files located in Englobe's offices, and archived files.

## OUR OPERATIONS

Englobe has a presence in many places in the world and works for the betterment of the communities where it operates. Englobe conducts its business with a high degree of integrity, in accordance with ethical standards and principles of good conduct. However, it is impossible to foresee every situation that may arise in the course of operations.

A course of action may not seem like the right thing to do, even though it does not violate any act or regulation. In that case, ask yourself the following questions:

- Is this legal?
- Am I acting with integrity?
- Is it the right thing to do under the circumstances?
- Does it project an appropriate image of Englobe, of me and my colleagues?
- Is it in keeping with Englobe's values, policies, business practices and the Code?
- Will the decision be perceived positively by employees, managers, partners, clients, the media and the general public?
- Would I be comfortable if this decision were reported in the media?
- Is my action (or inaction) liable to compromise the safety of an individual or group?

*If you answer "no" to any of these questions, if you are unsure, or if you feel you need help or advice, consult your immediate supervisor or one of the resources listed at the end of this Code.*

## COMMUNITY ACTIVITIES, DONATIONS AND SPONSORSHIPS

Englobe's projects help improve community life and quality of life. As a responsible corporate citizen, Englobe supports charitable organizations and groups under certain circumstances.

Any new request for support should be referred to Marketing, which will analyze it and respond, giving priority to requests that are consistent with our values.

Sponsorships are business agreements under which Englobe pays money or provides a service in exchange for exposure (publicity, logo, etc.). Sponsorships must fit into our marketing strategy and be consistent with the Code. You should refer any new sponsorship requests to Marketing.

## POLITICAL ACTIVITIES AND CONTRIBUTIONS

All employees may freely express their opinions on political, social or current issues, but it must always be made clear that the opinions expressed are not those of the Corporation.

Employees are free to participate in political activities on a personal basis. Such activities must be at your own expense, on your own time, and not make use of the Corporation's property or resources. Do not use Englobe's resources to solicit support for a campaign or a candidate.

Any financial contribution to a candidate or party must be made on a personal basis. Englobe will not cover any political contribution unless it was authorized in advance by Legal Affairs.

## LOBBYING

Lobbying entails communication (telephone calls, written communications or meetings) with government officials. The purpose may be the introduction or amendment of acts, regulations, policies or programs, or the procurement of grants, contributions or some other benefit from government. Communications for purposes such as requesting information do not constitute lobbying.

In Canada, businesses must register and provide a list of government departments and agencies they deal with. Managers must make sure that all employees engaged in lobbying are registered if at least 20% of their time is devoted to lobbying.

In the US, the rules are particularly stringent. The law prohibits gifts from businesses to any member or employee of Congress. Anything of monetary value is considered a gift (a cup of coffee, a meal, a ride). No Englobe employee should contact a US government agency without first consulting Legal Affairs.

Regarding Europe and other countries, as the rules on lobbying vary between jurisdictions, you must make sure you know and follow the applicable rules. It is up to each employee to comply with registration and reporting requirements.

*In all cases, you should inform Legal Affairs.*

## OUR OBLIGATIONS

Englobe is governed by the laws of Canada and those of the jurisdictions in which it does business. We all have an obligation to comply with applicable acts and regulations. In addition to the legal framework, we must comply with this Code, as ethical behaviour goes beyond legal compliance.

## OBLIGATION TO REPORT VIOLATIONS

As an employee, you have an obligation to report any violation of the Code or of the law. Clients, suppliers, partners and other third parties are also subject to the reporting obligation. While the situation may call for due consideration, it is important to act quickly when you become aware of a violation. Your prompt action may enable Englobe to correct a mistake, mitigate the consequences and preserve Englobe's integrity and reputation.

## How to report a violation?

1. Tell your immediate supervisor, who is in the best position to deal with the situation. In most cases, the problem is resolved at this stage. You can also go to the next hierarchical level, to a Human Resources representative or to Legal Affairs.
2. If your immediate supervisor is not available or is involved in the problem and you cannot go to the next hierarchical level, contact your Human Resources representative or Legal Affairs, or use the anonymous whistleblowing service. See the “Resources” section at the end of this document for their contact information.

No employee who makes a report in good faith, requests information or requests advice will be penalized, dismissed, demoted, suspended or disadvantaged in any way. All reports will be taken seriously and the Corporation will investigate. If there is in fact a problem, corrective action may be taken, including disciplinary sanctions up to dismissal. Any person who violates the law exposes himself or herself and the Corporation to lawsuits or criminal sanctions.

## Who to contact?

Any person who wants to ask a question, seek advice, has reason to believe that a violation has occurred, or has committed a violation himself or herself should discuss it with one of the following resources:

- Immediate supervisor
- Human Resources or Legal Affairs representative
- Immediate supervisor’s supervisor
- Secure anonymous whistleblowing service provided by a third party, ClearView Connects (CVC)

See the “Resources” section below for the contact info of the appropriate resources. Clients, suppliers, partners and other third parties can use the anonymous whistleblowing service.

Any person who reports a breach is entitled to confidentiality and all requests will be treated with discretion.

## OBLIGATIONS TO THE PROFESSION AND THE PROFESSIONAL ASSOCIATION

We must not make false representations about our skills or the effectiveness of our services.

Laying false claim to a professional title, membership in a professional association or place of registration of a title is prohibited.

A member of a professional association, body or society must be a member in good order in order to maintain his or her licence or right to practice. A member who has been suspended, convicted of a violation or sanctioned must immediately advise his or her immediate supervisor.

## COMPLIANCE WITH STANDARDS

Compliance with the standards set out in this Code and the accompanying policies is of critical importance to Englobe. Our clients, our suppliers and third parties place their trust in us and expect us to maintain the highest ethical standards.

Any breach of the Code may tarnish our reputation and damage our relationships with clients and third parties. A violation of the Code may also compromise Englobe’s right to do business in Canada or elsewhere.

In the event of a breach of the Code, Englobe may apply disciplinary measures, including dismissal, cancellation of the contract, or legal action.

## RESOURCES

| ISSUE   | RESOURCE  | CONTACT INFO  |
|---|---|---|
| <b>Enquiries, questions, concerns, problems</b>   | 1/ Your immediate supervisor<br>2/ Your Human Resources representative<br>3/ Human Resources Centre | <a href="mailto:RH@englobecorp.com">RH@englobecorp.com</a><br>1 866 981-0191, x107474   |
| <b>Media requests</b>                             | Communications Dept.  | Manon Leblond<br><a href="mailto:manon.leblond@englobecorp.com">manon.leblond@englobecorp.com</a><br>1 514 281-5151, x113090                              |
| <b>Conflicts of interest and legal issues</b>     | Legal Affairs Dept.   | Kenneth Mckay<br><a href="mailto:kenneth.mckay@englobecorp.com">kenneth.mckay@englobecorp.com</a><br>1 514 281-5151, x105301                              |
| <b>Anonymous complaints, enquiries or reports</b> | Secure anonymous whistleblowing service<br><b>ClearView Connects</b>                                | <a href="http://www.clearviewconnects.com">www.clearviewconnects.com</a><br>1 866 345-6834 (toll free)<br><i>Reports may be made in English or French</i> |

## ENGLOBE’S UNDERTAKING

All requests will be handled with discretion. Any person who reports an actual or possible breach of this Code is entitled to confidentiality and anonymity. However, it can be easier to investigate if the whistleblower reveals his or her identity and that of the person or persons involved.

No employee will be penalized, dismissed, suspended or demoted for reporting an actual or possible breach of the Code.

## DECLARATIONS

Undertaking to Comply with the Code of Conduct (Appendix A)

Annual Undertaking to Comply with the Code of Conduct (Appendix B)