



SUPPLIERS' CODE OF CONDUCT

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Message from Leadership

Dear partners,

As you know, Authenticity, Excellence, Adaptability, Innovation and Love are the values at the heart of everything we do at Pomerleau.

Pomerleau is a private company operating in Canada and managing its activities with integrity while ensuring good governance, strategic rigour and effective risk oversight.

This is the context in which Pomerleau has made it its mission to review its Suppliers' Code of Conduct to ensure that its business partners share these same values and promote the highest standards of integrity.

As a result, at Pomerleau, acting with integrity is not only a duty, but it is the only type of conduct we encourage and value.

We are all proud ambassadors of Pomerleau's values and, as such, we are strongly committed to ensuring that each of our business partners embodies these same values. As business partners, you are among Pomerleau's ambassadors, and we count on you to respect and apply this Suppliers' Code of Conduct. This is our shared responsibility.

Philippe Adam, President and CEO



1. Introduction

1.1 Pomerleau values

Authenticity, Excellence, Adaptability, Innovation and Love are the values at the heart of everything we do at Pomerleau.

As a recognized leader in the construction industry, our actions and behaviours must always reflect our values. By transmitting these values across employees and activities, Pomerleau has preserved its good reputation and, therefore, ensures its longevity.

1.2 Objectives

Pomerleau believes that our business integrity promotes sound practices benefits the companies in its group, their employees and partners. With its values as inspiration, Pomerleau has implemented a Code of Conduct (the “**Code**”) that defines its principles and expectations regarding conduct for the company, its officers, employees, directors and all persons representing it. Pomerleau is committed to upholding the principles set out in its Code in all its activities, operations and business relationships.

Consequently, Pomerleau expects all its current and potential suppliers, manufacturers, contractors, subcontractors and consultants (collectively referred to as “**Suppliers**”) to adhere to its values and demonstrate a similar commitment to ethics in order to work with the utmost transparency and integrity while ensuring the quality of services.

This Suppliers’ Code of Conduct (the “**Suppliers’ Code**”) incorporates and defines the standards of behaviour and guidelines that Suppliers must respect when working with, or acting on behalf of, Pomerleau.

Scope

The Suppliers’ Code applies to all Suppliers when they provide goods and services to Pomerleau. Suppliers must ensure that their employees and representatives working with Pomerleau understand and follow the standards described in this Suppliers’ Code. Pomerleau requires its Suppliers to apply the standards of the Suppliers’ Code hereunder in their own supply chain, i.e., with their subcontractors and suppliers of goods and/or services.

The implemented actions and measures must be verifiable and Pomerleau reserves the right to make the verification required to evaluate the level of application of the Suppliers’ Code by the Suppliers. The Suppliers, at Pomerleau’s request, must also cooperate in efforts to investigate any suspected violation of this Suppliers’ Code involving employees, representatives or subcontractors.

Violating the Suppliers’ Code rules can have serious financial, legal and reputational consequences for Pomerleau. Sanctions deemed appropriate, depending on the seriousness of the situation, will be taken in the event of a violation of the Suppliers’ Code. These measures may include the termination or non-renewal of contract(s) entered into between the Supplier and Pomerleau. Non-compliance with the Suppliers’ Code includes asking a third party to violate a rule and failing to cooperate with an investigation. In addition, depending on the case, the file can be transmitted to civil or regulatory

authorities, to a professional order, or to judicial authorities in the case of a violation of criminal or penal laws.

Pomerleau reserves the right to modify this Suppliers' Code at any time.

Our actions and behaviour must always reflect our values, reflecting Pomerleau's culture.

2. Reporting or complaint

2.1 Duty to report

Pomerleau must ensure that it embodies its values and the Suppliers' Code. Therefore, each Supplier must immediately report any alleged misconduct that leads one of its employees or any person involved in Pomerleau's activities to violate this Suppliers' Code and / or applicable laws.

Pomerleau has implemented an external whistleblower hotline, with an option to report in complete anonymity by using the following channels available as follows:

1-866-831-4085

www.connexionsclearview.com

ethics@pomerleau.ca

Pomerleau takes all reports seriously and assumes that they are all legitimate and made in good faith. Investigations arising from reports are conducted with respect and discretion and are kept confidential to the extent permitted by applicable laws. Pomerleau might be required to report a criminal or reprehensible activity to the appropriate governmental, regulatory or police authorities.

2.2 No reprisals

The person making the report is not required to identify himself or herself and the reporting process must respect and protect this person.

The reporting process provides confidentiality. Any information submitted via the phone line or email address mentioned above will immediately be sent to the Ethics and Compliance Function to be dealt with confidentially.

Pomerleau does not authorize or condone reprisals against anyone for reporting in good faith an alleged offence or misconduct. Reprisals by or against an employee or any person involved in Pomerleau's activities is a violation of this Suppliers' Code. In addition, if a Supplier or an employee of a Supplier believes that he or she has been treated unfairly because he or she raised concerns, such conduct must also be reported as any other misconduct or violation.

We have a duty to report any inaccuracies, misstatements or omissions that come to our attention.

3. Rules to comply with

At all times, Suppliers must comply with all applicable laws, regulations, by-laws, court orders and judgments, decrees, codes, injunctions, rules, directives, guidelines, standards, policies and other applicable elements (hereinafter “**Legislation**”).

Suppliers must pay particular attention to applicable Legislation regarding workplace health and safety, business integrity, the environment, sound competitive practices and the highest standards related to construction.

3.1 Health & Safety

The health and safety of employees are paramount to Pomerleau. Suppliers must ensure that they comply at all times with applicable Health and Safety Legislation. In addition, Suppliers must ensure they:

- Take all appropriate measures and protect the health and safety of all their employees and any other persons under their supervision during the performance of their activities;
- Follow the rules applicable to where the work is performed, including the safety manual and any other work procedures and policies that may be required by Pomerleau’s clients;
- Place the utmost importance on the accurate and timely assessment of hazards to reduce the risk of injury; and
- Follow and maintain appropriate emergency plans and response procedures.

Pomerleau has placed integrity at the heart of its concerns and is committed to applying the highest standards in all aspects of its activities.

3.2 Integrity

True to its tradition of excellence in integrity, Pomerleau has made integrity one of its greatest concerns. To this end, Suppliers must ensure that they comply with applicable integrity Legislation.

3.3 Environment

Pomerleau is committed to protecting the environment to ensure the sustainable development of its activities and our society. We work daily to respect ecosystems, our resources, our communities, and to prevent pollution.

As a reflection to Pomerleau’s commitment, a new ISO 14001:2015 certification has been implemented to manage environmental standards to cover coast to coast all Pomerleau operations. The Suppliers collaboration in this ecological shift is essential to support Pomerleau environmental leadership.

Suppliers must be committed to protecting the environment and conducting their activities for Pomerleau in an environmentally respectful and sustainable manner. Suppliers must, in carrying out their activities for Pomerleau, always ensure compliance with applicable environmental protection Legislation.

Pomerleau wants each Supplier to take the most environmentally friendly actions and to take voluntary initiatives to reduce the impact on the environment.

3.4 Employment policies and practices

Suppliers must comply with the applicable Legislation relating to employment standards, labour, non-discrimination, human rights, as well as all legislation governing employer-employee relations in the workplace and existing collective agreements. Suppliers must offer equal access to employment and equal pay.

Pomerleau also encourages all its Suppliers to promote a diverse and inclusive workforce to maximize the talents and potential of employees and teams.

Suppliers must also respect the rights of workers as recognized by applicable Legislation and international standards, morefully with respect to remuneration, freedom of association, the right to collective representation and to negotiation.

Fight against modern slavery

Suppliers must ensure that they comply with all applicable standards, laws and regulations concerning modern slavery, including forced labor, human trafficking and child labor.

Pomerleau requires its Suppliers to take reasonable steps to implement policies and procedures to prevent, mitigate and end the negative impacts of any form of modern slavery in their operations, activities and supply chain.

3.4 Protection of personal information

Suppliers must comply with the applicable privacy Legislation and must use the information obtained in accordance with the purposes set out in the Legislation. Safeguards must be in place to ensure that information is protected against unauthorized disclosure or access, including legitimate but improper commercial use and also any loss or alteration to the protection of personal information.

3.5 Book of accounts and bookkeeping vouchers

Suppliers must keep books and records that are complete, true, accurate and in compliance with Legislative requirements. Such books and records must also comply with applicable accounting principles.

3.6 Competition and antitrust

Suppliers must apply the highest standards of competition in order to offer the best service to Pomerleau's clients. Suppliers must comply with the Competition Act and the Antitrust Legislation.

4. Adopt appropriate corporate practices

4.1 Respect of clients

Pomerleau's relationships with all its clients are marked by respect, integrity, honesty, professionalism and competence. Suppliers must always act in the best interest of Pomerleau's clients in order to foster effective collaboration at all times and prevent any sources of conflict.

4.2 Respect and dignity

Suppliers must have employment measures in place to ensure that they provide a work environment free of discrimination and harassment, characterized by dignity, fairness and respect. Suppliers shall not tolerate any form of harassment, discrimination, violence, retaliation or any other disrespectful or inappropriate behaviour. Suppliers shall respect the diversity of their employees, clients and third parties with whom they interact, both inside and outside the workplace, including respect for differences such as gender, race, colour, age, disability, sexual orientation, ethnicity and religion.

4.3 Fraud and dishonest acts

Pomerleau is a responsible company that seeks to preserve its reputation. As a result, Pomerleau expects its Suppliers not to commit or participate in dishonest acts that could tarnish its reputation or that of its clients, or to participate, directly or indirectly, in fraudulent activities related to Pomerleau's assets or projects. Any wrongdoing must be reported at the earliest opportunity to the Ethics and Compliance Function.

4.4 Donations and sponsorships

In order to support initiatives to stimulate the progress and development of the industry and local communities, we sometimes provide donations and sponsorships. While Pomerleau encourages donations and sponsorships, including volunteer work, we must be aware that these may present risks of corruption or give the impression that we are seeking an undue advantage. Thus, no donations or sponsorships may be made in the name of Pomerleau without the prior consent of management.

Pomerleau adopts appropriate corporate practices because it cares about its clients and its people.

4.5 Gifts, invitations and other benefits

Pomerleau does not tolerate any form of corruption and we insist that our Suppliers comply with the *Anti-Corruption Act*.

It is strictly forbidden to make or offer bribes, kickbacks, other payments or valuables, directly or indirectly, to anyone for the purpose of obtaining favours or contracts. Suppliers shall not under any circumstances pay bribes to clients, their representatives, Pomerleau employees or any other business

partner involved in the business decision process, with the goal of influencing the decision, obtaining contracts or any other advantage.

Subject to the foregoing and in other cases where the purpose is not to obtain a privilege, Suppliers must ensure that they do not offer a gift, meal or other benefit to a Pomerleau employee or any other stakeholder, including a member of the family of such a person, unless the following conditions are met:

- They comply with the applicable Legislation;
- They are of nominal value and within the limits of what is appropriate;
- They represent common courtesy;
- They correspond to the common standards of hospitality;
- They do not raise doubts about Pomerleau's objectivity and impartiality; and
- They do not affect or compromise the integrity of Pomerleau.

4.6 Business compliance

Suppliers must refrain from any act that could affect competition on the market or from adopting practices that would have the effect of limiting free competition. Suppliers must not engage in collusive acts and must comply at all times with the Legislation governing trade sanctions.

5. Conflicts of interest

Suppliers must avoid placing themselves in a situation of conflict of interest, real or apparent, or engaging in conduct that could harm Pomerleau or be perceived as favourable or biased treatment that could adversely affect Pomerleau's reputation. Suppliers must therefore act with judgment, objectivity, honesty and integrity in performing their services for Pomerleau. Any situation of real, potential or apparent conflict of interest must be reported to the Ethics and Compliance Function.

Pomerleau demonstrates leadership by applying the highest standards of ethics and integrity and expects its suppliers to do the same.

6. Protecting our assets

6.1 Confidential and commercially sensitive information

Pomerleau operates in a market and scope of activity where competition is fierce and information is a competitive advantage. Certain documents are highly confidential and therefore critical to the conduct of Pomerleau's operations and activities. It is imperative that Suppliers protect confidential information obtained from Pomerleau and its clients. Among other things, Suppliers are also required to respect intellectual property rights of Pomerleau and promptly notify us of any wrongdoing.

A third party may also provide certain information that is of critical interest or of a secret or confidential nature. As a result, such information provided by a third party must absolutely be processed according to the directives provided by the third party.

Confidential information and information of sensitive interest must be protected at all times from unauthorized disclosure and misuse. Suppliers must ensure that they have in place appropriate measures and procedures for the handling and proper use of data (including a system for the protection of information) to prevent any use or distribution, directly or indirectly, of such confidential information and information of critical interest.

6.2 Electronic resources

In certain circumstances, Pomerleau provides its Suppliers with the electronic resources necessary to conduct its business. However, these resources remain the exclusive property of Pomerleau and each of our Suppliers must use them in a responsible, appropriate and ethical manner at all times.

Our Suppliers must never use Pomerleau's electronic resources to exchange, store or process content that:

- Is prohibited by applicable Legislation or encourages harassment or any other criminal act;
- Could be interpreted as racist, defamatory, discriminatory, violent, sexist or pornographic; and
- Could compromise Pomerleau's reputation.

Any content exchanged, stored or processed through Pomerleau's electronic resources (including personal information) may be monitored and reviewed, to the extent permitted by the Legislation. In the event that the content exchanged, stored or processed does not comply with the provisions of the Code of Conduct, it is also possible that it may be transmitted to civil or regulatory authorities, a professional order, or judicial authorities in the event of a violation under the *Criminal Code* or the Penal Law, where applicable.

7. Request for information

Any request for information regarding the application or interpretation of this Suppliers' Code should be directed to the Ethics and Compliance Function at the following address: ethics@pomerleau.ca.