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ANTI-CORRUPTION POLICY

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1. PURPOSE OF THE POLICY

Corruption has no place at Pomerleau.

This Anti-Corruption Policy (the “**Policy**”) reflects Pomerleau Inc.’s (“**Pomerleau**”) strong commitment to building sustainable management rooted in ethical, legal, and compliant business practices. It aims to ensure compliance with regulatory requirements regarding anti-corruption and to prevent any illegal activities contrary to our ethics and compliance program.

More specifically, this Policy aims to ensure that Pomerleau is not involved, directly or indirectly, in any form of corruption, whether through a member of the Board of Directors, senior management, a manager, an employee, a representative, or any other related person. It also establishes a framework for defining, reviewing, and achieving our objectives in the fight against corruption.

2. SCOPE OF THE POLICY

This Policy applies to all members of the Board of Directors, senior management, and Pomerleau employees, whether assigned to offices or construction sites.

It also applies to all clients, subcontractors, agents, suppliers, consultants, bidders, and/or any other entities contractually linked to Pomerleau. It forms an integral part of every contract entered with Pomerleau and applies to all activities carried out under such agreements.

This Policy takes effect upon its publication and may be amended by the [Ethics and Compliance function](#). The latest version remains in force until a new version replaces it.

3. COMMITMENTS

The members of the Board of Directors and senior management are committed to ensuring that Pomerleau implements and maintains an **anti-corruption management system**, of which this Policy is an integral part.

They are also committed to ensuring that Pomerleau continuously improves this **anti-corruption management system**.

4. DEFINITIONS

The following definitions apply to this Policy:

Senior management (Executive Committee): Senior management, composed of the members of the Executive Committee, holds ultimate authority and responsibility for the company’s governance, policies, and activities. They ensure Pomerleau’s strategic direction and oversee its proper functioning at the highest level.

Anti-corruption laws: Refers to all laws and regulations - provincial, federal, and international - aimed at preventing, detecting, and sanctioning acts of corruption. These laws govern prohibited behaviours, reporting obligations, control mechanisms, and applicable penalties. Pomerleau is subject to these laws and is committed to complying with them across all areas of activity, from coast to coast. Among the main applicable laws are: the *Anti-Corruption Act*¹, the *Corruption of Foreign Public Officials Act* (CFPOA)²,

¹ CQLR, c. L-6.1

² S.C. 1998, c. 34

the *Competition Act*³, the U.S. *Foreign Corrupt Practices Act (FCPA)*, the U.K. *Bribery Act*, as well as international conventions such as the OECD Convention, the United Nations Convention, and guidelines from international financial institutions.

Corruption: An act consisting of offering, promising, giving - or accepting or soliciting - directly or indirectly, an undue advantage of any value whatsoever, with the intent to induce a person to act or refrain from acting in the performance of their duties. The term “**corruption**” also includes the meaning given by any law, regulation, or standard applicable to Pomerleau.

Undue Advantage: Any favor, privilege, preference, benefit, profit, or other useful items that contravenes established rules or practices.

Bribes: Sums of money or gifts offered outside the legal framework of a contract or transaction, with the intent to influence a person to take or omit an action, or to steer a decision.

Facilitation Payments: Small amounts paid to public officials to expedite the performance of routine actions to which the payer is legally entitled. Unlike bribes, these payments do not provide an undue or unearned advantage to the payer; rather, they are intended to speed up or simplify a transaction.

Kickbacks or Secret Commissions: A scheme in which a supplier returns a portion of its fees to a person who granted a contract or other commercial advantage, outside any transparent framework.

Staff members: All Pomerleau employees, regardless of their status.

Anti-Corruption Management System: A structured set of interconnected elements - policies, processes, and control mechanisms - implemented to achieve Pomerleau’s anti-corruption objectives. This system is designed to be scalable and subject to continuous improvement.

5. ROLES AND RESPONSIBILITIES

- **Board of Directors and Senior Management:** The Board of Directors and senior management ensure that all necessary human, financial, and material resources are provided for the implementation of this Policy.
- **Anti-Corruption Compliance Function:** Represented by the [Ethics and Compliance function](#), it is responsible for enforcing and monitoring this Policy.
- **Managers:** In addition to enforcing this Policy, managers must ensure that members of their teams comply with its provisions.
- **Employees:** All Pomerleau employees, regardless of their status, are required to always comply with this Policy.

6. CORRUPTION

6.1. ZERO TOLERANCE

Pomerleau enforces a **zero-tolerance** policy toward any form of corruption. Consequently, it is strictly prohibited for any person covered by this Policy to:

- offer, provide, solicit, or receive, directly or indirectly, any undue advantage, including bribes, facilitation payments, or kickbacks - even if the request comes from a manager. These undue

³ R.S.C. 1985, c. C-34

advantages may take various forms, such as cash payments, job offers, travel, rebates, free work, significant discounts, or the sharing of privileged information;

- participate in activities likely to promote corruption, such as drafting or entering into illicit agreements, falsifying documents or evidence, or producing false testimony during investigations;
- authorize, conceal, or ignore any corrupt or related activity;
- exert pressure on others to violate this Policy; and,
- fail to report an act of corruption, including those that occurred in the past.

This list is not exhaustive and is intended solely to illustrate certain forms that corrupt activities may take.

6.2. *SIGNS OF CORRUPTION*

Individuals covered by this Policy must remain vigilant regarding behaviours or situations that may indicate a risk of corruption. Warning signs to watch out for include:

- collaboration with public officials or partners whose reputation is questionable;
- requests for donations to charitable or political organizations by public officials or associates;
- suspicious requests to arrange private meetings or exchanges;
- unusual payment requests, such as cash payments or payments abroad;
- sharing of privileged information that benefits Pomerleau to the detriment of competitors; and,
- offers of assistance on matters unrelated to Pomerleau, coming from public officials or associates.

This list is not exhaustive: other signs may also indicate corruption risks. Conversely, the presence of one or more of these signals does not necessarily mean that an act of corruption has occurred.

In case of doubt, it is imperative to contact the Ethics and Compliance function without delay at: ethics@pomerleau.ca.

6.3. *HOW TO DEAL WITH CORRUPTION*

Although Pomerleau implements various measures to prevent, detect, and address acts of corruption, it remains possible that staff members may encounter such situations. In this context, the following behaviours must be adopted:

- politely refuse to comply with the request;
- if the person insists, remind them of this Policy and the anti-corruption laws to which Pomerleau is subject;
- request that the demand be made in writing;
- whenever possible, ensure the presence of one or more witnesses; and,
- immediately report the situation to the Ethics and Compliance function at: ethics@pomerleau.ca.

Furthermore, if there is any doubt regarding the possible involvement of a colleague or partner in acts related to corruption, the following measures must be taken:

- record the facts in a detailed log (e.g., description of events, names of individuals and organizations involved, names of witnesses, supporting documents, or any other relevant evidence), and

- immediately report the situation to the Ethics and Compliance function at: ethics@pomerleau.ca.

7. REPORTING

Individuals covered by this Policy have a duty to report any form of corruption as well as any early warning signs of corrupt acts. A reporting process is available to ensure that information is transmitted confidentially and securely. All incidents must be reported as soon as possible through one of the following means:

- by contacting their manager, a member of the [Ethics and Compliance function](#), or a member of senior management; or
- By using the confidential and secure Pomerleau Reporting Line:
Phone: 1-866-831-4085
Website: www.clearviewconnects.com

Under such circumstances, no retaliation will be taken against the reporter, whether by members of the Board of Directors, senior management, or any other person, regardless of their position of authority.

8. SANCTIONS AND CONSEQUENCES

Failure to comply with this Policy may result in the following consequences:

- termination, withdrawal, or modification of Pomerleau's involvement in a project, transaction, or contract,
- serious damage to Pomerleau's reputation,
- restitution or cancellation of any advantage obtained inappropriately,
- disciplinary measures against the responsible personnel, ranging from a simple warning for a minor infraction to dismissal in the case of a serious violation,
- reporting to the competent authorities, which may lead to severe legal penalties, and
- implementation of concrete measures to prevent or manage any problematic situation related to this Policy or any violation of applicable anti-corruption legislation.

A report made in bad faith, with the intent to harm or for frivolous reasons, may, depending on the circumstances, be considered a violation of this Policy.

9. CONTACT

For any questions regarding this Policy, please contact the Ethics and Compliance function at: ethics@pomerleau.ca.