



# 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

At Pomerleau, we are committed to being the best partners in the industry. That is why we act with integrity to maintain the trust of our employees, our clients, our partners, and the general public. As a recognized leader in the construction industry, our actions and behaviours must always reflect our values of **Authenticity**, **Excellence**, **Adaptability**, **Innovation** and **Love**.

## 1.2 Objectives

Pomerleau recognizes that business integrity is essential for establishing healthy and sustainable practices that are beneficial for its companies, employees, and partners. With its values as inspiration, we have implemented a Supplier's Code of Conduct (the "Suppliers **Code**" or the "**Code**") which sets out the principles and expectations regarding the applicable conduct to our suppliers, manufacturers, contractors, subcontractors, and consultants, both current and potential (individually the "**Supplier**" and collectively referred to as the "**Suppliers**"), and so, when they work with Pomerleau or act on behalf of Pomerleau. We ask our Suppliers to adhere to these principles and demonstrate a similar commitment to ethics in order to guarantee the utmost transparency and integrity in our work while ensuring the quality of services performed.

## 1.3 Scope of Application

The Supplier Code of Conduct applies to all Suppliers who provide goods and services to Pomerleau. It is their responsibility to ensure that their employees and representatives working with Pomerleau are familiar with and follow the standards required in this Supplier Code of Conduct. Pomerleau also expects its Suppliers to apply the standards of this Supplier Code of Conduct to their subcontractors and suppliers of goods and/or services.

## 1.4 Monitoring, Audits and Sanctions

The implemented actions and measures must be verifiable and Pomerleau reserves its right to make the verification required to evaluate the level of application of the Suppliers' Code by the Suppliers in their business activities. 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.

Any violation to the Suppliers' Code rules can have serious financial, legal and reputational consequences for Pomerleau. Sanctions deemed appropriate and proportionate to the seriousness of the situation, could be taken against the Suppliers in the event of a violation of the Suppliers' Code. These measures may include the termination or non-renewal of contract(s) 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.

## 2. Compliance with laws and regulations

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

### 2.1 Health & Safety

The health and safety of employees are paramount to Pomerleau. Suppliers must ensure that they always comply 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;
- ensure that their employees, as well as any other persons under their supervision, have the necessary training to perform their tasks safely;
- 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;
- ensure the identification of hazards and the implementation of the necessary control measures in order to reduce the risk of accidents;
- follow and maintain appropriate emergency plans and response procedures;
- obtain and keep up to date all permits, licenses, and authorizations required for their activities; and
- promptly correct any dangerous or non-compliant situations.

### 2.2 Environmental Compliance and Sustainable Development

Pomerleau ensures to work sustainably to build the living environments of tomorrow. To achieve this, Pomerleau has implemented an environmental, social, and governance (“ESG”) strategy that sets its priorities in terms of sustainable development and guides its actions.

That is why Pomerleau has implemented and maintains an environmental policy and an Environmental Management System (EMS) certified ISO 14001:2015 for all its operations.

The compliance and collaboration of our Suppliers are crucial to support Pomerleau in this commitment.

Suppliers must commit to:

- Complying with all environmental laws and regulations;
- Obtaining and keeping up to date all permits, licenses, and authorizations required for their environmental activities;
- Minimizing pollution and nuisances from their activities by implementing mitigation measures inspired by industry best practices;
- Promptly correct any situation that poses a risk of causing environmental damage or is non-compliant;



- Include and promote voluntary initiatives to reduce the environmental impact of their activities, particularly regarding waste reduction and recovery, greenhouse gas reduction, and responsible consumption;
- Train, raise awareness, and engage employees regarding their environmental responsibilities. For example, by becoming familiar with procedures, reporting environmental incidents, and following applicable rules; and
- Report to Pomerleau any environmental violations, notices of non-compliance, spills, or incidents associated with activities involving Pomerleau that could affect it during the course of the project.

## 2.3 Human Rights and Best Practices in Terms of Employment

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, with respect to remuneration, freedom of association, the right to collective representation and to negotiation.

## 2.4 Fight Against Modern Slavery

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

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.

## 2.5 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.

In this regard, we ask our Suppliers to adhere to the following principles:

### 1. Collection and Use

Suppliers must only collect, use, or disclose personal information to the extent necessary to fulfill their contractual obligations, and only with the informed and voluntary consent of the individuals concerned, when required.

## 2. Access and Confidentiality

Suppliers must limit access to personal information to only employees or subcontractors who need it to perform their duties, and they must also ensure that they are bound by confidentiality obligations.

## 3. Storage and Security

Suppliers must implement appropriate physical, technological, and organizational security measures to protect personal information against loss, theft, unauthorized access, disclosure, or alteration.

## 4. Destruction or Anonymization

Once the purposes for which the information was collected have been fulfilled, Suppliers must securely destroy it or anonymize it, in accordance with applicable retention policies.

## 5. Notice in Case of an Incident

In the event of a breach of personal information confidentiality, Suppliers must, without delay, notify the relevant organization and cooperate with any investigation or corrective action.

Pomerleau's Privacy Policy may also apply to data received from our Suppliers. They must familiarize themselves with the protection measures provided therein and apply them rigorously.

In summary, mechanisms must be put in place to ensure that personal information is protected against:

- any unauthorized disclosure or use;
- any unauthorized access; and
- loss or compromise of the protection of this data.

For more information, please refer to the Privacy Policy and contact Pomerleau's Ethics and Compliance Function ([ethics@pomerleau.ca](mailto:ethics@pomerleau.ca)) for any question.

## 2.6 Competition and Commercial Compliance

Suppliers must uphold the highest standards of competition to provide the best service to Pomerleau's clients. Suppliers must comply with laws governing competition and antitrust issues and refrain from any actions that could affect healthy market competition or adopt practices that would limit free competition. Suppliers must under no circumstances engage in collusive behavior. Suppliers must at all times comply with applicable laws relating to sanctions.

## 2.7 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. Business Ethics

### 3.1 Integrity

True to its tradition of excellence in business integrity, Pomerleau considers integrity one of its top priorities. To this end, Suppliers must ensure they comply with applicable ethical standards. They must act with honesty, transparency, and impartiality in all their transactions.

### 3.2 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 to always foster effective collaboration and prevent any sources of conflict.

### 3.3 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.

### 3.4 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 ([ethics@pomerleau.ca](mailto:ethics@pomerleau.ca)).

### 3.5 Donations and Sponsorships

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.

### 3.6 Gifts, Invitations and Other Benefits

Giving or receiving gifts, invitations, or entertainment can be a common business practice. However, these can create a situation of obligation or influence and be perceived as a form of corruption or influence peddling. Pomerleau does not tolerate any form of corruption, and we insist that our Suppliers comply with the applicable Anti-corruption Legislation.

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 are not offered or received during a tender or ongoing negotiation;
- They are authorized by the internal policies of the other party concerned;
- They do not raise doubts about Pomerleau's objectivity and impartiality; and
- They do not affect or compromise the integrity of Pomerleau.

We recommend that Suppliers keep a record of gifts, invitations, and other benefits offered or received for the purposes of traceability and transparency.

### 3.7. Conflicts of Interest

Suppliers must avoid placing themselves in a situation of conflict of interest, real, apparent or potential, or engaging in conduct that could harm Pomerleau or be perceived as favourable or biased treatment that could undermine their impartiality or judgment and adversely affect Pomerleau's reputation.

Suppliers must therefore act with judgment, objectivity, honesty, and integrity in the conduct of their activities. Any personal, financial, or professional relationship that could influence a business decision and affect the ability of Suppliers to act impartially, particularly by favouring their own interests over Pomerleau's interests ("**Conflict of Interest**"), may constitute a real, potential, or apparent conflict of interest.

These situations must be reported immediately to Pomerleau's Ethics and Compliance Function ([ethics@pomerleau.ca](mailto:ethics@pomerleau.ca)).

## 4. Protecting Our Assets

### 4.1 Confidential Information and Intellectual Property

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. Suppliers are also required to respect intellectual property rights of Pomerleau and promptly notify us of any wrongdoing. Suppliers undertake not to use or share confidential or intellectual property information without Pomerleau's prior written authorization.

A third party may also provide certain information that is of critical importance or of a secret or confidential nature. Consequently, such information provided by a third party must strictly be handled in accordance with the instructions provided by that third party.

Confidential information and information of sensitive interest must always be protected 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 which includes access control to documents and systems, encryption of sensitive data, and staff training on best privacy practices) to prevent any unauthorized use or distribution, directly or indirectly, of such confidential information and information of critical interest.

Suppliers must use confidential information and critical interest information solely for the purposes authorized by the contract or business relationship.

## 4.2 Electronic resources

In certain circumstances, Pomerleau provides its Suppliers with the electronic resources (computer hardware, software, networks, emails, etc.) 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. They must be used exclusively within the scope of activities permitted by the contract or business relationship.

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, 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.

## 5. Reporting or Complaint

### 5.1 Duty to Report

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 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.clearviewconnects.com](http://www.clearviewconnects.com)  
[ethics@pomerleau.ca](mailto: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.

## 5.2 No Retaliation

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 ([ethics@pomerleau.ca](mailto:ethics@pomerleau.ca)) to be dealt with confidentially.

Pomerleau does not authorize or condone retaliation against anyone for reporting in good faith an alleged offence or misconduct. Retaliation 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 they have been treated unfairly because they raised concerns, such conduct must also be reported as any other misconduct or violation.

## 6. 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](mailto:ethics@pomerleau.ca).