



SNC • LAVALIN



CODE OF CONDUCT

2023

FOR QUESTIONS ABOUT OUR CODE OF CONDUCT, ASK SCOTTY.

Terms in ***bold and italic*** are defined in a [glossary](#) that can be found, among other [governance documents](#), on our intranet. A Code of Conduct specific glossary is available at the end of this document. The most recent versions of our governance documents and definitions as found on our intranet have precedence over those found at any other location (including here).

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VALUES THAT GUIDE US

Our values are the essence of our **company's** identity. They represent how we act, speak and behave together, and how we engage with our **clients** and **stakeholders**.

~~SAFETY~~

We put safety at the heart of everything we do, to safeguard people, assets and the environment.

~~INTEGRITY~~

We do the right thing, no matter what, and are accountable for our actions.

~~COLLABORATION~~

We work together and embrace each other's unique contribution to deliver amazing results for all.

~~INNOVATION~~

We redefine engineering by thinking boldly, proudly and differently.



MESSAGE FROM THE PRESIDENT AND CEO

Dear colleagues,

Our company's reputation is earned everyday. It is earned by the services we provide to our clients as well as by our conduct. Our strong commitment to doing business ethically and with integrity is key to our performance.

Doing our job the right way is as much a part of our culture as our core values of Safety, Integrity, Collaboration and Innovation; they are fundamental to who we are and how we operate as an organization. Each of us plays a critical role in promoting and demonstrating appropriate, ethical conduct at all times.

Our culture of integrity can only be sustained through a workplace that is inclusive and psychologically safe. As individuals, we should always strive to contribute to the change in conversation by getting to know our fellow colleagues, by being curious to learn more and by promoting an environment inclusive of others.

We are a diverse workforce, and this is one of our greatest strengths. SNC-Lavalin is a place where everyone belongs, can be their true self and can reach their full potential. And we will continue to empower our employees and communities to make a difference and to hold ourselves and others accountable. While our Integrity Program continues to be recognized for its strengths and quality, we must never drop our guard and become complacent. Each one of us needs to use good judgment and never compromise on our values. We have learned a lot from the past and should feel proud of what we have achieved and what our company stands for.

Our Code of Conduct sets the standard for how we work together for or on behalf of SNC-Lavalin. It serves as a foundation for our governance documents and provides resources to support us in making the right decisions every day. It is important that we refer to it as we work and seek guidance when we are unsure of the proper course of action.

We are committed to maintaining an environment where employees can speak freely, share ideas, ask questions and raise concerns or issues of non-compliance without the fear of negative consequences. Our pledge to you is the assurance of confidentiality and protection from any form of retaliation.

Together, we are the voice of our company's core values and I am personally committed to making sure we embody the strong ethical principles captured in our Code of Conduct. Integrity is one of our strongest assets. It's not only the right thing to do, it's also the key to a bright future.



Ian L. Edwards

President and Chief Executive Officer



1. A CULTURE OF HIGH ETHICAL STANDARDS

1.1. SNC-Lavalin's Commitment

SNC-Lavalin promotes integrity and the highest ethical standards in all aspects of its business. To make sure we all live by our values and comply with the obligations described in our **Code of Conduct** (our "**Code**"), **SNC-Lavalin** is committed to:

- › Fostering and maintaining a culture of integrity;
- › Creating appropriate awareness and understanding of our **Code** at all levels;
- › Setting up measures to prevent, detect and respond to unethical or non-compliant behaviour;
- › Providing globally available support, information and resources to help with the application of our **Code**;
- › Promoting a speak-up culture where our voices are heard and where we are empowered to raise ethical concerns;
- › Protecting from **retaliation** anyone who comes forward in good faith with their concerns; and
- › Continuously improving our governance standards.

1.2. Making the Right Decision

Our **Code** is not a collection of rules. It is not intended to cover every situation we might encounter. Its purpose is to help us use our judgment to make the right decisions.

Some decisions are easy to make.

However, when we are unsure of any work-related actions or decisions, we must ask ourselves the following questions:

- › Does it comply with our values, our **Code** and our **governance documents**?
- › Is it legal?
- › Could it put anyone's health, safety or well-being at risk?
- › Is it fair, ethical and morally acceptable?
- › What is my "gut feeling" telling me?
- › How would it look if it were reported on the news or another public forum?
- › Could it negatively affect my reputation or **SNC-Lavalin's**?
- › Could it be perceived as disrespectful?
- › Could it be perceived as resulting in undue influence?

If the answer to any of these questions is not clear, or if we are uncomfortable with our answer, we must seek guidance from our **managers** or [Integrity Officers](#).

1.3. Speaking Up

We can all contribute to maintaining our high ethical standards and culture by speaking up whenever we encounter a situation that might raise questions about integrity or misconduct.

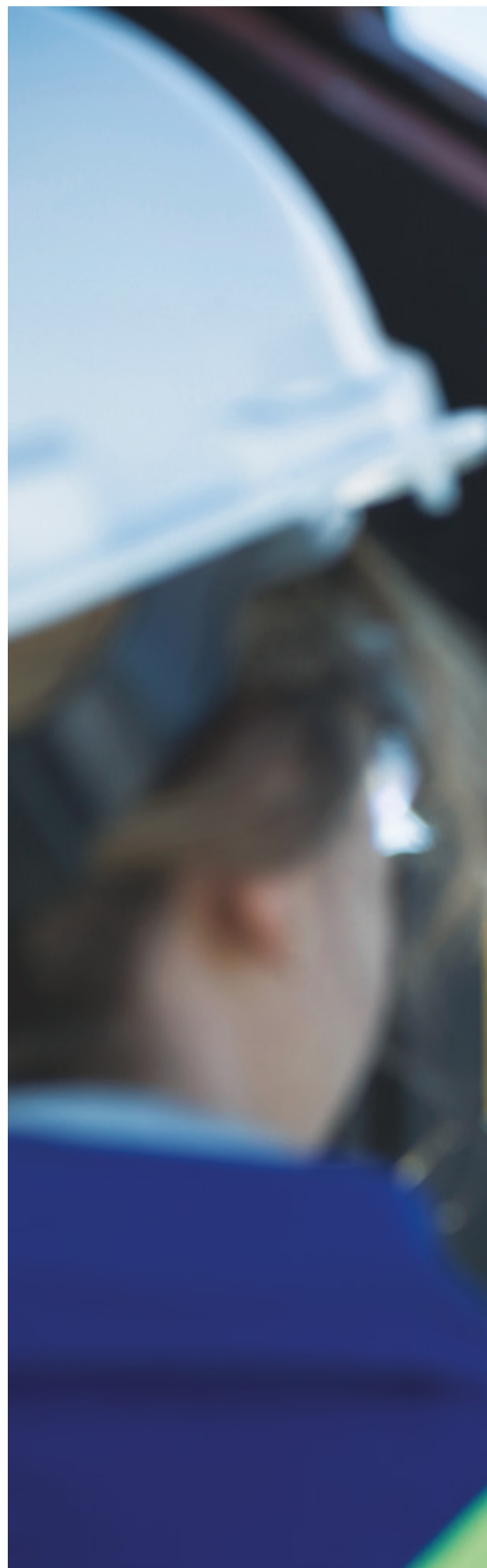
The reporting process is described in the last section of our **Code**. Although many reporting channels are available, we can always use the [Reporting Line](#) (operated by an independent third-party provider) to express our concerns.

We will always be protected against **retaliation** when we come forward in good faith with our concerns.

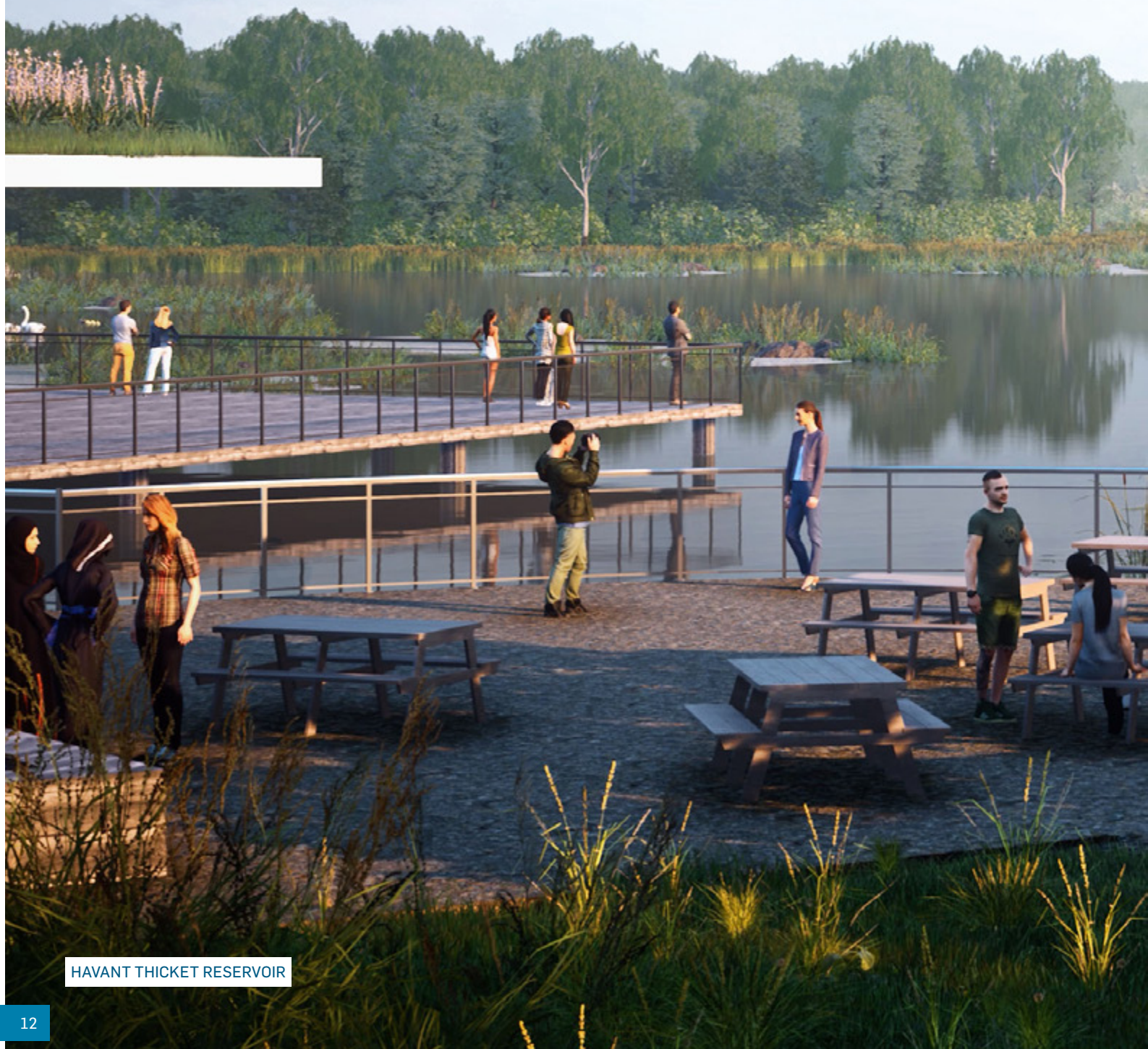
For more information

Consult our [scenario](#) about speaking up.

Watch our [video](#).







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2. LIVING BY OUR CODE

2.1. We Are All Involved

Our **Code** is meant to maintain integrity and transparency in the conduct of our business and in our relationships with others.

It applies to all **employees, individual consultants, loaned personnel, officers**, and members of the boards of directors of **SNC-Lavalin**.

Complying with our **Code** and our **governance documents** is part of the terms and conditions of our relationship with **SNC-Lavalin**. We are required to complete a certification process on an annual basis to ensure that our **Code** is understood and applied in our daily activities.

We expect any **third party** we do business with to respect our values and high ethical standards.

Our **Code** is reviewed and updated annually and can be found on our website at www.snclavalin.com/en/about/integrity.

2.2. Compliance

As we operate all over the globe, we are subject to the laws of many countries and we must comply with all of them.

When local laws allow behaviour that is not permitted by our **Code** or **governance documents**, our **Code** and **governance documents** prevail.

We must always:

- › Consult our legal team before taking any action when we have questions about how to understand or how to apply laws or regulations.

2.3. The Way We Behave Matters

No matter where we are and what we do, we all represent **SNC-Lavalin**. How we interact with others is what defines us as a company. Acting in accordance with our values and adhering to our **Code** and **governance documents** is what protects our reputation and our future. It determines whether **clients** and **business partners** want to do business with us, and whether talented people choose a career with us. Because we care about our people, our **clients** and our reputation, we take the necessary steps and actions to address non-compliant behaviour. Each of us has a part to play in maintaining and enhancing our reputation as an industry leader.

We must always:

- › Do what is right;
- › Comply with our **Code**, our **governance documents**, and applicable laws and regulations;
- › Lead by example by adopting behaviours that support our shared values;
- › Act with integrity and honesty;
- › Take responsibility for the things we control and the decisions we make, and encourage others to do the same;
- › Take responsibility for delivering on our promises;
- › Look out for our own health, safety and security, and that of others;
- › Treat others with respect and dignity;
- › Promote **equality, diversity** and **inclusion** in our **workplace**; and
- › Protect our environment and the communities we work in.



2.4. Our Expectations of Our Managers

Our *managers* have additional responsibilities under our *Code*.

They are responsible for:

- › Promoting a culture of integrity and accountability;
- › Leading by example;
- › Helping their teams understand and comply with our *Code* and *governance documents*;
- › Enabling and assuring participation in related training and certification;
- › Ensuring a positive work environment in which people are treated with dignity and respect;
- › Supporting and protecting individuals who, in good faith, raise a concern or report potential unethical or non-compliant behaviour; and
- › Speaking up when they hear about or suspect potential misconduct.

2.5. Governance, Policies and Procedures

We work with a governance framework that provides direction and guides our actions and decision-making. Our governance framework is made of **statements, commitments, policies, procedures** and many other types of **governance documents**.

We must always:

- › Comply with the principles established in our **governance documents**;
- › Use the most current version of our governance documents available on our [intranet](#);
- › File a **deviation** request when we can't comply with these principles (see next section); and
- › Contact the **policy custodian** or the **policy coordinator** when we have questions or concerns about a **governance document**.

For more information

Consult our policy on our [Governance Framework](#).

Consult our [Governance Framework page](#) on our intranet.

2.6. Exceptions and Deviations

We might be faced with situations where we can't fully comply with our **Code** or one of our **governance documents**. In these cases, we must obtain approval by completing a **deviation** request before taking any action.

For example, these are situations where it would be necessary to ask for a **deviation**:

- › Approving **transactions** above what is permitted by our **governance documents**; or
- › Booking travel arrangements without using the authorized travel agency.

This helps us with making sure that **deviations** are documented and approved at the appropriate level. It also helps us with reviewing our **governance documents** when necessary.

We should not ask for a **deviation** when we suspect or know that someone has not respected our **Code** or any other **governance document**, law or regulation. These situations must be reported as explained in Section 8.1.

For more information

Consult our policy on our [Governance Framework](#).

Consult our [Deviations from Governance Documents page](#) on our intranet.

Watch our [video](#).





3. FOCUSING ON OUR PEOPLE AND OUR WORKPLACE

3.1. Mutual Respect

At **SNC-Lavalin**, we show respect for everyone. We interact with individuals of various backgrounds and points of view. This **diversity** is a great asset that contributes to our capacity to innovate and reinvent ourselves.

We engage in respectful and constructive communication and listen to others to maintain a positive and psychologically safe work environment. We are committed to creating and maintaining an inclusive culture where everyone belongs, can be their true self and can reach their full potential.

The preservation of our dignity, privacy and rights is a priority for us. We have zero tolerance for behaviour or actions that amount to **discrimination, harassment, or violence**.

For more information

Consult our [Equality, Diversity and Inclusion page](#) on our intranet.

Consult our procedure on [Work Related Discrimination, Harassment and Violence](#).

Consult our [capsule](#) about mutual respect.

Watch our [video](#) about our equality, diversity and inclusion program.

3.2. Health, Safety and Environment

Everyone's safety is important to us. We are committed to doing business in a safe, ethically, environmentally and socially responsible manner.

We make sure that the applicable workplace health, safety and environmental legislation is treated as a minimum standard in all areas where we conduct business.

To ensure physical and **psychological safety** in our **workplace**, we implement a health, safety and environment program based on hazard recognition, risk assessment and elimination of hazards.

We are all accountable for ensuring that everyone stays safe.

For more information

Consult the [SNC-Lavalin BlueBook](#) on health, safety and the environment.

3.3. Drugs and Alcohol

We must never:

- › Be impaired by **drugs** or **alcohol** while on duty;
- › Buy or sell **drugs** at work;
- › Buy or sell **alcohol** at work; or
- › Consume or serve alcoholic beverages on **SNC-Lavalin** premises except as authorized by a member of the **Executive Committee** and always in accordance with applicable local laws.

For more information

Consult the [SNC-Lavalin BlueBook](#) on health, safety and the environment.

Consult our [scenario](#) about having a drink at lunch.

3.4. Global Security

We are committed to protecting our people, assets and information wherever we operate and during business travels.

We must never:

- › Knowingly engage in any business activity that presents a security risk that cannot be properly managed; or
- › Do business with security providers that don't adhere to our principles and security standards.

For more information

Consult our policy on [Global Security](#).

3.5. Cyber Security

Cyber security is a key aspect of our business. Ensuring that we have robust cyber security measures is fundamental in maintaining our **clients'** trust.

We must never:

- › Compromise the integrity of **SNC-Lavalin** equipment or **systems**;
- › Disclose private or classified information;
- › Attempt to bypass **SNC-Lavalin's** security measures;
- › Use unauthorized hardware (e.g., unknown USB keys); or
- › Engage with suspicious digital media (e.g., unsupported software, spam, or phishing e-mails).

For more information

Consult our procedure on [Cyber & Data Security](#).







BIRMINGHAM NEW STREET



4. AVOIDING CONFLICTS OF INTEREST

4.1. Each of Us Is Responsible

We must ensure that we always act in the best interest of **SNC-Lavalin**.

Our judgment and actions must never be influenced by secondary interests that would benefit us, an **immediate family** member, or someone with whom we have a **close personal relationship**.

A **conflict of interest**, whether it is **actual**, **potential** or **perceived**, can expose **SNC-Lavalin** to certain risks, such as legal liability or reputational damage.

When an **actual**, **potential** or **perceived conflict of interest** exists, management will assess the situation and implement measures to address the situation if required. Information will be kept confidential and available only to the individuals involved in managing that **conflict of interest**.

We must always:

- › Act and make decisions in the best interest of **SNC-Lavalin**;
- › Completely and truthfully disclose, in a timely manner, all information related to an **actual**, **potential** or **perceived conflict of interest**; and
- › Abide by any measure implemented to address a **conflict of interest**.

We must never:

- › Be guided in our actions or decisions by our own personal benefit or that of an **immediate family** member or someone with whom we have a **close personal relationship**;
- › Be in a position where we cannot be objective concerning an **immediate family** member or someone with whom we have a **close personal relationship**, either by supervising them or doing business with a company they fully or partially own or work for; or
- › Proceed when we know or we are unsure if a situation constitutes a **conflict of interest**.

For more information

Consult our procedure on [Conflicts of Interest](#).

4.2. Disclosure

We must disclose all **conflicts of interest** and changes to existing **conflicts of interest** as they arise by filling out a [Conflict of Interest Form](#). We must complete the Personal Conflict of Interest Declaration module each year to ensure that **SNC-Lavalin** is aware of our personal **conflict of interest** status.

We must always disclose situations where:

- › We are engaged or will be engaging in **secondary employment**;
- › We accepted or will be accepting a directorship or non-executive position with a third-party organization;
- › We established or will be establishing a business relationship with a **competitor, business partner, supplier** or **client**;
- › We own or plan to own a **significant financial interest** in a **competitor, business partner, supplier** or **client**;
- › We have an **immediate family** member who currently works at **SNC-Lavalin** or we are in a **close personal relationship** with someone who does;
- › We are/were a **government official** in the last five years; or
- › We have an **immediate family** member or someone with whom we have a **close personal relationship** who is/was a **government official** in the last five years.

Other situations not listed above, where our judgment and decision-making are or might be influenced by professional or personal interests, could also constitute a **conflict of interest** and require disclosure. When in doubt, we disclose these situations by filling out a [Conflict of Interest Form](#). Our **manager** will assess if the situation constitutes a **conflict of interest**, and if mitigation measures are required.

For more information

Consult our [scenario](#) about conflicts of interest.









5. ADOPTING APPROPRIATE BUSINESS PRACTICES

5.1. Antitrust and Competition

We must engage in fair, competitive business practices that comply with antitrust and competition legislation. These laws are generally designed to uphold free and open competition in the marketplace.

We must never discuss, collude or agree with *third parties* to:

- › Fix or control prices, terms or conditions;
- › Restrict competition or dealings with *suppliers* or *clients*;
- › Share or receive *confidential information* with/from current or potential *competitors* or any other unauthorized parties;
- › Divide or allocate *clients*, markets or territories; or
- › Choose not to submit a bid, withdraw a bid or submit an artificial bid to influence the outcome of a bidding process.

Entering *joint venture* agreements with our *competitors* in order to pursue *project* opportunities is not a violation of antitrust and competition legislation unless it is deliberately meant to reduce competition.

For more information

Consult our procedure on [Compliance](#).

Consult our [capsule](#) on price fixing.

5.2. Anti-Bribery and Anti-Corruption

We are committed to conducting business with integrity and we prohibit **corruption** and **bribery** in all their forms. We are responsible for educating ourselves on how to recognize signs of corrupt activities. Our **company** also offers training material on the subject.

We must never:

- › Get involved in corrupt activities, whether directly or indirectly; or
- › Accept, request, offer, promise, give or authorize a bribe, kickback, payment or anything that can be considered as such (**gifts**, entertainment, employment, contracts or **benefits** of any kind) to or from any **third party** with the intent to obtain an improper or unfair advantage, retain business or influence that **third party's** actions.

For more information

Consult our procedure on [Compliance](#).

5.2.1 FACILITATION PAYMENTS

Facilitation payments are illegal in many jurisdictions where we operate and go against our culture of integrity. This is why we don't allow them under any circumstances.

We must never:

- › Make **facilitation payments** in order to obtain or accelerate a service to which we are already entitled.

Facilitation payments must not be confused with payments made in order to prevent an imminent and serious threat to our health, safety or welfare, or that of a person we travel with. Any such payment would be considered as an extortion payment and would be permissible under such circumstances. We must report all extortion payments to our **manager**, [Integrity Officer](#) and the appropriate regional security director as soon as possible. This helps us with recording **transactions** accurately and reporting them to the relevant authorities.

For more information

Consult our procedure on [Compliance](#).

Consult our [Facilitation Payments Reminder](#).

Consult our [scenario](#) about being stuck in customs.

5.2.2 GIFTS AND HOSPITALITY

Gifts and hospitality are part of normal business practices, but can, in certain circumstances, be considered as forms of **bribery** or unjust influence.

We can offer, accept or exchange **gifts**, hospitality or entertainment if we respect the following principles.

We must always:

- › Make sure that **benefits** are reasonable in value, auditable and appropriate to the occasion and the roles of those involved;
- › Be honest and transparent when exchanging **benefits**;
- › Record given **benefits** accurately in our books and records;
- › Submit a compliance review ("**scorecard**") when applicable; and
- › Exercise good judgment, especially when offering **benefits** to **government officials** (see Section 5.3.2), as they are often subject to stricter rules, regulations and laws.

We must never:

- › Accept or offer **benefits** that are illegal, indecent or offensive in any way, involve gambling, or otherwise violate our **Code** or **governance documents**;
- › Exchange **benefits** for any improper advantage or influence over a business relationship;
- › Request **benefits** from a **third party**; or
- › Exchange **benefits** when it raises questions about **conflicts of interest**.

For more information

Consult our procedure on [Compliance](#).

Consult our [capsule](#) about a meal at a restaurant.

Watch our [video](#) about gifts and hospitality.

5.3. Third Parties

Third parties typically include:

- › *Clients*;
- › *Competitors*;
- › *Suppliers*;
- › *Government officials* (see Section 5.3.2); and
- › *Business partners* (see next section).

We are committed to dealing transparently with *third parties*. We want to work with *third parties* who share our values and culture of integrity. We expect them to embrace and implement practices that are consistent with our *Code*.

We must never:

- › Use a *third party* to do indirectly what our *Code* prohibits us from doing.

For more information

Consult our procedure on [Compliance](#).

Consult our [Counterparty Code of Conduct](#).

5.3.1 BUSINESS PARTNERS

Business partners are *third parties* who enter in a business relationship with and act on **behalf of SNC-Lavalin**.

The actions performed by these *third parties* while they participate in our business activities have a direct impact on us. We could be held liable for their actions as if we had performed them ourselves. This is why we must ensure that individuals or organizations acting **on behalf of SNC-Lavalin** conduct themselves accordingly.

We must always:

- › Carefully select *business partners* who share our values and culture of integrity;
- › Make sure that a Compliance Due Diligence ("CDD") is performed and duly approved for each of our *business partners*; and
- › Continue to properly monitor our *business partners* throughout our business relationship with them.

For more information

Consult our procedure on [Compliance](#).

5.3.2 GOVERNMENT OFFICIALS

Because of the nature of our business, we regularly interact with *government officials*. We must be aware that more restrictive rules apply in these situations. Activities that may be acceptable when dealing with private sector employees could be inappropriate or illegal when dealing with *government officials*. This is why we must exercise extra caution.

We must always:

- › Avoid offering any personal *benefits* to a *government official* unless it is clearly permissible under applicable laws and regulations and fully compliant with our *Code* and *governance documents*;
- › Avoid giving anything of value to anyone if we have reasons to believe that it will be passed on to a *government official*; and
- › Consult with Human Resources before engaging in potential employment opportunities with current or *former government officials*, members of their *immediate family* or someone with whom they have a *close personal relationship*.

For more information

Consult our procedure on [Compliance](#).

Consult our [scenario](#) about improper communications with government officials.

5.4. Political Contributions

We must never make **political contributions on behalf of SNC-Lavalin** to political candidates, parties, organizations or any other political entity, at any level of government.

We can engage in personal political activities as long as we never:

- › Use our **company's** name;
- › Use our **company's** time, funds, property, resources or **employees** lists;
- › Solicit **political contributions** at work; or
- › Engage into activities that might constitute a **conflict of interest** unless properly disclosed (see Section 4.2).

For more information

Consult our procedure on [Compliance](#).

5.5. Lobbying

SNC-Lavalin engages with **government officials** and public representatives in an honest, transparent and accountable manner. We are committed to building and maintaining constructive, positive relationships in the public sector.

Many jurisdictions have enacted laws and regulations that restrict or require various levels of disclosure of **lobbying** activities.

We must always:

- › Coordinate all **lobbying** activities with Strategy, Marketing and External Relations before taking any action.

For more information

Consult our [Lobbying and Political Activities Report](#).

Consult our [scenario](#) about illegal lobbying.

5.6. Anti-Money Laundering and Tax Evasion

We are committed to the prevention of **money laundering** and **tax evasion** everywhere that we operate.

We must always:

- › Act carefully to prevent **SNC-Lavalin** from being involved or used in **money laundering**, facilitation of **tax evasion** or other criminal activities;
- › Apply the appropriate level of due diligence before entering a relationship with a **client** or any other **third party**; and
- › Recognize and monitor potential warning signals that could help detect unusual or suspicious activity.

We must never:

- › Engage, facilitate or have **SNC-Lavalin** associated with any form of **tax evasion** anywhere in the world; or
- › Be complicit in facilitating a **third party** to evade taxes in any jurisdiction.

For more information

Consult our procedure on [Compliance](#).

Consult our [scenario](#) about tax evasion.







5.7. Trade Compliance, Export Controls and Anti-Boycott

Laws governing trade are complex and violations can lead to significant fines, blacklisting and withdrawal of eligibility for simplified import and **export** procedures.

We must always:

- › Conduct our activities in compliance with the **export controls**, **economic sanctions** and anti-boycott laws and regulations of all the jurisdictions where we do business;
- › Adhere to our procedure on trade compliance, especially when working on international opportunities and **projects**; and
- › Contact the Integrity, Legal Affairs or Procurement teams when guidance is required.

For more information

Consult our procedure on [Trade Compliance](#).

5.8. Insider Trading

We may have access to information that is not yet known to the public and that could have an impact on the price of **SNC-Lavalin**'s shares or those of our **clients**, **suppliers** or **joint venture** partners. Inside information may include non-public financial information, sales and earnings figures, plans for dividend changes or new financing, acquisitions, major new contracts or other financial matters, changes in senior management, claims and litigation, etc.

Trading on **SNC-Lavalin** shares or those of any of our **clients**, **suppliers** or **joint venture** partners — or advising others to do so — while being in possession of inside information is not only prohibited by our **Code** but it is also illegal and may constitute a serious criminal offence. **Officers** of **SNC-Lavalin** have additional responsibilities under the law with respect to **securities transactions**.

We must never:

- › Disclose inside information to anyone, including **clients**, **suppliers**, **consultants**, family, friends, financial analysts and journalists.

For more information

Consult our policy on [Disclosure and Insider Trading](#).

5.9. Accounting Practices, Record Keeping and Internal Controls

Accurate, complete and reliable records are crucial to our business as they guide decision-making and strategic planning. They are the basis of our financial reports and are necessary to fulfill **SNC-Lavalin's** obligation to provide full and truthful disclosures to investors, **stakeholders** and regulatory authorities.

We must always:

- › Prepare business records, **expense reports**, timesheets, invoices, vouchers, payrolls, **employee** records and any other reports in a timely manner with care and honesty;
- › Get all **transactions** approved in accordance with our [Levels of Authority Policy](#);
- › Comply with internal controls, financial reporting and accounting principles;
- › Support all **transactions** with proper documentation;
- › Ensure that no **transaction**, asset, **liability**, suspected **liability**, claim, potential claim, litigation or other financial information is kept from management, Legal Affairs, Finance, Internal Audit or **external auditors**;
- › Make all necessary efforts to resolve issues and concerns raised by internal and external audit reports and **peer reviews**;
- › Immediately report any unrecorded funds or assets, suspicious accounting and false or fictitious entries in our books and records (see Section 8.1);
- › Disclose any known inaccuracies, misrepresentations or omissions to relevant **stakeholders**;
- › Ensure that no sensitive or **confidential information** is wrongfully disclosed, modified, misused or destroyed;
- › Ensure that there are no unrecorded **bank accounts** or assets; and
- › Ensure that we comply with our [Records Management Procedure](#) before destroying any records.

We must never:

- › Use our **company's** funds or assets for unlawful or improper purposes;
- › Make any false or misleading entries (commit fraud);
- › Make improper assumptions or assessments that would result in inaccurate revenue recognition; or
- › Make improper or unusual financial arrangements with a **third party** (such as over or under invoicing).

We expect **managers** and **officers**, as well as those responsible for accounting and record keeping, to be vigilant, not only in ensuring that the principles as described above are respected, but also in overseeing the proper use and safeguarding of **SNC-Lavalin's** assets.

For more information

Consult our policy on [Finance](#).

Consult our procedure on [Project Peer Review](#).

Consult our [scenario](#) about credit cards.

Consult our [scenario](#) about fraud and falsification of documents.

5.10. Personal Data and Data Privacy Compliance

We are committed to complying with data protection and privacy requirements, to respecting individual privacy laws and to following our **data privacy principles**. Appropriate **personal data processing** is vital to the success of our business and to maintaining the trust of our **clients, employees** and **stakeholders**. We are committed to the continuous improvement of a data privacy compliance framework which ensures that **personal data** is handled appropriately, consistently and in accordance with applicable **data protection and privacy law**.

We must always:

- › Comply with our data privacy compliance framework;
- › Be familiar with our **data privacy principles**;
- › Understand what **personal data** is and how we should handle it;
- › Use **personal data** only for the purpose for which it was collected or to meet our legal or regulatory obligations;
- › Make sure that **personal data** is protected, secured, kept confidential and retained only for as long as is necessary to achieve the original processing purpose or to satisfy our legal and regulatory requirements;
- › Consider data privacy at the beginning of any new project or initiative (internal or with **clients**) that will involve **personal data** by undertaking a [Privacy Impact Assessment](#);
- › Contact Datacompliance@snclavalin.com when we need support; and
- › [Report data incidents](#) in a timely manner.

For more information

Consult our [Data Privacy Compliance page](#) on our intranet.
Consult our [scenario](#) about personal data minimization.



HINKLEY POINT C, NUCLEAR POWER STATION





6. ENGAGING IN CORPORATE SOCIAL RESPONSIBILITY

6.1. Human Rights

We believe that everyone should be treated with dignity, fairness and respect. We are committed to avoiding **modern slavery** and **human trafficking** and supporting the protection of **human rights** throughout our operations.

We must always:

- › Allow our **employees** the choice to leave their employment freely upon reasonable notice;
- › Provide our **employees** with training to help them recognize situations where a risk of **modern slavery** and **human trafficking** exists; and
- › Ensure that our supply chain is free of any form of **modern slavery** and **human trafficking** by requiring that our **counterparties** do the same.

We must never:

- › Engage in activities that encourage **human rights** abuses, **modern slavery** and **human trafficking**, **child labour**, **bonded labour**, or **forced labour**; or
- › Knowingly do business with **counterparties** who do not adhere to the principles regarding **human rights** put forward in our **Code**, regardless of local legislation and customs.

For more information

Consult our [Modern Slavery and Human Trafficking Statement](#).

Consult our [Counterparty Code of Conduct](#).

Consult our [presentation](#) about modern slavery.

6.2. Community Engagement

We are committed to strengthening sustainable benefits for the local communities in which we live and work. We build strong relationships by being attentive to communities' needs, expectations and uniqueness. We collaborate with local non-governmental organizations, governments and private sector partners to develop and implement programs that create social value.

We empower local workers, companies and communities through training, mentorship and capacity building. We transfer valuable expertise and implement initiatives to enhance project employment and procurement opportunities.

For more information

Consult our [Sustainability Report](#).

6.3. Donations and Sponsorships

We use **donations** and **sponsorships** to support initiatives that stimulate progress and build the future of our societies. Our goal is to have a positive impact on communities, learning and innovation. This is why we contribute primarily to educational causes and initiatives that support the next generation of talent. We also contribute to charities that build caring communities in the regions where we operate.

We are all encouraged to volunteer or get involved in our communities. We are also encouraged to use our professional skills and experience to do so. Our **company** will reward our contributions to registered charities by matching a maximum amount of cash contributions or volunteer time per **employee** during a calendar year.

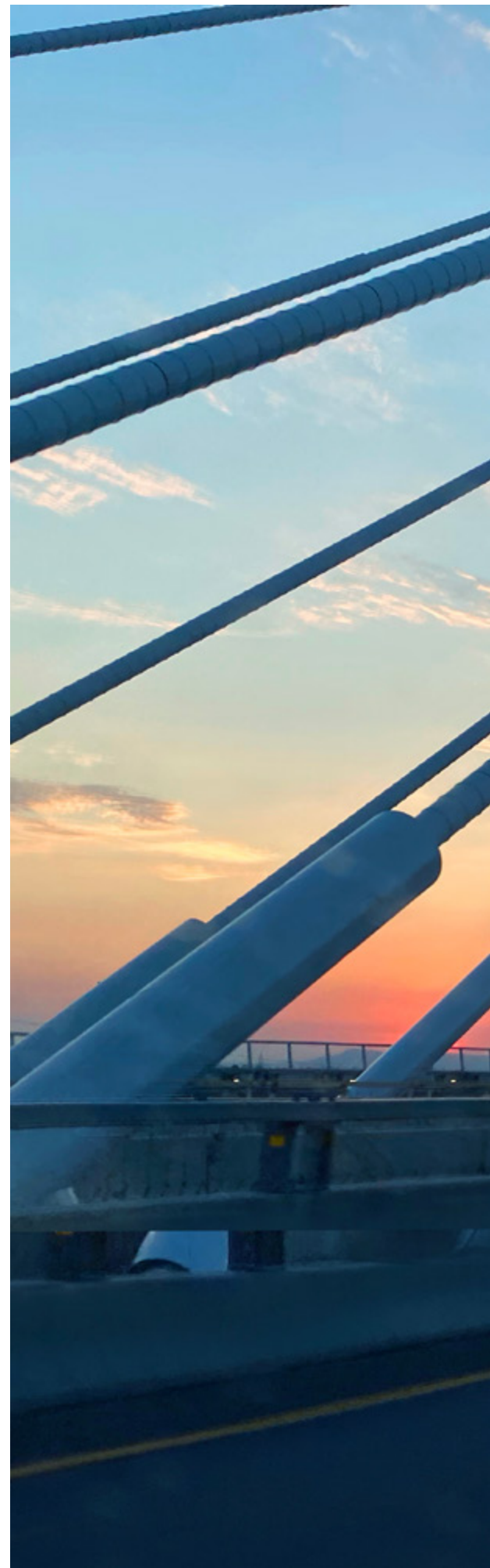
We must always:

- › Be aware that **donations** and **sponsorships** may present **corruption** risks. They could be perceived as a way to seek or obtain an improper advantage; and
- › Obtain approval before making financial or in-kind contributions **on behalf of** our **company**.

For more information

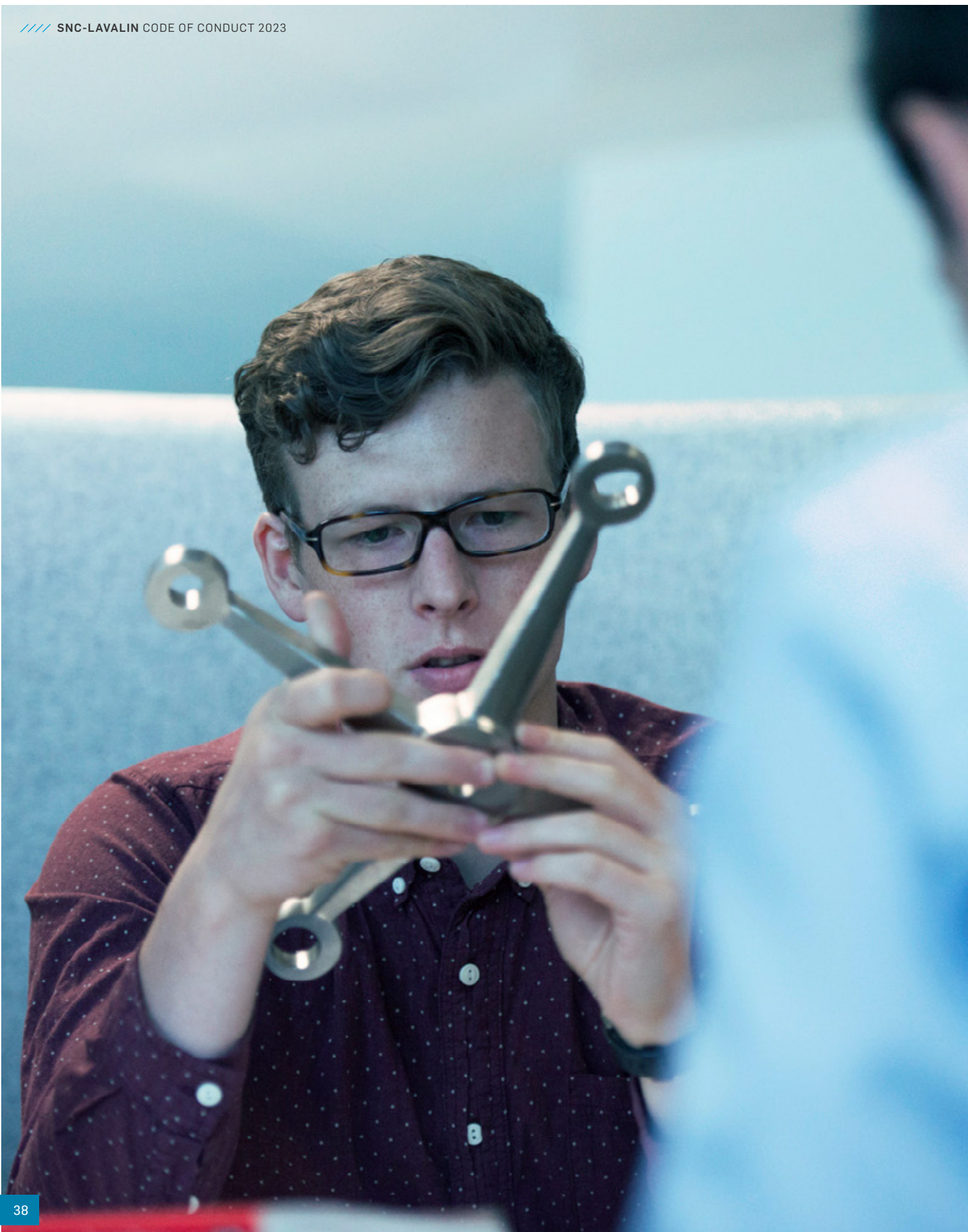
Consult our procedure on [Donations, Sponsorships and Employee Involvement](#).

Consult our [scenario](#) about raising funds for a good cause.





SAMUEL DE CHAMPLAIN BRIDGE, CREDIT: INFRASTRUCTURE CANADA



7. PROTECTING OUR ASSETS

7.1. General Principles

We all share the responsibility and legal duty to protect **SNC-Lavalin's** information and assets and that of our **clients** and **business partners**. It is essential that information such as financial results, business plans, technical information, design outputs, **intellectual property** and **personal data** is used and distributed appropriately and responsibly.

We must always:

- › Use assets responsibly, appropriately and ethically;
- › Protect assets from damage and unauthorized access;
- › Protect **personal data** (including information about our colleagues);
- › Protect **confidential information** and **intellectual property**; and
- › Report theft, damage, inappropriate use or suspected breach of information.

We must never:

- › Use assets for personal or **third party** profit;
- › Use or access the **confidential information** or **intellectual property** of **clients**, **competitors**, **business partners** or former employers without their written consent;
- › Use unauthorized equipment or software on **SNC-Lavalin's** networks, **systems** or devices; or
- › Access or save inappropriate information, data or images with our **information technology equipment**.

For more information

Consult our procedure on [Information Technologies Management](#).

Consult our procedure on [Acceptable Use of Technologies](#).

Consult our procedure on [Cyber & Data Security](#).

7.2. Information Technology Equipment

SNC-Lavalin provides the **information technology equipment** we need to conduct our business, including email, information **systems**, software, internet and network access. These resources remain the exclusive property of **SNC-Lavalin**. We must always use them responsibly, appropriately and ethically.

We must always:

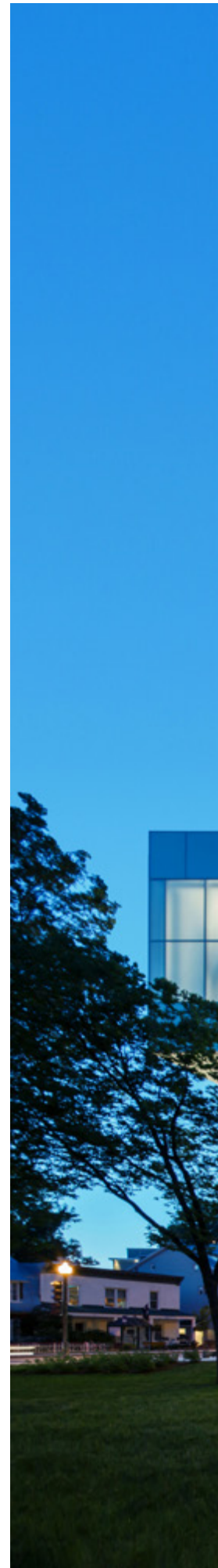
- › Use our work email address to send or receive work-related electronic communications;
- › Protect the integrity of our **information technology equipment**; and
- › Protect private and **confidential information**.

We can make moderate personal use of **SNC-Lavalin's information technology equipment** if it does not interfere with our work duties, but we must never abuse this privilege.

We must never use **SNC-Lavalin's information technology equipment** to exchange, store or process content that:

- › Is prohibited by law (such as the illegal downloading, storage or installation of material protected by copyright laws);
- › Has potential to cause cyber security breaches;
- › Promotes or engages in **harassment**;
- › Could be perceived as being racist, defamatory, discriminatory, violent, sexist or pornographic;
- › May tarnish **SNC-Lavalin's** reputation;
- › Benefits specific **employees** or individuals without contributing to **SNC-Lavalin's** business;
- › Pretends to be another individual or business entity; or
- › Attempts to bypass or bypasses **SNC-Lavalin's** security measures.

Any content that we exchange, store or process with **SNC-Lavalin's information technology equipment** (including **personal data**) may be monitored and reviewed, as permitted by law. This information may also be disclosed to law enforcement authorities.





PAVILLON PIERRE LASSONDE DU MUSÉE NATIONAL DES BEAUX-ARTS DU QUÉBEC, CONCEPT
CONSORTIUM OAM*AMO ARCHITECTURE P.C./PROVENCHER ROY ET ASSOCIÉS ARCHITECTES





7.3. Confidential Information

Our **confidential information** is one of our most important assets. During work and business activities, we may encounter or handle information that has strategic value to **SNC-Lavalin** and its **clients**.

We must always:

- › Prevent inappropriate or unauthorized access to our **confidential information** or that of **third parties**;
- › Continue to protect this information even after the termination of our relationship with **SNC-Lavalin**; and
- › Comply with the established rules to properly classify and protect the information we are entrusted with.

For more information

Consult our procedure on [Cyber & Data Security](#).

7.4. Intellectual Property

Copyrights, trademarks, designs, names, logos, photos, videos and any other form of **intellectual property** created or modified during our relationship with **SNC-Lavalin** remains its exclusive property. This includes any **intellectual property** developed outside of our relationship with **SNC-Lavalin** that results from the use of **confidential information**. This doesn't include **intellectual property** owned by a **client** or a **third party** with whom we have a contractual relationship.

We must always:

- › Avoid unauthorized copying, taking or destroying of **SNC-Lavalin's intellectual property**, during or after our relationship with **SNC-Lavalin**;
- › Avoid unauthorized use, theft or misappropriation of **intellectual property** including that belonging to **third parties**; and
- › Get explicit consent from the **intellectual property** owner before using **intellectual property** owned by a **client** or a **third party**.

For more information

Consult our procedure on [Cyber & Data Security](#).
Consult our [scenario](#) about intellectual property.

7.5. External Communications

We may be asked for our opinion, personal comments or information regarding **SNC-Lavalin** by the media or outside groups.

We must always:

- › Send all requests to Corporate External Communications which is responsible for all dealings with the media **on behalf of SNC-Lavalin**;
- › Make sure that our comments remain strictly personal when sharing opinions on matters not related to **SNC-Lavalin**; and
- › Obtain our **manager's** approval before acting as keynote speakers or panellists.

We must never:

- › Contact media representatives **on behalf of SNC-Lavalin** unless authorized to do so by Corporate Communications; or
- › Commit, misrepresent or otherwise involve **SNC-Lavalin**.

Communications logs and tracks speaking opportunities and reviews the presentation content and material to ensure alignment with **company** positioning and messaging when appropriate. This is why we advise them before participating or representing **SNC-Lavalin** in any activities as described above.

For more information

Consult our policy on [External Communications](#).

7.6. Social Media

We are encouraged to be our **company's** ambassadors on **social media**.

We must always:

- › Protect **personal data** and **confidential information** to which we have access;
- › Remember that we represent **SNC-Lavalin** when we identify ourselves on **social media** as **company employees**. This means that our posts could affect **SNC-Lavalin's** reputation and business interests;
- › Be cautious when posting and responding on **social media** as we can be identified as **SNC-Lavalin employees** even if our user profile doesn't indicate that we are; and
- › Keep in mind that the views we express are our own and not those of our **company**.

For more information

Consult our policy on [External Communications](#).

Consult our procedure on [Social Media](#).

Consult our [scenario](#) about posting on social media.









8. REPORTING SUSPECTED MISCONDUCT AND CONCERNS

8.1. Duty to Report

We must ensure that we live by our values and our **Code**. This is why we all have an important duty to report in good faith:

- › Any known or suspected violation of our **Code** or any other **governance documents**;
- › Any suspected violation of applicable laws, rules or regulations;
- › Any observed instances of misconduct; and
- › Any observed pressure to compromise our ethical standards.

When we are in one of these situations, we must promptly report it via any of the following resources:

- › Our **manager** or their **manager**;
- › Our [Integrity Officer](#);
- › Our relevant representative from a **corporate function** (such as Human Resources, Legal Affairs, Finance, etc.); or
- › The [Reporting Line](#) (operated by a secured third-party provider which allows us to remain anonymous if we wish).

We must always:

- › Promptly disclose to Integrity or Legal Affairs any formal legal notices (such as subpoenas or court orders) we may receive in relation with **SNC-Lavalin's** activities.

For more information

Consult our procedure on [Compliance](#).

Consult our [presentation](#) about our reporting line.

Watch our [video](#) about speaking up.

8.2. Non-Retaliation

SNC-Lavalin is committed to creating an environment where everyone feels comfortable to report any of the situations as described in Section 8.1. We are free to remain anonymous when we do so.

We must never retaliate against someone who, in good faith, reports any of these situations.

We will always be protected against **retaliation** when we come forward with our concerns. If we believe we have been treated unfairly because we have reported a concern, we must report it as we would report any other violation.

For more information

Consult our procedure on [Compliance](#).

8.3. Internal Investigations

SNC-Lavalin takes all cases of reporting seriously and assumes that they are all legitimate and done in good faith. Investigations into allegations of potential misconduct are mainly performed by Compliance Investigations, Global Security, Cyber Security, Human Resources and Global Health, Safety and Environment. Subject matter experts such as Internal Audit and Project Performance and Risk Oversight may participate from time to time. We use recognized investigation techniques in accordance with our internal practices and protocols to ensure that the quality and integrity of the investigation process are maintained.

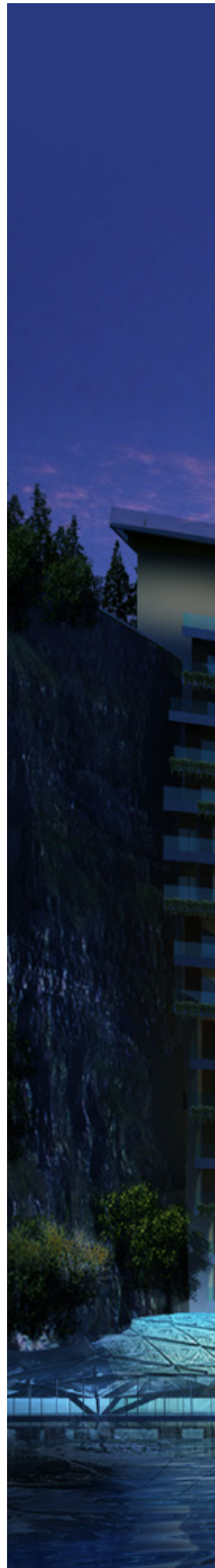
Investigations are conducted with respect and discretion. They are kept confidential to the extent permitted by law. **SNC-Lavalin** may be required to report criminal or improper activity to the appropriate government, law enforcement or regulatory authorities. We are all considered innocent until facts uncovered during the investigation point to the contrary.

We must always:

- › Keep our interactions with the investigative teams confidential; and
- › Fully, truthfully and transparently cooperate with the investigative teams by participating in interviews and by providing all requested documents and information.

We must never:

- › Obstruct or delay any internal investigation.





INTERCONTINETAL SHANGHAI WONDERLAND



9. ADDITIONAL REFERENCES

Integrity Highlights

Our Integrity page on our [website](#).

10. CONTACT

When we have a question or would like to raise a concern, we can begin by consulting the person who understands our work and area of responsibility the best: our ***manager*** or ***leadership team***. We may also communicate with our [Integrity Officer](#), our [Integrity Ambassador](#) or contacts within our ***corporate function*** or ***business unit***.

GLOSSARY

Actual Conflict of Interest

Actual Conflict of Interest refers to a real and existing conflict of interest.

Alcohol

Alcohol refers to any substance that may be consumed and that has an alcoholic content in excess of 0.5 percent by volume.

Bank Account

Bank Account refers to an account with a bank or financial institution.

Benefit

Benefit refers to anything of value, whether tangible or intangible, offered or conveyed by a person to another person or that other person's relatives. Includes all manner of gifts and marks of hospitality. Without limiting the generality of the foregoing, examples of benefits may include goods and merchandise, meals (including beverages), travel, lodging and entertainment/events (tickets to concerts or sporting events, access to VIP lounges, etc.).

Bonded Labour

Bonded Labour refers to situations where someone pledges their personal services or those of a person under their control as security for a debt and either the value of the services is not applied towards the liquidation of the debt or the length and nature of the services are not respectively limited and defined.

Bribery

Bribery refers to the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official, or other person, in charge of a public or legal duty.

Business Partner

Business Partner refers to a third party with whom SNC-Lavalin enters into a business relationship during which the third party represents SNC-Lavalin or acts on its behalf whilst interacting with other parties (including actual or potential clients and government officials).

A third party providing any of the following types of services should always be considered as a business partner:

- › Applying for or obtaining licences, visas, permits, certificates or similar documents;
- › Performing customs clearance and other customs related services;
- › Providing recruitment services*;
- › Acting as a representative;
- › Carrying out business development;
- › Acting as a lobbyist;
- › Acting as a sponsor or local partner, where mandated by law; or
- › Entering with the company in any form of partnership-like relationship, such as a joint venture or a consortium.

Clients and nominee shareholders are not considered to be business partners. Individual consultants are not considered to be business partners if they are hired through Human Resources and go through the HR recruitment and onboarding procedures and processes. This exception does not apply if the individual consultant performs business development activities on behalf of SNC-Lavalin. If business development activities are to be performed, the individual consultant is considered as a business partner.

Law firms, professional services consultancies such as EY, Deloitte, KPMG, BDO, Grant Thornton, PwC as well as technical services providers such as architects or engineers, who otherwise meet the above criteria, are business partners only if they (i.e., the legal entity we are contracting with) are based in a country where the Corruption Perception Index score (as published annually by Transparency International) is 45 and below. However, in countries with a CPI score above 45, such business partners only require a 360 integrity check.

*Excluding loan of personnel (i.e., where no contractual relationship is created between SNC-Lavalin and the personnel) such as outsourcing labour (e.g., labour brokers and staffing agencies).

Business Unit or BU

Business Unit or BU refers to a sub-division of a sector that reports directly to the sector president.

Child Labour

Child Labour refers to work that deprives children of their childhood, their potential and their dignity, and that is harmful to physical and mental development, such as work that:

- › Is mentally, physically, socially or morally dangerous and harmful to children; and/or
- › Interferes with their schooling by: depriving them of the opportunity to attend school; obliging them to leave school prematurely; or requiring them to attempt to combine school attendance with excessively long and heavy work.

Client

Client refers to either the party with whom SNC-Lavalin has signed a contract or a prime contract for the provision to that party of goods, works or services, or the ultimate beneficiaries of such goods, works or services, or both/all of them, as the context may require.

Close Personal Relationship

Close Personal Relationship refers to a relationship with someone other than an immediate family member, which is significant enough that it affects a person's ability to be objective and unbiased and act in the best interest of SNC-Lavalin.

Code of Conduct or Code

Code of Conduct or Code refers to SNC-Lavalin's Code of Conduct in its current version.

Commitment

Commitment see Statement.

Company

Company see SNC-Lavalin.

Competitor

Competitor refers to a third party that offers, or is capable of offering, the same or similar products and services to some or all of those offered by SNC-Lavalin, in markets served or intended to be served by SNC-Lavalin.

Confidential Information

Confidential Information refers to information that if lost, exposed or corrupted, could cause significant reputational loss, or would give significant advantage to competitors. Loss of confidential information could result in fines and prosecution. Confidential information includes, for example:

- › Sensitive personal information (e.g., health records);
- › Intellectual property (client or SNC-Lavalin owned);
- › Strategic planning;
- › Mergers & acquisitions information;
- › Information related to a bid during the bidding process;
- › Passwords, certificates or any documents that could be used to gain access to classified information; and
- › Information that could cause hazards to SNC-Lavalin employees' safety.

Conflict of Interest

Conflict of Interest refers to a set of circumstances which creates an actual, potential or perceived risk that the professional judgment or actions in relation to the stakeholder's duties and obligations toward the company will be unduly influenced by a secondary interest, which usually benefits the stakeholder financially, professionally and/or personally.

Consultant

Consultant see Individual Consultant.

Corporate Function

Corporate Function refers to a corporate functional department such as Human Resources, Finance, Legal Affairs, etc.

Corruption

Corruption refers to the abuse of entrusted power for private gain.

Counterparty

Counterparty refers to any third party that partners with, supplies goods and/or services to, carries out work for, acts on behalf of, or represents SNC-Lavalin. That includes business partners, suppliers, manufacturers, distributors, service providers and contractors/ subcontractors. That also includes their principals, owners, shareholders, or any other controlling person or entity, any entity under common ownership and anyone working for them or acting on their behalf (including their employees, consultants, representatives and anyone in their supply chain), whenever they are involved in SNC-Lavalin business or related activities.

Data Privacy Principles

Data Privacy Principles refers to SNC-Lavalin's foundational commitments to protect personal data and protect individuals' privacy in all facets of its work and process data only in compliance with legal, regulatory and internal requirements.

Data Protection and Privacy Law

Data Protection and Privacy Law refers to the national or territorial data protection and data privacy legislation implemented in the countries in which SNC-Lavalin operates. For example, the EU General Data Protection Regulation and the Privacy and Electronic Communications Regulation are the applicable data protection and data privacy law in the European Union and apply to all processing of personal data concerning those living in that jurisdiction. The Personal Information Protection and Electronic Documents Act is one of the applicable data protection and privacy laws in Canada.

Deviation

Deviation refers to any action or absence of action that is different from what is required by an established governance document.

Discrimination

Discrimination refers to situations where an individual, or group of individuals, is treated differently, or negatively, on account of their traits (e.g., their beliefs, national or ethnic origin, culture, religion, political convictions, age, mental or physical disability, sex, sexual orientation, gender identity, partnership status, pregnancy, maternity, or any other grounds prohibited by law).

Diversity

Diversity refers to the mixture of differences and similarities that includes, for example, individual and organizational characteristics, values, beliefs, experiences, backgrounds, preferences and behaviours.

Donation

Donation refers to any support, whether financial or in-kind, typically to a charity or other philanthropic or not-for-profit organization, for the purpose of benefiting a cause or a community, for no consideration other than public recognition, where applicable. In most jurisdictions, a tax receipt will be issued for donations.

Drug

Drug refers to any substance, chemical or agent for which the use or possession is unlawful or requires a personal prescription or authorization from a licensed treating physician, or for which the use is regulated by legislation such as cannabis, or any other psychoactive substance, and any non-prescription medication lawfully sold, and drug paraphernalia.

Economic Sanctions

Economic Sanctions refers to laws and regulations which prohibit or restrict business dealings with certain countries and their nationals, and/ or with designated entities or persons.

Employee

Employee refers to an individual having an employment relationship with SNC-Lavalin, irrespective of their employment status (i.e.: regular, casual, contractual, seasonal status or craft labour) and working on a full- or part-time basis.

Equality

Equality refers to a work environment where we ensure that individuals, or groups of individuals, are not treated less favourably because of their protected characteristics. Equality also means equality of opportunity: we must also ensure that those who may be disadvantaged can get the equity they need to access the same, fair opportunities as their peers.

Executive Committee

Executive Committee refers to a committee established by management comprised of the President and CEO and other senior officers.

Expense Report

Expense Report refers to a report filed by an employee based upon the appropriate form provided through the finance system in order to claim reimbursement of his/her expenses.

Export

Export refers to: (a) physically or electronically sending an item across an international boundary; (b) providing a service to a recipient in another country (such as engineering services for a project abroad); or (c) in some jurisdictions, disclosing information to a person of foreign nationality, regardless of his or her location (deemed export).

Export Controls

Export Controls refers to laws and regulations that regulate and/or restrict the export of items and the transfer of items to foreign nations (and/or from one foreign nation to another) and/or foreign nationals or companies for reasons of national security, foreign policy, anti-terrorism or non-proliferation.

External Auditor

External Auditor refers to an auditor that is appointed by SNC-Lavalin on an annual basis, as described in SNC-Lavalin's notice of annual and special meeting of shareholders. The current auditor of SNC-Lavalin is Deloitte LLP. Deloitte LLP also means Deloitte Touche Tohmatsu Limited, including related member firms and affiliates.

Facilitation Payments

Facilitation Payments refers to unofficial payments (as opposed to legitimate and official fees or taxes) made for the purpose of obtaining, securing or accelerating the taking of a decision or performance of a service or routine action to which the person or company paying is already entitled. Facilitation payments are typically small payments made in cash, or small gifts, to an individual with little decision-making power, yet capable of controlling a process (holding up, obstructing or drawing out the process). They tend to be made secretly and are often, but not exclusively, requested in the following situations:

- › Obtaining issuance of licences or permits; or
- › Processing governmental papers, such as visas and other official documents.

Forced Labour

Forced Labour refers to any work or service which people are forced to do against their will and under threat.

Former Government Official

Former Government Official refers to someone who was a government official at any time in the last five years.

Gender Identity

Gender Identity refers to the way a person self-identifies with regards to their gender (their perception of having a particular gender) and their gender expression.

Gifts and Hospitality

Gifts and Hospitality see Benefit.

Governance Document

Governance Document refers to SNC-Lavalin's values, statements, commitments, Code of Conduct, Supplier Code of Conduct, Counterparty Code of Conduct, policies, procedures, work instructions and any other documents (processes, guidelines, workflows, checklists, templates, etc.) which set out mandatory rules within the company.

Governance Owner

Governance Owner refers to the person in charge of a corporate function who reports directly to the President and Chief Executive Officer or to the Board and who has the authority to issue governance documents with respect to their specific scope of responsibility.

Government Official

Government Official refers to an officer or employee of or any person (such as an attorney or legal representative) representing or acting on behalf of:

- › Any level of government (whether federal, provincial, state, municipal or other);
- › Political parties, party officials and candidates for public office;
- › State-owned and controlled entities*;
- › Public international or intergovernmental organizations; or
- › A person who holds a legislative, administrative, judicial or military position.

* "State-owned and controlled entities" means a legal entity that is created by a government (federal, provincial, municipal or other) and on which the government exercises control, typically by appointing its officers and directors. A state-owned and controlled entity can be either wholly or partially owned by a government and should not be confused with companies whose stocks are owned in part by a government body, since these companies are truly private sector corporations which happen to have a government entity as one of their shareholders, as for instance SNC-Lavalin Group Inc. whose shares are partially owned by the Caisse de dépôt et placement du Québec.

By way of example, the following are, in many jurisdictions, state-owned and controlled entities: public transit and public utilities, national airlines and railways, telecom operators, postal service, national broadcasting corporations, universities, hospitals, national research institutes or agencies, national extractive companies, businesses owned by the royal family governing a country, etc. In some jurisdictions, state-owned or controlled entities are sometimes referred to as "crown corporations."

Harassment

Harassment refers to situations where behaviour, be it sexual, psychological or in any other form, towards another person is shocking or offensive, affects the person's dignity, well-being, physical or psychological safety, or results in a harmful work environment.

Harassment results in an intimidating, hostile, degrading, humiliating or offensive working environment for the person and can come in the form of repeated, hostile or unwanted conduct, verbal comments, actions or gestures, or can take the form of a single serious incident. Harassment can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning, or unwelcome. This includes bullying.

Human Rights

Human Rights refers to rights as defined by the Universal Declaration of Human Rights and adopted on December 10, 1948.

Human Trafficking

Human Trafficking refers to the recruitment, transportation, transfer, harbouring, or receipt of persons by improper means (such as force, abduction, fraud, or coercion) for an improper purpose.

Immediate Family

Immediate Family refers to an individual's spouse (or significant other), daughter, son, mother, father, sister or brother.

Inclusion

Inclusion refers to the achievement of a work environment in which all individuals are appreciated, supported and treated fairly and respectfully, have equal access to opportunities and resources, can fully contribute to the organization's success and achieve their full potential.

Individual Consultant

Individual Consultant refers to an individual whose services are contracted, directly with that individual or through an entity, for a specific project or mandate and who is not on SNC-Lavalin payroll.

Information Technology Equipment

Information Technology Equipment refers to any technologies and technological components, including but not limited to systems, infrastructure, equipment, computer software, services and processes, that support and manage SNC-Lavalin data and the people working with these technologies.

- › Equipment: workstations, notebooks, smart devices, computer software as well as their peripheral components (e.g., printers and other accessories).
- › Infrastructure: telecommunications networks, servers, as well as their configurations, etc.
- › Services: email, internet, as well as the execution and scheduling of batch jobs.

Intellectual Property

Intellectual Property refers to all patents, rights to inventions, utility models, copyright and related rights, trademarks, service marks, trade, business and domain names, rights in trade dress, rights in get-up, rights in goodwill, rights to sue for passing off, unfair competition rights, rights in designs, rights in computer software, database rights, topography rights, moral rights, image rights, and all other intellectual property rights, in each case whether registered or unregistered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.

Joint Venture

Joint Venture refers to any form of association between SNC-Lavalin and one or more third parties other than in a prime-sub capacity, whereby a common business activity is pursued or whereby the parties' resources are combined to achieve a common goal. Without limiting the generality of the foregoing, such an association can take the form of an incorporated or non-incorporated (contractual) entity, which may or may not carry registration or licensing requirements. Such an association can also take place at any stage of the project cycle, whether preliminary intent to jointly consider an opportunity, teaming on the pursuit thereof or as a means of project execution.

Leadership Team

Leadership Team refers to members of the company's senior management team who are direct reports of the President and Chief Executive Officer.

Liability

Liability refers to a present obligation of the entity arising from past events, the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits.

Loaned Personnel

Loaned Personnel refers to a resource employed and paid by a third party employer whose services are loaned to the company for a defined period of time and mandate.

Lobbying

Lobbying refers to the process of attempting to influence, or advising those who wish to influence, public and government policy at all levels: federal, state, regional and local. It involves the advocacy of an interest that is affected, actually or potentially, by the decisions of legislators or government leaders. Lobbying activities can be exercised by in-house lobbyists and/or consultant lobbyists.

Manager

Manager refers to an employee's direct functional supervisor. In the case of a candidate, "manager" refers to the functional manager to whom the candidate will report.

Modern Slavery

Modern Slavery refers to common forms of exploitation including human trafficking, domestic servitude, forced marriage, forced criminality, forced labour, bonded labour, child labour and sexual exploitation.

Money Laundering

Money Laundering refers to the process by which a person conceals or disguises the identity or the origin of illegally obtained funds so that they appear to have originated from legitimate sources.

Officer

Officer refers to the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the controller, the general counsel, the general manager and a managing director of an SNC-Lavalin-related entity, or any other individual who performs functions for an entity similar to those normally performed by an individual occupying any of these offices.

On Behalf of

On Behalf of means, in the context of an action taken or any interaction with third parties such as clients, subcontractors, vendors, other contractors, public bodies, government officials, governmental authorities or regulatory agencies, that the action or interaction is, or may reasonably be perceived to be, in the name or for the benefit of, or may otherwise be imputed to, SNC-Lavalin.

Peer Review

Peer Review refers to an independent objective assessment of the health of a project using peer-to-peer expertise across multiple disciplines (such as scheduling, risk and opportunity management, financial management and commercial management) and assess compliance with applicable governance documents, providing recommendations and actions back to the project manager.

Perceived Conflict of Interest

Perceived Conflict of Interest refers to a set of circumstances which an observer may reasonably view or perceive as giving rise to a conflict of interest (actual or potential), while in reality it does not.

Personal Data

Personal Data refers to any information directly or indirectly relating to an identified or identifiable living individual. Examples of personal data include information about an individual's name, address or their performance at work, etc.

Personal Data Processing

Personal Data Processing refers to collecting, recording or storing personal data or carrying out any operation or set of operations on the data including retrieving, viewing, organizing, adapting, altering, using, disclosing, transmitting, disseminating, erasing or destroying the information. However, processing can also be simply characterized as using personal data for any purpose, including merely storing personal data.

Policy

Policy refers to a governance document that provides guiding principles and rules with high relevance for the whole organization. Policies are issued by top management to support organizational values and principles. They require approval from the Executive Committee.

Policy Coordinator

Policy Coordinator refers to a member of the Policy Oversight Committee charged with the stewardship of the governance documents development and revision process.

Policy Custodian

Policy Custodian refers to a representative of a corporate function appointed by a governance owner to be responsible for the governance documents under their scope of responsibility.

Policy Oversight Committee (POC)

Policy Oversight Committee (POC) refers to the committee established to guide good practices in managing Class 1 and Class 2 governance documents as defined in the Governance Framework Policy. The POC participates in the review process for Class 2 procedures and Class 1 governance documents.

Political Contribution

Political Contribution refers to any contribution, whether monetary, non-monetary or in-kind, made to a candidate for public office, or to a political party, organization or entity. Political contributions include without limitation: direct financial contributions (subscriptions, loans, advances, deposits, etc.), admission fees to fundraising activities (dinners, golf tournaments, etc.) sponsored by or for political parties or candidates, political campaign expenses, goods, services, equipment, facilities, etc.

Potential Conflict of Interest

Potential Conflict of Interest refers to a situation where there is a reasonable possibility of a conflict of interest arising in the future.

Procedure

Procedure refers to a governance document that provides rules and requirements on a specific subject to ensure uniformity and control in the performance of tasks and processes within the organization.

Project

Project refers to a temporary endeavour designed to produce a unique product, service or result undertaken to meet unique goals and objectives, typically to bring about beneficial changes or added value.

Psychological Safety

Psychological Safety refers to a belief that one will not be punished or humiliated for speaking up with ideas, questions, concerns, or mistakes and that the team is safe for interpersonal risk taking.

Retaliation

Retaliation refers to punishing someone for reporting, in good faith, an allegation or concern. Retaliation can include any negative job action such as demotion, unjustified discipline, firing, salary reduction or job or shift reassignment, and can be performed directly or indirectly.

Scorecard

Scorecard refers to SNC-Lavalin's tool referred to under the Gifts & Hospitality section of the Compliance Procedure.

Secondary Employment

Secondary Employment refers to other employment or directorships outside of SNC-Lavalin, including any personal business we may be conducting whether or not related to SNC-Lavalin's business.

Securities

Securities refers to SNC-Lavalin Group Inc.'s common shares and stock options granted under one of SNC-Lavalin Group Inc.'s stock option plans.

Significant Financial Interest

Significant Financial Interest refers to owning any interest equal or greater to 5% in any company or entity which does, or seeks to do, business with or is a competitor of SNC-Lavalin.

SNC-Lavalin

SNC-Lavalin refers to SNC-Lavalin Group Inc. and all entities, joint ventures, partnerships or other undertakings under its direct or indirect control.

Social Media

Social Media refers to a computer-based technology that facilitates the sharing of ideas, thoughts, and information through the building of virtual networks and communities. By design, social media is Internet-based and gives users quick electronic communication of content.

Social media includes all personal digital presence and more specifically:

- › Personal blogs and websites;
- › Social networking sites (Facebook, Tik Tok);
- › Professional networking sites (LinkedIn);
- › Micro-blogs (Twitter);
- › Discussion/chat forums whether political, non-political, or other;
- › Content sharing sites (YouTube); and
- › Content aggregation and social bookmarking sites (Alltop.com, Reddit, Digg).

Sponsorship

Sponsorship refers to a business agreement whereby SNC-Lavalin makes a contribution to an organization in exchange for negotiated entitlements. The entitlements often take the form of publicity, brand visibility, an elevated profile for employees or other agreed conditions. Due to these terms, no tax receipt should be expected, even if the organization is a registered charity. Sponsorships are a business development transaction and are not paid out of the budgeted amount that SNC-Lavalin dedicates to donations.

Stakeholder

Stakeholder refers to a person or organization that can affect, be affected by, or perceive itself to be affected by, a decision or activity (such as employees, clients, suppliers, communities, regulators, not for profit organizations, investors, shareholders, etc.).

Statement

Statement refers to a governance document that provides the intentions and direction of the organization related to its performance as formally expressed by top management.

Subcontractor

Subcontractor refers to any individual or entity hired by SNC-Lavalin for the provision of goods and/or services. This does not include clients or employees of SNC-Lavalin.

Supplier

Supplier refers to any third party that supplies goods and/or services, including manufacturers, fabricators, distributors and vendors.

For the purpose of the Supplier Code of Conduct, "Supplier" refers to SNC-Lavalin's suppliers, subcontractors and representatives, as well as anyone working for them or acting on their behalf (including their employees, consultants, suppliers and representatives).

Sustainability (Sustainable Development)

Sustainability (Sustainable Development) refers to development that meets the needs of the present without compromising the ability of future generations to meet their own needs (as per the UN World Commission on Environment and Development). The concept of sustainability is composed of three pillars: economic, environmental, and social. Issues relating to sustainability are often referred to as ESG issues (Environmental, Social, Governance).

System

System refers to SNC-Lavalin's network and enterprise applications as well as any process or methods used to produce a result.

Tax

Tax refers to all forms of tax, including but not limited to, payroll and employment taxes, national insurance and social security contribution, capital taxes, corporation tax, customs and duties, Value Added Tax (VAT) or other indirect sales and goods taxes irrespective of territory.

Tax Evasion

Tax Evasion refers to the unlawful evasion of taxes performed by misrepresenting the taxpayer's affairs with the goal to reduce or eliminate their tax liability. It may take the form of dishonest tax reporting through the understatement of income or gains or the overstatement of deductions or losses. It includes the facilitation of tax evasion which refers to the deliberate and dishonest action (or omission) to assist another person to evade taxes in any jurisdiction. Tax evasion can be realized by individuals, corporations or trusts.

Third Party

Third Party refers to any individual or organization, other than SNC-Lavalin, that personnel may come into contact with within the course of their work and business activities, including but not limited to, business partners (including consortium and joint venture partners), family members, candidates, competitors, clients, suppliers and government officials.

Transaction

Transaction refers to the sale of services (such as engineering, procurement, construction, construction management, financing and operations & maintenance), products, parts or equipment, shipment, transfer of information or transfer of funds. Transactions also refer to any purchases, expenses and payments.

Violence

Violence refers to the use of physical force that causes or could possibly cause physical injury, or any action(s), behaviour or statement(s) that could reasonably be perceived as a threat to one's safety or security.

Workplace

Workplace refers to any place over which SNC-Lavalin exerts administrative responsibility and any land, premises, location or thing at, upon, in or near which an employee works or attends by reason of or in the course of employment.



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Additional information and various documents related to integrity are available on our [website](#).