



SNC • LAVALIN

# Code of Ethics and Business Conduct

2016 version





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# TABLE OF CONTENTS

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VALUES THAT GUIDE US	4
MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER	6
1 UPHOLDING OUR CODE	8
1.1 EVERYONE IS INVOLVED	9
1.2 COMPLIANCE WITH THE LAW	10
1.3 VIOLATIONS OF OUR CODE	11
1.4 OUR RESPONSIBILITIES	11
1.5 OUR EXPECTATIONS OF OUR MANAGERS	12
1.6 SNC-LAVALIN'S COMMITMENT	13
2 FOCUSING ON OUR PEOPLE AND OUR WORKPLACE	14
2.1 MUTUAL RESPECT IN THE WORKPLACE	15
2.2 HEALTH AND SAFETY	16
2.3 DRUGS AND ALCOHOL	17
2.4 SECURITY	18
2.5 PERSONAL AND PRIVATE INFORMATION	19
3 AVOIDING CONFLICTS OF INTEREST	20
3.1 SECONDARY EMPLOYMENT AND INCOMPATIBLE ACTIVITIES	22
3.2 PERSONAL RELATIONSHIPS IN THE WORKPLACE	23

4	ADOPTING APPROPRIATE BUSINESS PRACTICES	24
4.1	ANTI-TRUST AND COMPETITION	25
4.2	ANTI-BRIBERY AND ANTI-CORRUPTION	26
4.2.1	Facilitation Payments	26
4.2.2	Gifts and Hospitality	27
4.3	THIRD PARTIES	28
4.3.1	Business Partners	29
4.3.2	Government Officials	30
4.4	POLITICAL CONTRIBUTIONS	31
4.5	LOBBYING	31
4.6	MONEY LAUNDERING	32
4.7	TRADE COMPLIANCE, CONTROLS AND BOYCOTTS	33
4.8	INSIDER TRADING	35
4.9	ACCOUNTING PRACTICES AND RECORD MAINTENANCE	36
4.10	ENGAGING IN CORPORATE SOCIAL RESPONSIBILITY	38
4.10.1	Human Rights	38
4.10.2	Community Engagement	38
4.10.3	Donations and Sponsorships	39
4.10.4	Protection of the Environment	39
5	PROTECTING OUR ASSETS	40
5.1	ELECTRONIC RESOURCES	41
5.2	CONFIDENTIALITY OF INFORMATION	42
5.3	INTELLECTUAL PROPERTY	43
5.4	EXTERNAL COMMUNICATIONS	44
6	REPORTING VIOLATIONS AND COMPLAINTS	46
6.1	DUTY TO REPORT	47
6.2	INTERNAL INVESTIGATIONS	48
	MAKING THE RIGHT DECISION	49
	CONTACTS	50

*In this document, reference to “SNC-Lavalin” means, as the context may require, SNC-Lavalin Group Inc. and any entity over which it has direct or indirect effective control including the following entities: divisions, business units, regional offices and subsidiaries, as well as any partnerships, joint ventures, infrastructure concessions and consortia. In cases where SNC-Lavalin Group Inc. does not exercise or cannot exercise effective control over a given entity or if regulatory or legal constraints prevent a given entity from adopting and implementing this Code, then SNC-Lavalin must recommend to such entity the adoption and implementation of a policy providing similar scope and principles.*

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# VALUES THAT GUIDE US

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Our values keep us anchored and on track. They speak to how we run our business, how we express ourselves as a group, and how we engage with our stakeholders and inspire their trust.



HEALTH, SAFETY,  
SECURITY &  
ENVIRONMENT

We have a responsibility to protect everyone who comes into contact with our organization

ETHICS &  
COMPLIANCE

We are committed to making ethical decisions

CUSTOMER FOCUS

Our business exists to serve and add long-term value to our customers' organizations

INVESTOR  
RETURNS

We seek to reward our investors' trust by delivering competitive returns

TEAMWORK &  
EXCELLENCE

We are innovative, collaborative, competent and visionary

RESPECT

We consistently demonstrate respect for all our stakeholders

Message from the  
President and Chief  
Executive Officer



Dear colleagues,

Over the past three years, we have developed a world-class ethics and compliance program that has become an integral part of the way we work. But just like health and safety, we must continue to strive for ethics and compliance excellence—it is the only way to become and remain a leader in our industry.

For me, ethics and compliance are the values upon which we go about our daily work. The Code of Ethics and Business Conduct should be used for clarity when in doubt. As company ambassadors, you are the face of the Code—it lives through you.

The Code is a document that simplifies the way we work. It is a resource that helps us make decisions when the answers are unclear. Your manager, Compliance Officer, Human Resources Representative or the Compliance Consultation Centre are also available to answer your questions.

We all have a responsibility to adhere to the Code, and I'm convinced that its principles have been woven into the way we work. I see it every day in my interactions with you, and our clients and partners have also acknowledged it.

I want to thank you for your commitment to the highest ethics and compliance standards. Together, we're well on our way to becoming the industry benchmark in ethics and compliance and that's something we should all be very proud of.



Neil Bruce  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
SNC-LAVALIN GROUP INC.



# UPHOLDING OUR CODE

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# Everyone Is Involved

SNC-Lavalin's Code of Ethics and Business Conduct ("our Code") seeks to ensure integrity and transparency in the conduct of our business and in our relationships with others.

Our Code applies to all employees (regular, occasional, temporary, contractual, full- or part-time, etc.), consultants<sup>1</sup>, loaned personnel, officers and members of the Board of Directors of SNC-Lavalin (hereinafter referred to as "our people" or "we").

Complying with our Code and its underlying policies and standard operating procedures is part of the terms and conditions of our relationship with SNC-Lavalin. On an annual basis, we will be required to complete a certification process to ensure that our Code is understood and properly applied to our daily activities.

We expect any third party we do business with to respect our values and high ethical standards of conduct. We will make all reasonable efforts to make them aware of our expectations under our Code and encourage them to adopt principles and practices that are comparable with our own.

Our Code is not meant to be a collection of all rules and it cannot cover every situation. It is designed to help us use our judgement and common sense to make the right decisions. When in doubt, we should always seek guidance on the proper course of action from our manager, Ethics & Compliance, Legal Affairs or Human Resources.

Our Code is continuously updated to reflect changes in laws, policies and best practice. The most current authorized version of our Code is available on our website at **[www.snclavalin.com/ethics](http://www.snclavalin.com/ethics)**.

<sup>1</sup> Individuals, whether self-employed or incorporated, whose services are contracted for a specific project or mandate and who invoice SNC-Lavalin for their services.

## Compliance with the Law

As we operate all over the globe, we are subject to the laws and regulations of multiple jurisdictions.

Accordingly, all our business activities must be conducted in full compliance with all such laws and regulations in force in the jurisdictions we operate: unlawful conduct is strictly prohibited. Should local legislation or regulations allow behaviour that is not compliant with our Code, our Code prevails. Should there be a conflict or should we be uncertain about the application or interpretation of a law or regulation, we must consult Legal Affairs before any decision is made or action taken.



## 1.3

## Violations of Our Code

Failure to comply with our Code or its underlying policies and standard operating procedures may result in disciplinary actions, up to and including employment termination, contract termination or non-renewal, and/or steps leading to the removal of a director from the Board.

If the breach to the Code includes a violation of the law, the matter may be referred to the appropriate law enforcement authorities, which may subject the individuals involved to civil and/or criminal penalties and sanctions. In addition, SNC-Lavalin reserves the right to take any additional action, including legal proceedings, against individuals who have engaged in and/or benefited from activities that are illegal and/or contrary to our Code in order to recover any damages incurred by SNC-Lavalin and any amount or benefit that was wrongly paid or received.

## 1.4

## Our Responsibilities

We are all individually responsible for:

- › Complying with the provisions of our Code and completing the annual certification process;
- › Being aware of and respecting the laws and regulations applicable in any and all of the jurisdictions in which we work;
- › Making sure we understand and apply the policies and standard operating procedures relevant to our individual scope of work;
- › Immediately seeking help or guidance from available resources when in doubt;
- › Reporting any breach or suspected breach of our Code or its underlying policies and standard operating procedures;
- › Fully cooperating with internal investigations when required; and
- › Acting with integrity at all times, so as to maintain and promote our reputation in all our activities, everywhere.

## Our Expectations of Our Managers

Our managers have additional responsibilities under our Code. They are responsible for promoting a culture of compliance and integrity, as well as ensuring a positive working environment in which people are treated with dignity and respect.

As managers, we must achieve this goal by:

- › Leading by example and living up to the standards of our Code at all times;
- › Helping those we supervise to understand and follow the standards set forth in our Code, policies and standard operating procedures, as well as enabling and encouraging their participation in related training and certification;
- › Supporting and protecting individuals who, in good faith, raise a concern or report a potential unethical or non-compliant behaviour, even if doing so would require such individuals to divert from the chain of command. This includes never taking or allowing retaliatory action against anyone who reports such concerns in good faith;
- › Following up when we hear about or suspect potential misconduct, and never ignoring any suspicious behaviour.



## SNC-Lavalin's Commitment

SNC-Lavalin promotes integrity and the highest ethical standards in all aspects of its business.

To ensure we all live by our values and comply with the obligations set forth in our Code, SNC-Lavalin is committed to:

- › Building and fostering a corporate culture of integrity;
- › Creating appropriate awareness 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 assist in the application of our Code; and
- › Continuously improving our corporate governance standards.





# FOCUSING ON OUR PEOPLE AND OUR WORKPLACE

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## 2.1

## Mutual Respect in the Workplace

At SNC-Lavalin, we consistently demonstrate respect for all our stakeholders. Our day-to-day activities require us to interact with individuals of various ethnic backgrounds, cultures, religions, political convictions, ages, genders, disabilities and sexual orientations.

We are all entitled to personal dignity, privacy and the preservation of our rights. Consistent with our values, we respect others and prohibit any behaviour or actions that amount to discrimination, harassment or violence.

### DISCRIMINATION

Discrimination occurs when an individual or group of individuals is treated differently or negatively on account of their personal traits, beliefs or any other grounds prohibited by law, including national or ethnic origin, culture, religion, political conviction, age, mental or physical disability, gender and sexual orientation.

Discrimination is not tolerated.

### HARASSMENT AND BULLYING

Harassment, be it sexual, psychological or in any other form, exists when behaviour towards another person is shocking or offensive, affects the person's dignity or psychological or physical well-being, 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. This includes bullying.

Harassment is not tolerated.

## VIOLENCE

Violence is 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.

Violence is not tolerated.

Physical assaults, threats or any other violence-related incidents that occur in our workplace must be reported to relevant authorities.

If we are victims of or witnesses to discrimination, harassment or violence in our workplace, we must either promptly report it to our manager, Ethics & Compliance or Human Resources, or disclose the matter by using other available reporting channels such as the Ethics & Compliance hotline.

## 2.2

# Health and Safety

The safety of our people is of paramount importance in all aspects of each and every undertaking we engage in. SNC-Lavalin is committed to providing safe and healthy work environments in each of our offices and work sites.

SNC-Lavalin ensures that the applicable workplace health and safety legislation is treated as a minimum standard in all areas where we conduct business.

We are fully committed to ensuring that the health, safety and physical well-being of our people and of those who come into contact with SNC-Lavalin is protected through hazard recognition, risk assessment and the elimination of hazards in the workplace.



This will, in turn, lead to an injury-free work environment. We must all work together to reduce the frequency and severity of incidents and injuries by identifying, reporting and eliminating unsafe or hazardous conditions in the workplace. When it comes to workplace health and safety, we are all accountable.

For more information, consult our policies and standard operating procedures on health and safety.

## 2.3

# Drugs and Alcohol

Individuals whose capacity to work is impaired by drugs or alcohol adversely affect their job performance, the work environment and the safety of our people, third parties and the general public.

We must never be impaired by alcohol or drugs while on duty. Furthermore, we are strictly prohibited from consuming, selling, purchasing or possessing illegal drugs at work.

Moreover, except as authorized by a member of the Executive Committee and always in accordance with applicable local laws, we are prohibited from consuming, selling, purchasing or serving alcoholic beverages on SNC-Lavalin premises.

Specific guidance on this topic is provided in our policies and standard operating procedures on health and safety.



## Security

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

Our goal is to ensure that security risks are identified and mitigated in order to provide a safe and secure work environment to our people. We are all expected to be alert to potential security threats and react in accordance with applicable security plans, protocols or procedures.

We will not knowingly engage in any business activity encompassing any security risk that cannot be properly managed and reasonably mitigated. Nor will we do business with any security provider that does not adhere to our principles relating to security and human rights.

We are all accountable for following SNC-Lavalin's security policy.



## Personal and Private Information

SNC-Lavalin is committed to respecting individual privacy laws and has implemented the necessary safeguards to ensure data accuracy and security.

We are all expected to exercise due care and discretion with respect to personal information. Generally, SNC-Lavalin will ensure that consent is obtained prior to disclosing personal information.

Any personal information disclosed to or collected by SNC-Lavalin within the course of our activities will only be used for the purposes for which it was disclosed or collected (for example, SNC-Lavalin may disclose to its clients personal information contained within an employee's curriculum vitae for the purposes of submitting a bid or a proposal).

There may be other situations where the disclosure of personal information to third parties is required or otherwise permitted by law. Disclosure may also be required for the purposes of the administration of a program by a third party (for example, in the case of an insurance program administered by a third-party provider). In such cases, SNC-Lavalin will ensure that the third party abides by the same rules. Personal information may also be shared with third parties for auditing purposes, or where required by the law, with local authorities.



# AVOIDING CONFLICTS OF INTEREST

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Throughout the course of our activities with SNC-Lavalin, we must ensure that we always act in the best interests of SNC-Lavalin. We must therefore avoid any conflicts of interest, whether actual, potential or perceived, in the performance of our duties.

An actual conflict of interest exists when the judgment, objectivity or independence of a person is affected by a potential clash between the person's self-interest and their professional or public duties. A potential conflict of interest exists when there is a reasonable possibility of a conflict of interest arising in the future. A perceived conflict of interest exists when an observer could reasonably conclude that a conflict of interest exists, even if it does not.

Any situation of actual, potential or perceived conflict of interest must be declared through the Conflict of Interest Declaration form. This form can be obtained through Ethics & Compliance or Human Resources.

The assessment of whether or not the disclosed situation amounts to an actual, potential or perceived conflict of interest will be conducted by our manager and Human Resources and, if necessary, in consultation with Ethics & Compliance and/or Legal Affairs. Where an actual, potential or perceived conflict of interest is deemed to exist, management will outline the measures that must be taken to remedy the situation. The information disclosed will be treated as confidential and only made available to individuals directly involved in assessing the conflict of interest.

The following subsections provide examples of conflicts of interest. We must, however, always remain alert to, and able to identify, other situations in which we might be in a position of potential, perceived or actual conflict of interest. Should we have the slightest doubt as to whether or not we are in a situation of actual, potential or perceived conflict of interest, we must consult Ethics & Compliance, Human Resources or Legal Affairs.

## Secondary Employment and Incompatible Activities

We must declare any actual or contemplated secondary employment relationships with another business or any directorship in another organization.

Board members must disclose their non-SNC-Lavalin directorships or significant business activities to the Vice-President and Corporate Secretary. Finally, we must refrain from performing or being involved in activities that are incompatible with our work at SNC-Lavalin.

The following situations are some examples of actual, potential, or perceived conflicts of interest related to secondary employment and conflicting or incompatible activities:

- › Performing activities or tasks that conflict or are otherwise incompatible with one another within the course of our work at SNC-Lavalin (for example, the person requisitioning the procurement of goods or services is also approving the procurement transaction);
- › Engaging in secondary employment relationships that restrict our ability to fulfill our duties at SNC-Lavalin;
- › Accepting a directorship of a third-party organization without first declaring to and obtaining the consent of our manager and Human Resources or, as the case may be, the Board of Directors;
- › Owning (whether directly or indirectly) a significant financial interest in an outside entity which does, or seeks to do, business with or is a competitor of SNC-Lavalin (real estate and mineral interests are particularly sensitive);
- › Participating (whether directly or indirectly) in outside business or financial activities that compete or may potentially compete with SNC-Lavalin;
- › Participating (whether directly or indirectly) in an outside business that supplies services to or has business dealings with SNC-Lavalin. This is especially relevant where there is the possibility of preferential treatment being received by virtue of our position within SNC-Lavalin; and
- › Conducting business on behalf of SNC-Lavalin with a member of our family, or a business organization with which we or a member of our family has an association, unless such business dealings have been fully declared to our manager and Human Resources or, as the case may be, the Board of Directors prior to any arrangement. In such cases, a specific non-objection decision must be provided.

## 3.2

## Personal Relationships in the Workplace

SNC-Lavalin permits the employment of individuals from the same family or who have a personal relationship with another employee, as long as there is no actual, potential or perceived conflict of interest.

In this context, some examples of situations constituting actual, potential or perceived conflict of interest are:

- › Reporting directly or indirectly to a family member or someone with whom we have a personal relationship;
- › Exerting influence on another employee for the benefit or to the detriment of a family member or someone with whom we have a personal relationship;
- › Acting as a direct or indirect supervisor of a family member or someone with whom we have a personal relationship;
- › Using our position to exert influence where a family member or someone with whom we have a personal relationship works.

We recognize that SNC-Lavalin's growth stems in part from the acquisition of family-owned businesses. Accordingly, family or personal relationships within such businesses may give rise to actual, potential or perceived conflicts of interest which, as a publicly traded corporation, we commit to mitigating in a diligent manner. No new situations of conflict of interest stemming from a family or personal relationship will be allowed.

Should we have any doubt as to whether our relationship with another employee could constitute an actual, potential or perceived conflict of interest, we should contact Ethics & Compliance, Human Resources or Legal Affairs for further guidance.

In any case where our family or personal relationships may give rise to actual, potential or perceived conflicts of interest, it is our responsibility to declare such conflicts. Self-declaration of personal relationships to Human Resources will be treated with the utmost discretion and confidentiality.



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# ADOPTING APPROPRIATE BUSINESS PRACTICES

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While we are vigorously competitive in all of our markets, all of our business activities must be conducted fairly and in full compliance with all applicable laws and regulations.

Unlawful conduct is strictly prohibited. Should we be unsure about the interpretation of any law or regulation or face a situation which may constitute a breach of such legislation or may create any doubt about the correct legal or ethical action, we must seek guidance from Legal Affairs or Ethics and Compliance.

## 4.1

# Anti-Trust and Competition

At SNC-Lavalin, we must all engage in fair competitive business practices which are compliant with all anti-trust and competition legislation that applies in the jurisdictions where we do business.

While these laws and regulations may vary from jurisdiction to jurisdiction, they are generally designed to uphold free and open competition in the marketplace.

Behaviour that is prohibited under such legislation includes discussions, collusion or agreements with competitors to, among other things:

- › Fix or control prices, terms or conditions;
- › Restrict competition or dealings with suppliers or customers;
- › Divide or allocate customers, markets or territories between SNC-Lavalin and our competitors;
- › Influence the resale prices charged by those who buy our products or services; or
- › Not submit a bid, withdraw a bid or submit an artificial or losing bid.

We must not engage in any activities that could reasonably be construed as being anti-competitive, abusive or unfair. We must not seek to obtain competitive intelligence through unlawful practices (industrial espionage, bribery, theft, electronic eavesdropping, etc.) and must refrain from making false or misleading statements about our competitors or their services.

## Anti-Bribery and Anti-Corruption

SNC-Lavalin is committed to conducting business with integrity and therefore strictly prohibits corruption and bribery in all its forms.

We must not, directly or indirectly, accept, offer, promise, grant or authorize the giving of any bribe, kickback, payment or anything that can be construed as such (gifts, entertainment, employment, contracts or benefits of any kind) to any third party in order to influence or appear to influence action, inaction or a decision, with the intent to obtain an improper advantage or to retain business.

We are all responsible for educating ourselves on how to recognize corrupt activities and ensure that we are not involved in any such type of activities, whether directly or indirectly.

For further guidance, contact Ethics & Compliance.

### 4.2.1 FACILITATION PAYMENTS

Facilitation payments are unofficial payments (as opposed to legitimate and official fees or taxes) made to an individual for the purpose of securing or accelerating the performance of a service or a routine governmental action to which the person or company paying is already entitled.

It is strictly prohibited to make any facilitation payments.

If, however, in order to prevent an imminent and serious threat to our health, safety or welfare, or that of a family member, we have no alternative but to provide a payment, then it would not be considered a facilitation payment. This would be considered an extortion payment and would therefore be permissible under such duress.

Any such payments made under these exceptional circumstances must be accurately reported to our manager, our Compliance Officer and the appropriate Regional Security Director to ensure accurate recording of transactions and proper disclosure to the relevant authorities.

For further guidance, contact Ethics & Compliance or Legal Affairs.

## 4.2.2 GIFTS AND HOSPITALITY

We are not prohibited from offering or accepting occasional gifts, meals or entertainment that are unsolicited, reasonable in value and compliant with the law, our Code and its underlying policies and standard operating procedures.

However, we must not offer, accept or exchange gifts, meals or entertainment if:

- › They take the form of cash or a cash equivalent, such as gift cards, certificates, coupons, vouchers, loans, stock, stock options, etc.;
- › They are lavish or extravagant;
- › They are offensive, in poor taste or otherwise violate our commitment to mutual respect;
- › They violate any law, regulation or rule or contravene the standards or policies of the recipient's organization;
- › Doing so may be interpreted as a way to influence an active procurement process or affect a pending business decision;
- › Doing so could be construed as a bribe or a kickback;
- › They are part of an agreement (whether formal or implied) to do or receive something in return;
- › Doing so might reasonably be interpreted as a reward for preferential treatment, whether actual or perceived, or as creating an obligation on the recipient's part;
- › Doing so could influence the recipient or the recipient's organization in any business dealings; or
- › Doing so happens on a regular basis.

We must exercise particular care when offering any business courtesy to government officials, as they are subject to stricter rules, regulations and laws. Refer to Section 4.3.2 – Government Officials for more details.

We must not use our own funds or per diem money to offer gifts, meals or entertainment to third parties if such courtesies would be prohibited using SNC-Lavalin's resources. All gifts and hospitality offered to third parties by our people must be recorded completely and accurately in SNC-Lavalin's books and records.

In any event, we must refer to the policies and standard operating procedures on gifts and hospitality prior to offering or receiving gifts, meals or entertainment to third party.

For further guidance, contact Ethics & Compliance.

## Third Parties

A “third party” is any individual or organization with whom we may come into contact in the course of our work and business activities.

In our business, third parties with whom we interact typically include:

- › Clients;
- › Competitors;
- › Suppliers;
- › Government officials; and
- › Business partners (further described in *Section 4.3.1 – Business Partners*).

At SNC-Lavalin, we strive to deal transparently and accurately with third parties. We want to work with third parties who share our values and culture of high integrity.



We therefore expect these third parties to embrace and implement practices that are consistent with our Code and to:

- › Comply with all applicable laws and regulations;
- › Refrain from engaging in bribes, kickbacks and other forms of corruption;
- › Refrain from any involvement in money laundering and terrorism financing activities;
- › Take responsibility for the health and safety of their employees;
- › Respect the human rights of their employees;
- › Seek to promote sustainable local development;
- › Seek to ensure that their business activities are conducted in an environmentally responsible manner; and
- › Promote and mirror our commitment to the quality of our work.

We should terminate any business relationship with a third party that we deem to be acting in a way that is inconsistent with our values and practices. For more information and guidance, contact Legal Affairs and Ethics & Compliance.

#### 4.3.1 BUSINESS PARTNERS

At SNC-Lavalin, we define a “business partner” as any third party who, as the context may require, acts on behalf of or is partnered with SNC-Lavalin for the purpose of undertaking a specific task.

Actions performed by others when assisting us in our business activities have a direct impact on us. Legally, we may be held liable for the actions of our business partners, as if we had performed them ourselves. Thus, we need to ensure that individuals or organizations acting on our behalf behave and conduct themselves in the same manner we are expected to.

It is every employee’s responsibility to ensure that a compliance due diligence is performed and duly approved for each of the business partners we are dealing with. Our obligation begins with the diligent selection of our business partners by making sure we share the same values and business principles. Throughout the business relationship, we must continuously and properly monitor our business partners to prevent misconduct.

For more information, consult our policies and standard operating procedures on business partners.

## 4.3.2 GOVERNMENT OFFICIALS

Given the nature of our business, we regularly interact with government officials all around the world, both directly and indirectly.

A "government official" is defined as an officer or employee of, or any person representing or acting on behalf of:

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

Employees who are in contact with government officials are responsible for knowing and strictly adhering to the laws, regulations or rules that apply to interacting with such government officials or government contracting entities. In any event, we must:

- › Interact honestly, accurately and transparently with any government official;
- › Never offer anything to a government official unless it is clearly permissible under applicable laws and regulations and fully compliant with our Code and its underlying policies and standard operating procedures;
- › Refrain from giving anything of value to any individual if we have reasons to believe that it will be passed on to a government official; and
- › Never enter into potential employment opportunities with a current or former government official or a member of his/her immediate family without having consulted with Human Resources.

Activities that may be acceptable when dealing with private-sector company employees could be inappropriate or illegal when dealing with government officials. Therefore, we are all expected to exercise extra caution when interacting with government officials.

## 4.4

## Political Contributions

Subject to the constraints of the applicable legislation or regulations and unless formal pre-approval is obtained from the Political Contributions Compliance Committee, we are prohibited from making political contributions on behalf of SNC-Lavalin to political candidates, parties, organizations or any other political entity, at all levels of government. SNC-Lavalin will not reimburse, whether directly or indirectly, any political contribution unless pre-approved by the Political Contributions Compliance Committee.

We may engage in personal political activities in our own individual capacities, as long as we do not make use of SNC-Lavalin's time, funds, property, resources or employee lists, or solicit our people for political contributions while on duty.

For more information, refer to our policies and standard operating procedures on political contributions.

## 4.5

## Lobbying

While lobbying is a legitimate means of access to legislative, government and municipal institutions, many jurisdictions have enacted laws and regulations that require various levels of disclosure of lobbying activities.

It is in the nature of SNC-Lavalin's business that we may engage in lobbying activities, via telephone calls, written communication or meetings with holders of public office. As lobbying rules vary by jurisdiction, we must be aware of the applicable rules and ensure that we are fully compliant.

Being involved in communications with a government official or legislator may, in some cases, be considered to be "engaging in lobbying activities." As a result, we must ensure that we are fully compliant with all registration or notification requirements and promptly notify the Executive Vice-President, Strategy, Marketing and External Relations that we have fulfilled such requirements.

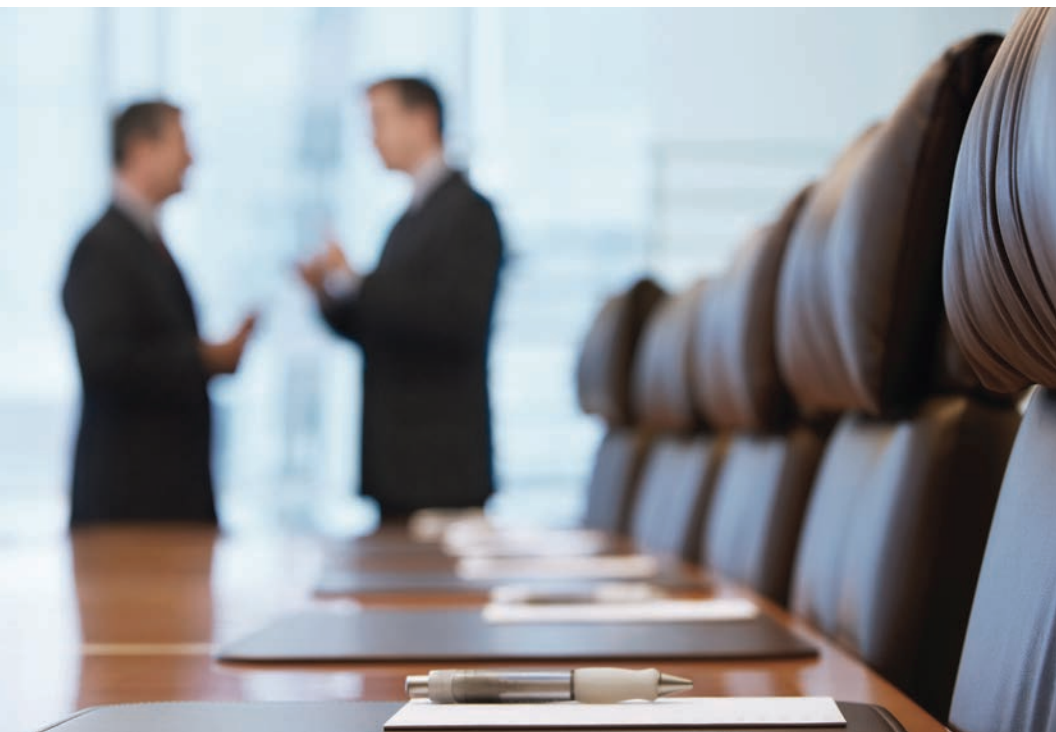
For further guidance, contact Legal Affairs or Ethics & Compliance.

## Money Laundering

Money laundering is the method by which money is obtained or generated by unlawful activity (e.g. drug trafficking, smuggling, copyright infringement, piracy and corruption) and is disguised by infiltrating the legal circuit of finance and business in order to hide the money's origin.

Money laundering is a global problem with devastating economic and social consequences. We are all expected to abide by anti-money laundering laws and regulations. We must act diligently to prevent SNC-Lavalin from being involved or used in money laundering or other criminal activities. We must therefore apply the appropriate level of due diligence prior to entering into a relationship with a client or other third parties. We are also required to recognize and monitor potential warning signals that could help detect unusual and suspicious activity. We must immediately report any doubtful activity that may involve money laundering or other criminal doings to our manager or Compliance Officer.

For further guidance, contact Ethics & Compliance or Legal Affairs.



## Trade Compliance, Controls and Boycotts

It is critical that all of SNC-Lavalin's activities are fully compliant with the export controls, customs and anti-boycott laws and regulations of all the jurisdictions where we do business.

Export control legislation restricts the transfer of goods, services, hardware, software or technology across certain national borders without the requisite permits pursuant to applicable export control regulations. Moreover, we must ensure that we follow the applicable guidelines for countries on which economic sanctions have been imposed. Laws governing trade are complex, and if we fail to comply with them, we risk being fined by relevant authorities and/or being debarred from doing business in certain countries.

An example of an item controlled by host country laws that may require an export license or a re-importation license is computer software containing certain encryption or performance standards, or training on restricted products in certain countries.

We must also avoid the inclusion of any clause within a contract that would have the effect of illegally boycotting trade with a country. Any request for the inclusion of such clauses must be reported to Legal Affairs even if SNC-Lavalin does not bid on the project or conclude the contract. SNC-Lavalin and its third parties may be subject to serious penalties if we are in violation of these laws and regulations. Consequences include significant fines and the withdrawal of simplified import and export procedures in certain countries where we do business.

For further guidance, contact Ethics & Compliance, Legal Affairs or Global Procurement.



## Insider Trading

During our relationship with SNC-Lavalin, we may come across “inside information” that is not yet known to the public and that, if publicly known, would have an impact on the price of SNC-Lavalin securities or those of our clients, suppliers or joint venture partners that are traded on financial markets.

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, etc.

Participating in transactions of financial products related to SNC-Lavalin or any of our clients, suppliers or joint venture partners—or advising others to do so—while being in possession of inside information regarding such companies is not only prohibited by our Code, but is also illegal and may constitute a serious criminal offence. Senior officers of SNC-Lavalin have additional responsibilities under the law with respect to financial transactions.

In addition, we may not acquire assets (such as real estate) or securities of a company that we know to be the object of potential acquisition by SNC-Lavalin.

Should we possess such inside information, we may not use this information to acquire any nearby property for speculation or investment without the prior approval of the Vice-President and Corporate Secretary or the Executive Vice-President and General Counsel.

We all have a role in ensuring that insider information is not disclosed to any third party, including clients, consultants, family, friends, financial analysts and journalists. Such information must remain within SNC-Lavalin and may only be disclosed by individuals authorized to do so.

Guidance on the appropriate procedures with respect to what may constitute inside information or insider trading is available from the Vice-President and Corporate Secretary or the Executive Vice-President and General Counsel.

For further guidance, contact Legal Affairs.

## Accounting Practices and Record Maintenance

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.

Accordingly, all our records must be complete, accurate, and reliable and prepared in accordance with applicable laws and regulations as well as SNC-Lavalin's accounting and reporting policies and standard operating procedures.



Each of us must make the following commitments with respect to our books and records, regardless of the purpose for which the information is used:

- › Business records, expense reports, invoices, vouchers, payrolls, employee records and other reports are prepared with care and honesty, and in a timely fashion;
- › All transactions are conducted at the level of authority required by our policies and standard operating procedures and in compliance with applicable laws, rules, standards and regulations;
- › No transaction, asset, liability or other financial information is concealed from management, Legal Affairs or Corporate Finance, or from SNC-Lavalin's internal and external auditors;
- › All efforts are made to resolve all issues and concerns raised in internal and external audit reports;
- › Any unrecorded funds or assets, suspect accounting or false or artificial entries in our books and records are immediately reported to Ethics & Compliance or Internal Audit;
- › Any known inaccuracies, misrepresentations or omissions are disclosed to relevant stakeholders and promptly corrected through credits, refunds or other mutually acceptable means;
- › All documents issued and signed are, to the best of our knowledge, accurate and truthful;
- › No secret or unrecorded cash funds or other assets are established or maintained for any purpose; and
- › Access to sensitive or confidential information is restricted to ensure that it is not accidentally or intentionally disclosed, modified, misused or destroyed.

The use of SNC-Lavalin funds or other assets for any unlawful or improper purpose is strictly prohibited, as are false or misleading entries and unrecorded bank accounts created for any purpose, whether regarding sales, purchases or other activity, and improper or unusual financial arrangements with a third party (such as over-invoicing or under-invoicing). Managers and officers, as well as those responsible for accounting and record-keeping functions, are expected to be vigilant, not only in ensuring enforcement of this prohibition but also in having oversight of the proper use of SNC-Lavalin's assets.

For further guidance contact Finance.

4.10

## Engaging in Corporate Social Responsibility

### 4.10.1 HUMAN RIGHTS

We believe that all human beings should be treated with dignity, fairness and respect. SNC-Lavalin is committed to supporting the protection and preservation of human rights throughout its worldwide operations and to ensuring that it is not involved in human rights abuses.

We must not engage in activities that encourage human rights abuses or that support trafficking in persons or the use of child labour or forced labour. Moreover, we must not do business with anyone who does not adhere to our principles regarding human rights or who is implicated in any cases of human rights abuse or child labour.

### 4.10.2 COMMUNITY ENGAGEMENT

SNC-Lavalin is committed to strengthening sustainable benefits to the local communities in which we live and work around the world.

By being attentive to community needs and expectations, and by respecting each community's uniqueness, we build strong and sustainable relationships.

We collaborate with local non-governmental organizations, governments and private-sector partners to develop and implement sustainable programs around our projects. We empower local workers, companies and communities through training, mentorship and capacity-building, transferring valuable expertise and implementing initiatives to enhance project employment and procurement opportunities.

### 4.10.3 DONATIONS AND SPONSORSHIPS

A **donation** refers to voluntary financial or in-kind support granted by SNC-Lavalin to a charity or non-profit organization for the purpose of benefiting a society or a community.

A **sponsorship** is a business agreement whereby SNC-Lavalin makes a contribution to an organization in exchange for negotiated entitlements to promote SNC-Lavalin and its business (e.g. publicity, brand visibility, etc.).

SNC-Lavalin is committed to corporate responsibility through sponsorships and donations to a diverse range of organizations that are carefully selected within the areas where we can make the most difference. SNC-Lavalin gives priority to requests for donations or sponsorships that align with its corporate values and its role as a good corporate citizen and that reflect SNC-Lavalin's commitment to the creation of an ethical business environment.

Donations or sponsorships should only be made when they are aligned with SNC-Lavalin's priority areas and strategy and in full compliance with our Code and its underlying policies and standard operating procedures. At all times, we must be aware of the fact that donations and sponsorships may present corruption risks and could be perceived as a way to seek or obtain an improper advantage. Should there be any doubt with respect to the appropriateness of making a donation or sponsorship, we must contact Ethics & Compliance.

For further guidance, refer to our policies and standard operating procedures on donations and sponsorships.

#### 4.10.4 PROTECTION OF THE ENVIRONMENT

**SNC-Lavalin is committed to protecting the environment and undertakes to do business in an environmentally responsible and sustainable manner.**

Such goals can only be achieved with all our people's full support and participation, including effective leadership of our managers. We must always observe and comply with the applicable laws as well as the standards and practices adopted by SNC-Lavalin relating to the protection of the environment.



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# PROTECTING OUR ASSETS

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We all share a personal responsibility and legal duty to protect SNC-Lavalin's assets and make sure they are not damaged, misused or wasted. "Assets" include physical and intellectual property, time, proprietary and personal information and data, as well as corporate resources and opportunities.

We must not use SNC-Lavalin assets for any unlawful, unethical or improper purpose, or for personal or third-party benefit or gain. We must always comply with applicable laws, internal requirements, policies and standard operating procedures regarding the use of SNC-Lavalin's assets.



## 5.1

# Electronic Resources

SNC-Lavalin provides the electronic resources required for conducting business. "Electronic resources" include email, information systems and electronic equipment, software, Internet and network access.

All work-related electronic communications must be done through the corporate e-mail address. The usage of non-corporate e-mail addresses to send or receive work related communication is strictly forbidden.

While moderate personal use of SNC-Lavalin electronic resources is permitted if it does not interfere with work duties, abuse of this privilege is regarded as misconduct.

The electronic resources provided to us by SNC-Lavalin remain the exclusive property of SNC-Lavalin and must be used responsibly, appropriately and ethically. We must never use SNC-Lavalin's electronic resources for the exchange, storage or processing of content that:

- › Is prohibited by law (such as the illegal downloading of material protected by copyright laws);
- › Promotes or engages in harassment;
- › Could be perceived as being racist, defamatory, discriminatory, violent, heinous, sexist or pornographic; or
- › May tarnish SNC-Lavalin's reputation.

In any event, when using electronic resources, we must take the appropriate precautionary measures to avoid compromising the integrity of SNC-Lavalin equipment or systems, or disclosing private or confidential information.

SNC-Lavalin may exercise its surveillance rights surrounding the use of its electronic resources and reserves the right to monitor and review any content exchanged, stored or processed on SNC-Lavalin electronic resources, as permitted by law.

It is understood that, in the course of our work and business activities with SNC-Lavalin and to the extent permissible by law, we waive any right to privacy we may have with respect to any information that is exchanged, stored or processed using SNC-Lavalin electronic resources. We understand that this information may also be subject to disclosure to law enforcement authorities.

For further guidance on the permitted usage of SNC-Lavalin electronic resources, consult our Global Information Technologies policies and standard operating procedures.

## Confidentiality of Information

During the course of our work and business activities with SNC-Lavalin, we may be in contact with confidential information (see also *Section 4.8 – Insider Trading*).

Confidential information belonging to SNC-Lavalin includes, but is not limited to:

- › Details relating to our organization, clients, suppliers, prices, markets, equipment, sales, profits, internal reporting figures and other matters relating to our business;
- › Information regarding research and development;
- › Technical information regarding our products, services and processes;
- › Information relating to our marketing and service strategies;
- › Details relating to current and potential mergers, acquisitions or asset sales or purchases; and
- › Information regarding employees and human resources.

We must prevent inappropriate or unauthorized access to or disclosure of any such confidential information belonging to SNC-Lavalin or entrusted to us by third parties. Our obligation to safeguard the confidentiality of information applies both during the course and after completion of our work and business activities with SNC-Lavalin. These obligations continue even after the termination of our employment relationship with SNC-Lavalin.

Similarly we must never accept or access confidential information belonging to clients, competitors, business partners etc. for the purpose of obtaining an unfair advantage.



## Intellectual Property

Copyrights, trademarks, designs, names, logos, inventions, improvements, photos, videos, discoveries and any other form of intellectual property (such as protocols, procedures, technical processes, research methods, etc.) created or modified during the course of our work and business activities with SNC-Lavalin remain the exclusive property of SNC-Lavalin.

In addition, intellectual property developed outside of the relationship with SNC-Lavalin belongs to SNC-Lavalin if its development arises as a result of the use of confidential information acquired in the course of our work and business activities with SNC-Lavalin.

We have a duty to protect SNC-Lavalin's intellectual property, just as it must respect that of others. The copying, taking or destroying of any SNC-Lavalin intellectual property upon the cessation of our relationship with SNC-Lavalin is unlawful. Although we may believe that contribution to such work during our employment allows us to benefit from it, this work is the exclusive property of SNC-Lavalin and must not be used by us for other purposes or for the benefit of another employer. Moreover, SNC-Lavalin strictly forbids the unauthorized use, theft or misappropriation of intellectual property belonging to third parties, including information drawn from the Internet.



## External Communications

Opinions or information sought from SNC-Lavalin or regarding its business activities by outside groups or organizations must be channelled through Global Corporate Communications.



Global Corporate Communications is the official contact for any member of the media seeking an interview, an opinion, a comment or a suggestion about any subject that may affect SNC-Lavalin's business. Any request received by the media, even if framed as a request for a personal comment or perspective, must be referred to Global Corporate Communications. Unless specifically requested or coordinated by Global Corporate Communications, any contact with the media must be done as a private citizen.

Any participation representing SNC-Lavalin as a speaker in a conference, panel or any form of media—television, radio, online, social medium, print, etc. as a representative of SNC-Lavalin—must be authorized by our manager and notification must be provided to Global Corporate Communications in advance when possible. When any such participation happens without being planned, Global Corporate Communications must be informed immediately thereafter.

Even when giving opinions to outside interests on matters not related to the affairs of SNC-Lavalin, we are expected to be cautious and ensure that our comments remain strictly personal and do not commit, misrepresent or otherwise involve SNC-Lavalin.

When using social media or other means of communication, we must not use SNC-Lavalin's brand and identity or disclose any confidential information to which we might be privy, and we must respect all conditions outlined in *Section 2.1 – Mutual Respect in the Workplace*, *Section 2.5 – Personal and Private Information*, and *Section 5.2 – Confidentiality of Information*.

For further guidance regarding external communications, contact Global Corporate Communications.



# REPORTING VIOLATIONS AND COMPLAINTS

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## Duty to Report

It is the responsibility of each and every one of us to ensure that we all live by the values of SNC-Lavalin and our Code.

We all have an important duty and a responsibility to report in good faith any known or suspected violation of our Code and its underlying policies and standard operating procedures, as well as any violation of applicable laws, rules or regulations or any observed instances of misconduct or pressure to compromise our ethical standards. Subject to local laws, failure to report may lead to disciplinary measures, including dismissal.

If we are involved in a situation or become aware of something that is or may be in breach of our Code or its underlying policies, we must promptly report it via any of the following resources:

- › The Ethics & Compliance Hotline (see the section entitled *Contacts*);
- › Our manager;
- › Our Compliance Officer;
- › Human Resources;
- › Finance and Internal Audit;
- › Legal Affairs; or
- › The Compliance Consultation Centre.

Any concern raised or report filed will be treated with confidentiality and the originator who has reported the matter in good faith will be shielded from any form of reprisal, discrimination or retaliation. SNC-Lavalin is committed to creating an environment in which every person affected by our Code feels free to report suspected or actual violations of our Code or its underlying policies and standard operating procedures, or to ask whether an activity or incident constitutes a violation. SNC-Lavalin strictly forbids retaliation against any individual who, in good faith, reports a violation, whether actual or suspected of our Code or its underlying policies and standard operating procedures as well as any violation of applicable laws, rules or regulations.

If we believe we have experienced retaliation, we are expected to report it just as any other violation would be reported. If we have any concerns about our duty to report and/or retaliation, we should contact Ethics & Compliance.

## Internal Investigations

SNC-Lavalin takes all reports of misconduct seriously and assumes that all concerns and reports filed are done so in good faith and are legitimate.

Investigations into allegations of potentially unethical or illegal conduct are conducted exclusively by Compliance Investigations and/or Human Resources using recognized investigation techniques in accordance with our internal practices and protocols. This ensures the quality and integrity of the investigation process are maintained. Investigations are conducted with the utmost respect, discretion and privacy, and will be kept confidential, subject to SNC-Lavalin's need to fully investigate the matter to the extent permitted by law. If Compliance Investigations or Human Resources discover criminal or otherwise improper activity, SNC-Lavalin may be required to report such activity to the appropriate government, law enforcement or regulatory authorities.

We are all expected to fully, truthfully and transparently cooperate with Compliance Investigations or Human Resources by providing all requested documents and information. We must not in any way obstruct, hinder or delay any internal investigation. Failure to cooperate with Compliance Investigations or Human Resources may lead to disciplinary measures, including dismissal.



## MAKING THE RIGHT DECISION

Some decisions are easy to make. However, whenever we are unsure of any work-related actions or decisions, we must ask ourselves the following questions:

- › Is my action legal?
- › Does it comply with SNC-Lavalin's values or with our Code and its underlying policies and standard operating procedures?
- › 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 in another public forum? Would my reputation or SNC-Lavalin's be negatively affected?
- › Could someone perceive this as a conflict of interest?
- › Could my action (or inaction) put anyone's health, safety or well-being at risk?

If the answer to any of the above questions is not clear and obvious, or if we are uncomfortable with the answer, **we must seek guidance** from the available resources listed in the section entitled *Contacts*.



## CONTACTS

When we have a question or would like to raise a concern, we should begin by consulting the person who best understands our work and area of responsibility: our manager.

We may also communicate with pre-established contacts within our corporate function or business unit. A detailed contact list can be obtained on the Ethics & Compliance webpage on Infozone or from our Human Resources representative.

There may be situations in which we would prefer to ask a question, discuss a concern, or report an issue, complaint or suspected violation to someone outside our immediate work environment. In such cases, SNC-Lavalin offers various channels of communication to anyone who may want to reach out for assistance:

### SECTOR OR REGIONAL COMPLIANCE OFFICERS

Individuals assigned to each of SNC-Lavalin's business sectors, business units and regions and functions, responsible for compliance matters and initiatives within their respective business unit or region.

List of Compliance Officers:

**<http://infozone.snclavalin.com/en/sectors-functions/functions/ethics-compliance/services-responsibilities/compliance-advice.aspx>**

### COMPLIANCE CONSULTATION CENTRE

Compliance experts able to provide information or advice to individuals who have questions or concerns on how to address ethics and anti-corruption matters that may arise in the course of business and ensure compliance with the Code and its underlying policies and standard operating procedures.

**[compliance@snclavalin.com](mailto:compliance@snclavalin.com)**

### ETHICS & COMPLIANCE INFOZONE WEBPAGE

Page providing access to various ethics and compliance resources, such as:

- › Code of Ethics and Business Conduct
- › Policies and standard operating procedures
- › List of Compliance Officers and relevant key contacts
- › Training materials and presentations
- › Frequently Asked Questions (FAQs)
- › Business Partners Compliance Due Diligence Tool (BPC Tool)
- › Compliance Consultation Centre

**[http://eww/ethics-compliance/default\\_en.asp](http://eww/ethics-compliance/default_en.asp)**

## ETHICS & COMPLIANCE HOTLINE

A secure reporting system, operated by an independent third party, to be used to raise any concern related to a decision or an action that is not, or does not seem to be, in line with our Code or its underlying policies and standard operating procedures. Allows for anonymous reporting.

Access the system online at: **[www.snclavalin.ethicspoint.com](http://www.snclavalin.ethicspoint.com)**



[www.snclavalin.com](http://www.snclavalin.com)