



**SNC • LAVALIN**

# Code of Conduct

2021



# VALUES THAT GUIDE US

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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.

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Terms in *blue, bold and italic* are defined in a glossary that can be found, among other *governance documents*, on our [internal database](#). A Code of Conduct specific glossary is available at the end of this document.

# MESSAGE FROM THE PRESIDENT

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Dear colleagues,

We are all committed to doing business the right way. I am proud that the Ethisphere Institute recertified the Compliance Leader Verification recognition for 2021-2022 after a thorough audit of our Integrity Program.

SNC-Lavalin had previously earned this prestigious recognition for 2019-2020, acknowledging our efforts to build a strong ethics and compliance program and to foster a culture of integrity.

At SNC-Lavalin, acting with integrity means doing what's right by making the right choices and holding ourselves to the highest ethical standards. It also takes openness to listen and learn, continually improve and have the moral courage to look at ourselves and others and "call it out" when we see behaviours that are not acceptable. By acting with integrity, we enhance our reputation in the eyes of our clients, shareholders, stakeholders, partners and all our fellow employees.

Our Code of Conduct sets the standards of how we work together for, or on behalf of SNC-Lavalin. This important document articulates our values that define who we are as a company. It also serves as a foundation for our governance documents and provides resources to support us in making sound decisions every day. It is important that you refer to it as you work and seek guidance if you are ever unsure of the proper course of action. We need to use good judgment and never compromise our values.

If you suspect any behaviour going against our Code of Conduct, the law or our governance documents, speak up. We do not tolerate any retaliation against a colleague who raises a concern in good faith.

You are the voice of our company's values and I am personally committed to making sure we embody the strong ethical principles captured in this document. It is essential for each one of us to uphold and follow the Code of Conduct, comply with all applicable laws, and refrain from business situations that would jeopardize SNC-Lavalin's integrity.

Thank you for being engaged and committed to making the principles and practices of our Code of Conduct part of your daily work.

**Ian L. Edwards**  
PRESIDENT AND CHIEF EXECUTIVE OFFICER





# A CULTURE OF HIGH ETHICAL STANDARDS

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## 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 set forth in our *Code of Conduct* (our "*Code*"), *SNC-Lavalin* is committed to:

- › Building and fostering a 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 behaviours;
- › Providing globally available support, information and resources to help with the application of our *Code*;
- › 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* isn't a collection of rules and it cannot cover every situation. It helps 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?
- 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?
- Could it put anyone's health, safety or well-being at risk?

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 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 other reporting channels are available, we can always use the *Reporting Line* (operated by a secured 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 [example scenario](#).  
Watch our [video](#).

# UPHOLDING OUR CODE

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## 2.1 Everyone is Involved

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

Our *Code* 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 periodically and can be found on our website at [www.snclavalin.com/en/about/integrity](http://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:

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

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## 2.3 Living our Values and our Code

No matter where we are and what we do, we are all the face of *SNC-Lavalin*. 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, *clients* and reputation, we take the necessary steps and actions to address non-compliant behaviours.

# THE WAY WE BEHAVE MATTERS

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Whether we are working alongside colleagues, meeting with *clients* or attempting to attract new talent, we all represent *SNC-Lavalin*. How we interact with others is what defines us as a company. Each of us has a part to play in maintaining and enhancing our reputation as an industry leader.

## We must always:

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Do what is right;

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Comply with our *Code*, our *governance documents*, and applicable laws;

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Act with integrity and honesty;

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Take responsibility for the things we control and the decisions we make, and encourage others to do the same;

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Take pride in our work;

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Take responsibility for delivering on our promises;

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Look out for our own health, safety and security and that of others;

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Treat others with respect and dignity ;

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Support *diversity* and *inclusion* in our *workplace*; and

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Protect our environment and the communities we work in.

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We all lead by example by adopting behaviours that support our shared values.

## 2.4 Our Expectations of our Managers

Our *managers* have additional responsibilities under our *Code*. They are responsible for:

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Promoting a culture of integrity and accountability;

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Leading by example;

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Helping their teams understand and comply with our *Code* and *governance documents*;

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Enabling and assuring participation in related training and certification;

---

Ensuring a positive work environment in which people are treated with dignity and respect;

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Supporting and protecting individuals who, in good faith, raise a concern or report potential unethical or non-compliant behaviour; and

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Speaking up when they hear about or suspect potential misconduct.

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## 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*;

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Verify that we use the most current version of these *governance documents* available on our *intranet*;

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File a *deviation* request when we can't comply with these rules (see next section); and

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Contact the *custodian* or the *policy coordinator* when we have questions or concerns about a *governance document*.

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*Governance owners* and *custodians* have additional responsibilities under our *Code*. They are responsible for:

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Making sure that our *governance documents* are up to date;

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Reviewing *policies* and *procedures* at least every two years;

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Making sure that *governance documents* are properly approved before using or sharing them; and

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Evaluating and approving *deviation* requests.

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#### For more information

Consult our policy on our [Governance Framework](#).  
Consult our [governance documents](#) on our intranet.  
[Contact us](#).

## 2.6 Exceptions and Deviations

We might be faced with situations where we can't completely respect 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 re-evaluating 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.

# FOCUSING ON OUR PEOPLE AND OUR WORKPLACE

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## 3.1 Mutual Respect

At [SNC-Lavalin](#), we show respect for everyone. We interact with individuals of various cultures, religions, political convictions, ages, genders, national or ethnic origins, mental or physical disabilities, [gender identities](#) and sexual orientations. This diversity of backgrounds and points of view is a great asset that contributes to our capacity to innovate and reinvent ourselves.

Engaging in respectful and constructive communication and listening to others creates a positive work environment where we can enjoy our work, advance our careers and develop our full potential.

The preservation of our dignity, privacy and rights is a priority for us. We don't tolerate 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 [Workplace Discrimination, Harassment and Violence](#).

Consult our [capsule](#).

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## 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.

Our health, safety and environment program, which is based on hazard recognition, risk assessment and elimination of hazards, seeks to establish an [incident](#)-free work environment. We are all accountable for ensuring everyone goes home safely at the end of the day.

### For more information

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

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## 3.3 Drugs and Alcohol

### We must never:

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Be impaired by *drugs* or *alcohol* while on duty;

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Buy or sell *drugs* at work;

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Buy or sell *alcohol* at work; or

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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.

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### For more information

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

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## 3.4 Security

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

### We must never:

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Knowingly engage in any business activity that presents a security risk that cannot be properly managed; or

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Do business with security providers that don't adhere to our principles and security standards.

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### For more information

Consult our statement about [Global Security](#).

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

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# AVOIDING CONFLICTS OF INTEREST

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## 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 interest that would benefit us, a *family member*, or someone with whom we have a *close personal relationship*. We must disclose all *conflicts of interest*.

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 a *family member* or someone with whom we have a *close personal relationship*;

---

Allow ourselves to be in a position where we cannot be objective concerning a *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 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, or an *immediate family member* or someone with whom we have a *close personal relationship*, is/was a *government official* in the last five years;

We have a situation, not listed above, that we believe may constitute a *conflict of interest*; or

We are unsure if a situation constitutes a *conflict of interest*.

We must disclose all *conflicts of interest* using the Conflict of Interest Disclosure Form. This form is available on [our intranet](#) or through Human Resources.

### For more information

Watch our [video](#).

# ADOPTING APPROPRIATE BUSINESS PRACTICES

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## 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.

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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](#).



## 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 corrupt activities.

### We must never:

---

Get involved in such 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.

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#### For more information

Consult our procedure on [Compliance](#).  
Watch our [video](#).

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### 5.2.1 Facilitation Payments

We define *facilitation payments* as unofficial payments (as opposed to legitimate and official fees or taxes) made to obtain or accelerate a service or a routine governmental action to which we are already entitled.

We must never make any *facilitation payments*.

*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 *family member*. 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](#).

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## 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 as long as 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 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 our *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*.

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### For more information

Consult our procedure on [Compliance](#).

Watch our [video](#).

Consult our [capsule](#).

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## 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 [Supplier Code of Conduct](#).  
Watch our [video](#).



## 5.3.1 Business Partners

We define *business partners* as *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 our behalf conduct themselves accordingly.

### We must always:

---

Carefully select *business partners* who share our values and business principles;

---

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.

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### For more information

Consult our procedure on [Compliance](#).

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## 5.3.2 Government Officials

We define *government officials* as officers or employees 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 political office;
- > State-owned and controlled entities (such as public transit, public utilities, national airlines, national broadcasting, universities, hospitals, postal service, national agencies, businesses owned by the royal family governing a country, etc.);
- > Public international or intergovernmental organizations; or
- > A person who holds a legislative, administrative, judicial or military position.

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:

---

Be familiar and comply with applicable laws, rules and regulations;

---

Act honestly and transparently;

---

Avoid offering any personal *benefit* 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*.

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#### For more information

Consult our procedure on [Compliance](#).

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## 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:

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Use our *company's* name;

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Use our *company's* time, funds, property, resources or *employee* lists; or

---

Solicit *political contributions* during working hours.

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#### For more information

Consult our procedure on [Compliance](#).

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## 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 require various levels of disclosure of *lobbying* activities.

### We must always:

Be familiar and comply with any laws or regulations about *lobbying*; and

Coordinate all *lobbying* activities through Strategy, Marketing and External Relations.

### For more information

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

Consult our [example scenario](#).



## 5.6 Money Laundering and Tax Evasion

We define *money laundering* as the process by which a person hides or disguises the identity or the origin of illegally obtained funds (such as drug trafficking, smuggling, copyright infringement, piracy and *corruption*) so that they appear to have originated from legitimate sources.

We define *tax evasion* as 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. Tax evasion can be realized by individuals, corporations or trusts.

### We must always:

---

Comply with anti-*money laundering* laws and regulations;

---

Comply with all tax laws and regulations in the jurisdictions in which we operate;

---

Act carefully to prevent *SNC-Lavalin* from being involved or used in *money laundering*, *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*;

---

Recognize and monitor potential warning signals that could help detect unusual or suspicious activity; and

---

Immediately report any doubtful activity that may involve *money laundering*, *tax evasion* or any other criminal activity (see Section 8.1).

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### For more information

Consult our procedure on [Compliance](#).

Consult our work instruction on [Anti-Money Laundering](#).

Watch our [video](#).

## 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 simplified import and [export](#) procedures.

### We must always:

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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;

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Adhere to our procedure on trade compliance, especially when working on international opportunities and [projects](#); and

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Contact the Integrity, Legal or Procurement teams when guidance is required.

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### For more information

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

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## 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. Senior [officers](#) of [SNC-Lavalin](#) have additional responsibilities under the law with respect to [securities transactions](#).

### We must never:

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Disclose inside information to anyone, including [clients](#), [suppliers](#), [consultants](#), family, friends, financial analysts and journalists.

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### For more information

Consult our policy on [Disclosure & Insider Trading](#).  
Watch our [video](#).

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## 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 - Operational Policy](#);

---

Comply with applicable laws, rules and regulations;

---

Comply with internal controls, financial reporting and accounting principles;

---

Support all *transactions* with proper documentation;

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Make sure that no *transaction*, asset, *liability*, suspected *liability* claim, potential claim, litigation or other financial information is kept from management, Legal, 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*;

---

Make sure that no sensitive or *confidential information* is wrongfully disclosed, modified, misused or destroyed;

---

Make sure that there are no unrecorded *bank accounts* or assets; and

---

Make sure that we comply with our [Records Retention Schedule Work Instruction](#) 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;

---

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 making sure 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 [Levels of Authority – Operational Policy](#).

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

Consult our [Records Retention Schedule Work Instruction](#).

Consult our [example scenario](#).

---

## 5.10 Personal Data and Data Privacy Compliance

Data privacy is built into everything we do.

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;

---

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 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;

---

Be familiar with our *data privacy principles*;

---

Complete the data privacy compliance online training;

---

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](#); and

---

Contact [datacompliance@snclavalin.com](mailto:datacompliance@snclavalin.com) when we need support with our data privacy compliance obligations.

---

### For more information

Consult our policy on [Data Privacy Compliance](#).

Consult our [Privacy Notice](#).

Consult our [Data Privacy Compliance page](#) on our intranet.

Consult our [Employee Data Privacy Guidance Book](#).

Consult our [example scenario](#).

---



# ENGAGING IN CORPORATE SOCIAL RESPONSIBILITY

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# 6.1 Human Rights

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

## We must never:

---

Engage in activities that encourage human rights abuses, *modern slavery*, human trafficking, child labour, *bonded labour*, or *forced labour*; and

---

Knowingly do business with *suppliers*, *business partners* or any other *third parties* who do not adhere to the principles regarding human rights put forward in our *Code*, regardless of local legislation and customs.

---

## We require that our *suppliers*:

---

Do the same;

---

Allow their employees the choice to leave their employment freely upon reasonable notice;

---

Provide their employees with training to help them recognize situations where a risk of *modern slavery* exists; and

---

Ensure that their supply chain is free of any form of *modern slavery* by requiring that their own suppliers also do the same.

---

### For more information

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

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

Consult our [example scenario](#).

---

## 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.

### 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 contributions *on behalf* of our *company*.

---

### For more information

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

---



# PROTECTING OUR ASSETS

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# 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 information 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 information (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 *confidential information* or intellectual property belonging to *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 *company's* equipment.

---

### For more information

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

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

---

## 7.2 Electronic Resources

*SNC-Lavalin* provides the electronic resources we need to conduct our business, including email, information *systems*, *information technology equipment*, 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 equipment and *systems*; and

---

Protect private and *confidential information*.

---

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

### We must never use *SNC-Lavalin*'s electronic resources to exchange, store or process content that:

---

Is prohibited by law (such as the illegal downloading of material protected by copyright laws);

---

Promotes *harassment*;

---

Could be perceived as being racist, defamatory, discriminatory, violent, sexist or pornographic; or

---

May tarnish *SNC-Lavalin*'s reputation.

---

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

### For more information

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

---

## 7.3 Confidential Information

Our *confidential information* is one of our most important assets.

### 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*.

The unauthorized copying, taking or destroying of *SNC-Lavalin*'s intellectual property, during or after our relationship with *SNC-Lavalin*, is unlawful.

### We must always:

---

Avoid unauthorized use, theft or misappropriation of intellectual property including that belonging to *third parties*.

---

### For more information

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

---



## 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:

---

Channel such requests through Communications;

---

Contact the media only as private citizens and not as representatives of *SNC-Lavalin*;

---

Obtain our *manager*'s approval when we are keynote speakers at a conference;

---

Obtain our *manager*'s approval when we are participating in a panel and acting as a *company* representative;

---

Advise corporate Communications or the regional Communications vice-president by email before participating or representing *SNC-Lavalin* in any activities as described in the previous bullets;

---

Make sure that our comments remain strictly personal when sharing opinions on matters not related to *SNC-Lavalin*; and

---

Be cautious not to involve, commit, misrepresent or otherwise involve *SNC-Lavalin*.

---

Regional Communications logs and tracks all 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*; 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 [example scenario](#).

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# REPORTING SUSPECTED MISCONDUCT AND CONCERNS

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# 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 *leadership team*;
- > Our Integrity Officer;
- > Our Human Resources representative;
- > Our relevant representative from Global Health, Safety & Environment, Legal, Global Security, Finance or Internal Audit; or
- > The Reporting Line (operated by a secured third party provider).

## We must always:

---

Promptly disclose to Integrity or Legal 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 example scenario.

Watch our video.

## 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](#).  
Watch our [video](#).

---



## 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, Human Resources or Global Health, Safety and Environment. Subject matter experts such as Internal Audit and Project Delivery Services 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 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.

---

Failure to cooperate may lead to disciplinary measures, including dismissal.

We are all considered innocent until facts uncovered during the investigation point to the contrary.





# GLOSSARY

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<b>Actual Conflict of Interest</b>	refers to a real and existing conflict of interest.
<b>Alcohol</b>	refers to any substance that may be consumed and that has an alcoholic content in excess of 0.5 per cent by volume.
<b>Bank Account</b>	refers to an account with a bank or financial institution.
<b>Benefit</b>	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 manners 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.).
<b>Bonded Labor</b>	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.
<b>Bribery</b>	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.
<b>Business Partner</b>	<p>refers to a third party with whom SNC-Lavalin enters into a business relationship and who is expected to act on behalf of SNC-Lavalin for any purpose.</p> <p>A third party providing any of the following types of services should always be considered to be as business partner:</p> <ul style="list-style-type: none"> <li>&gt; applying for or obtaining licenses, visas, permits, certificates or similar documents;</li> <li>&gt; performing customs clearance and other customs-related services;</li> <li>&gt; providing recruitment services*;</li> <li>&gt; acting as representative;</li> <li>&gt; carrying out business development;</li> <li>&gt; acting as a lobbyist;</li> <li>&gt; acting as a sponsor or local partner, where mandated by law; or</li> <li>&gt; or entering with the company in any form of partnership-like relationship, such as a joint venture or a consortium.</li> </ul> <p>Clients and nominee shareholders are not considered to be business partners.</p> <p>Individual consultants are not considered to be business partners if they are hired through Human Resources and therefore 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.</p> <p>Law firms, EY, Deloitte, KPMG, BDO, Grant Thornton, PwC and technical services providers such as architects or engineers are only considered to be business partners if they are acting on behalf of SNC-Lavalin AND the contracting entity is based in a country where the Corruption Perception Index score (as published annually by Transparency International) is 45 and below.</p> <p>*Excluding loan of personnel such as outsourcing labor (labor brokers and staffing agencies).</p>

<b>Business Unit or BU</b>	refers to a sub-division of a sector that reports directly to the sector president.
<b>Client</b>	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.
<b>Close Personal Relationship</b>	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.
<b>Code of Conduct or Code</b>	refers to SNC-Lavalin's Code of Conduct in its current version, as amended from time to time.
<b>Company</b>	refers to SNC-Lavalin Group Inc. and all entities, joint ventures, partnerships or other undertakings under its direct or indirect control.
<b>Competitor</b>	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.
<b>Confidential Information</b>	<p>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:</p> <ul style="list-style-type: none"> <li>› Sensitive personal information (e.g. health records);</li> <li>› Intellectual property (client or SNC-Lavalin owned);</li> <li>› Strategic planning;</li> <li>› Mergers &amp; acquisitions information;</li> <li>› Information related to a bid during the bidding process;</li> <li>› Passwords, certificates or any documents that could be used to gain access to classified information; and</li> <li>› Information that could cause hazards to SNC-Lavalin employees' safety.</li> </ul>
<b>Conflict of Interest</b>	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.
<b>Consultant</b>	See Individual Consultant.
<b>Corporate Function</b>	refers to a corporate functional department such as Human Resources, Finance, Legal, etc.

<b>Corruption</b>	refers to the abuse of entrusted power for private gain.
<b>Custodian</b>	refers to a representative of a corporate function appointed by a governance owner to be responsible for the governance documents under his/her scope of responsibility.
<b>Data Privacy Principles</b>	<p>refers to the following:</p> <p>SNC-Lavalin takes responsibility for the personal data we hold and process.</p> <p>Personal data of individuals is always protected, secure and kept confidential.</p> <p>Personal data is collected only where necessary for legal, regulatory and business purposes and only used for the purposes it was collected for.</p> <p>Personal data is collected and processed fairly, lawfully, transparently and in accordance with our Code of Conduct and Data Privacy Compliance Policy Framework.</p> <p>Processing of personal data is documented and assessed at the outset to ensure there is the minimum privacy risk and impact to individuals.</p> <p>Personal data is only kept for as long as is necessary to achieve the original processing purpose or to satisfy our legal and regulatory obligations.</p>
<b>Data Protection and Privacy Law</b>	refers to the national or territorial data protection and data privacy legislation implemented in the countries in which SNC-Lavalin operates. For example, the 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 carried out in that jurisdiction. PIPEDA is one of the applicable data protection and privacy laws in Canada.
<b>Deviation</b>	refers to any deviation to, or non-observance of, an established governance document including the replacement of one or more action(s) (e.g. principle, rule or step) in a governance document with another or no action.
<b>Discrimination</b>	refers to situations where an individual, or group of individuals, is treated differently, or negatively, on account of their personal traits, beliefs, national or ethnic origin, culture, religion, political convictions, age, mental or physical disability, gender, sexual orientation, gender identity or any other grounds prohibited by law.
<b>Diversity</b>	refers to the mixture of differences and similarities that includes, for example, individual and organizational characteristics, values, beliefs, experiences, backgrounds, preferences and behaviors.
<b>Donation</b>	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.
<b>Drug</b>	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.
<b>Economic Sanctions</b>	refers to laws and regulations which prohibit or restrict business dealings with certain countries and their nationals, and/or with designated entities or persons.

<b>Employee</b>	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.
<b>Executive Committee</b>	refers to employees who are determined to form part of the company's executive committee.
<b>Expense Report</b>	refers to a report filed by the employee based upon the appropriate form provided through the finance system in order to claim reimbursement of his/her expenses.
<b>Export</b>	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) disclosing information, in some jurisdictions, to a person of foreign nationality, regardless of his or her location (deemed export).
<b>Export Controls</b>	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.
<b>External Auditor</b>	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.
<b>Facilitation Payments</b>	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: <ul style="list-style-type: none"> <li>› Obtaining issuance of licenses or permits; and</li> <li>› Processing governmental papers, such as visas and other official documents.</li> </ul>
<b>Family Members</b>	refers to the spouses, partners and family members who live in the same dwelling as SNC-Lavalin personnel.
<b>Forced Labor</b>	refers to exacting work or service from someone under the menace of any penalty when that person has not offered themselves voluntarily.
<b>Former Government Official</b>	refers to someone who was a government official at any time in the last 5 years.
<b>Gender Identity</b>	refers to the way a person self-identifies with regards to their gender (their perception of having a particular gender) and their gender expression.
<b>Gifts and Hospitality</b>	See Benefit.

<b>Governance Document</b>	refers to SNC-Lavalin's mission and vision statements, the Code of Conduct, the Supplier Code of Conduct, commitments, statements, policies, standard operating procedures, work instructions and any other document (processes, guidelines, templates, etc.) which set out mandatory rules within the company.
<b>Governance Owner</b>	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.
<b>Government Official</b>	<p>refers to an officer or employee of or any person (such as an attorney or legal representative) representing or acting on behalf of:</p> <ul style="list-style-type: none"> <li>› Any level of government (whether federal, provincial, state, municipal or other);</li> <li>› Political parties, party officials and candidates for public office;</li> <li>› State-owned and controlled entities*;</li> <li>› Public international or intergovernmental organizations; or</li> <li>› A person who holds a legislative, administrative, judicial or military position.</li> </ul> <p>* "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.</p> <p>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, countrywide state-owned or controlled entities are sometimes referred to as "crown corporations."</p>
<b>Harassment</b>	<p>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 or psychological or physical well-being, or results in a harmful work environment.</p> <p>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.</p>
<b>Immediate Family</b>	refers to an individual's spouse (or significant other), daughter, son, mother, father, sister or brother.
<b>Incident</b>	refers to an unplanned event that occurs casually in connection with something else.
<b>Inclusion</b>	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.

<b>Individual Consultant</b>	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.
<b>Information Technology Equipment</b>	<p>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.</p> <ul style="list-style-type: none"> <li>› Equipment: workstations, notebooks, smart devices, computer software as well as their peripheral components (ex. printers and other accessories).</li> <li>› Infrastructure: telecommunications network, servers, as well as their configurations, etc.</li> <li>› Services: email, internet, as well as the execution and scheduling of batch jobs.</li> </ul>
<b>Joint Venture</b>	refers to a contractual association of two or more entities jointly participating in a common business activity or pooling their resources to achieve a common goal, typically with an integrated scope, and shared profits, losses, and liabilities in accordance with their percentage interests in the joint venture.
<b>Leadership Team</b>	refers to members of the company's senior management team who are direct reports of the President and Chief Executive Officer.
<b>Liability</b>	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.
<b>Loaned Personnel</b>	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.
<b>Lobbying</b>	refers to the process of influencing, 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 government leaders. Lobbying activities can be exercised by in-house lobbyists and/or consultant lobbyists.
<b>Manager</b>	refers to an employee's direct functional supervisor. For employees assigned on projects, the operational manager may be asked to assist in the assessment of conflict of interest situations depending on the circumstances. In the case of a candidate, "manager" refers to the functional manager to whom the candidate will report.
<b>Modern Slavery</b>	refers to the recruitment, transportation, transfer, harboring, or receipt of persons by improper means (such as force, abduction, fraud, or coercion) for an improper purpose. Common forms of exploitation include domestic servitude, forced marriage, forced criminality, forced labor, bonded labor and sexual exploitation.
<b>Money Laundering</b>	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.

<b>Officer</b>	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.
<b>On Behalf of</b>	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 be reasonably be perceived to be, in the name or for the benefit of, or may otherwise be imputed to, SNC-Lavalin.
<b>Peer Review</b>	refers to an independent assessment of all or certain defined aspects of a project (or proposal) to assess the quality and completeness of its execution (or plan), confirm alignment of execution (or plan) with the project objectives and assess compliance with company governance framework and providing recommendations and/or actions back to the project (proposal) team.
<b>Perceived Conflict of Interest</b>	refers to a situation where an observer could reasonably conclude that a conflict of interest exists, even if it does not.
<b>Personal Data</b>	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. For further information, see the Data Privacy Compliance infozone page.
<b>Personal Data Processing</b>	refers to collecting, recording or storing personal data or carrying out any operation or set of operations on the data including retrieving, viewing, organising, 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.
<b>Policy</b>	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.
<b>Policy Coordinator</b>	refers to a member of the Policy Oversight Committee charged with the stewardship of the governance documents development and revision process. The Policy Coordinator is appointed by the Head, Integrity Program.
<b>Policy Oversight Committee (POC)</b>	refers to the committee established to guide good practices in global and functional governance and to assist in the review process for all new or amended governance documents as established in the Governance Framework Policy. The POC has an oversight role.
<b>Political Contribution</b>	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.
<b>Potential Conflict of Interest</b>	refers to a situation where there is a reasonable possibility of a conflict of interest arising in the future.

<b>Procedure</b>	refers to a governance document that provides rules, instructions and requirements on a specific subject to ensure quality, uniformity and control in the performance of tasks and processes within the organization.
<b>Project</b>	refers to a temporary endeavor 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.
<b>Retaliation</b>	refers to punishing someone for reporting, in good faith, an allegation or concern. Retaliation can include any negative job action such as demotion, discipline, firing, salary reduction or job or shift reassignment.
<b>Scorecard</b>	refers to SNC-Lavalin's tool referred to under the Gifts & Hospitality section of the Compliance Procedure.
<b>Secondary Employment</b>	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.
<b>Securities</b>	include SNC-Lavalin Group Inc.'s common shares and stock options granted under one of SNC-Lavalin Group Inc.'s stock option plans.
<b>Significant Financial Interest</b>	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.
<b>SNC-Lavalin</b>	refers to SNC-Lavalin Group Inc. and all entities, joint ventures, partnerships or other under-takings under its direct or indirect control.
<b>Social Media</b>	refers to electronic social networks and engagement platforms including, but not limited to: <ul style="list-style-type: none"> <li>› Personal blogs and websites;</li> <li>› Social networking sites (Facebook, Google+, etc.);</li> <li>› Professional networking sites (LinkedIn);</li> <li>› Micro-blogs (Twitter);</li> <li>› Discussion/chat forums whether political, non-political, or other;</li> <li>› Content sharing sites (YouTube); and</li> <li>› Content aggregation and social bookmarking sites (Alltop.com, Reddit, Digg).</li> </ul>
<b>Sponsorship</b>	refers to a business agreement whereby SNC-Lavalin makes a contribution to an organization in consideration for certain entitlements. The entitlements often take the form of publicity, brand visibility, an elevated profile for employees or other conditions. Because of the value inherent to these entitlements, 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 but can, on occasion, be paid out of Corporate Communications (CC) if the scope of the sponsorship requires it.
<b>Stakeholder</b>	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, non-profit organizations, investors, shareholders, etc.).

<b>Subcontractor</b>	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.
<b>Supplier</b>	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).
<b>Sustainability (Sustainable Development)</b>	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).
<b>System</b>	refers to SNC-Lavalin's network and enterprise applications as well as any process or methods used to produce a result.
<b>Tax Evasion</b>	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. Tax evasion can be realized by individuals, corporations or trusts.
<b>Third Party</b>	refers to any individual or organization, other than SNC-Lavalin, that personnel may come into contact with in 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.  Third party personnel is not on SNC-Lavalin payroll.
<b>Transactions</b>	include 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.
<b>Violence</b>	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.
<b>Workplace</b>	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.

# ADDITIONAL REFERENCES

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[Integrity Highlights](#)

# CONTACT

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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*.



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

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