



SNC • LAVALIN

Building what matters

Supplier Code of Conduct

SNC-Lavalin is committed to doing business with the highest integrity. And maintaining a reputation of integrity depends on the actions of everyone in the organization, as well as those of third parties the company partners with.

1. What you need to know

Ethics are fundamental to SNC-Lavalin's¹ business and decision-making process. In fact, the company goes beyond simply ensuring that its employees are aware of and understand its Code of Ethics and Business Conduct - the company also expects its suppliers², subcontractors and consultants (collectively referred to as "Suppliers") to respect and adhere to its values and high ethical standards of conduct. Working together, with integrity and transparency, is essential to SNC-Lavalin's business and its quality of services.

The following Supplier Code of Conduct summarizes SNC-Lavalin's expectations and governing principles as they apply to its Suppliers - working with SNC-Lavalin or acting on its behalf. The most current version is available on the company website at: www.snclavalin.com/ethics.

2. Compliance with Laws and Regulations

The Supplier must conduct its business in compliance with all applicable laws and regulations, including but not limited to those relating to corruption, bribery, money laundering, competition, terrorism, occupational health and safety, environment and export controls.

2.1 Bribery and Corruption

The Supplier must not, directly or indirectly, accept, request, offer, promise, grant or authorize the giving of any bribe, kickback, payment or any other advantage in violation of the Organisation for Economic Co-operation and Development (OECD) Convention of combating Bribery of Foreign Officials in International Business Transactions, Canada's Corruption of Foreign Public Officials Act, the United Kingdom's Bribery Act, the United States' Foreign Corrupt Practices Act and any analogous legislation of these and other jurisdictions.

2.1.1 Facilitation Payments

The Supplier must not make any facilitation payments on behalf of SNC-Lavalin or for the intended benefit of SNC-Lavalin, for any work whether the Supplier is working directly or indirectly with SNC-Lavalin, even in countries where it is tolerated by law.

2.1.2 Gifts and Hospitality

Care and caution must be exercised when offering or accepting occasional gifts, meals or entertainment and must not be used or give the appearance of being used to gain improper advantage or preferential treatment. As such, the Supplier is required to adhere to the following principles:

- ▶ Benefits must comply with applicable laws and regulations;
- ▶ Benefits must not be given or received, directly or indirectly, in exchange for any improper advantage or expectation that a business relationship will be unjustly influenced;
- ▶ Benefits must be: (i) reasonable in value, (ii) appropriate to the occasion, and (iii) appropriate to the position and management levels of the provider and recipient;
- ▶ Benefits must be given or received in an honest and transparent manner and must be auditable;
- ▶ The frequency and timing of benefits given to or received from the same individual or organization must not raise any conflicts of interest, appearance of conflicts of interest or impropriety;
- ▶ Given benefits must be recorded completely, accurately and in sufficient detail in the Supplier's books and records.

Footnotes

1. Refers to SNC-Lavalin Group Inc. and any entity over which it has direct or indirect effective control including the following entities: sectors, business units, divisions, regional offices, subsidiaries, as well as any partnerships, joint ventures, infrastructure concessions and consortia.
2. Also includes any entity over which the Supplier has direct or indirect effective control.



2.2 Accounting Practices and Record Keeping

The Supplier will keep accurate, complete and reliable books and records prepared and maintained in accordance with applicable laws and regulations.

2.3 Trade Compliance, Export Controls and Anti-Boycott

The Supplier's activities must be fully compliant with all applicable trade sanctions, export controls, customs and anti-boycott laws and regulations. The Supplier must also avoid the inclusion of any clause within a contract that would have the effect of illegally boycotting trade with a country.

2.4 Anti-Trust and Competition

The Supplier must engage in fair and honest competitive business practices and be compliant with anti-trust and competition legislation that apply in the jurisdictions where we do business.

3. Labour

3.1 Human Rights

All human beings should be treated with dignity, fairness and respect, and should not be forced to work against their will. 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.

The Supplier will not use, nor support the use of, child labor nor use any forced labor, including but not limited to involuntary prison labor, victims of slavery and human trafficking. The Supplier will allow all employees the choice to leave their employment freely upon reasonable notice.

3.2 Discrimination

The Supplier will maintain a work environment free of harassment and unlawful discrimination.

4. Sustainability

4.1 Health and Safety

The Supplier will ensure full compliance with the relevant health and safety laws, regulations and codes. The Supplier must be committed to protect its people, SNC-Lavalin employees and anyone else who comes into contact with its offices or operations from harm. The Supplier's primary focus is on accurate and timely hazard assessment to reduce the potential for any injury from occurring.

4.2 Environment

The Supplier must be committed to protecting the environment and carry out its work for SNC-Lavalin in an environmentally responsible and sustainable manner. The Supplier must, in carrying out its work for SNC-Lavalin, always comply with the applicable laws relating to the protection of the environment. SNC-Lavalin counts on its Suppliers to make prudent environmental decisions affecting our planet.

5. Additional Provisions

5.1 Conflict of Interest

The Supplier must be free to act with total objectivity in its business dealings and must consequently avoid any conflict of interest related to any work they are doing for SNC-Lavalin. The Supplier must disclose such actual, potential or perceived conflict of interest to its SNC-Lavalin point of contact before entering in any negotiations and/or business relationships with SNC-Lavalin.

5.2 Confidentiality of Information

The Supplier must prevent inappropriate or unauthorized access to, use or disclosure of any confidential information belonging to SNC-Lavalin or its clients, both during the course of and after completion of work and business activities with SNC Lavalin. Similarly, the Supplier must never access, use or distribute any confidential information belonging to clients, competitors, business partners etc., unless explicitly permitted in writing to do so.

5.3 Reporting Concerns

The Supplier must immediately report to SNC-Lavalin evidence or suspicion that an SNC-Lavalin employee or anyone engaged in SNC-Lavalin business has breached the SNC-Lavalin Code of Ethics and Business Conduct, our Supplier Code of Conduct, or any applicable laws, rules and regulations. This shall be done using one of the following channels:

- › The SNC-Lavalin point of contact;
- › SNC-Lavalin's Ethics and Compliance hotline at www.snclavalin.ethicspoint.com.

SNC-Lavalin prohibits retaliation against anyone who, in good faith, reports a violation, whether actual or suspected, of SNC-Lavalin's Code of Ethics and Business Conduct, its Supplier Code of Conduct or any violation of applicable laws, rules and regulations.



SNC • LAVALIN



snclavalin.com

September 2017