



CODE OF CONDUCT

MAY 2020



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CODE OF CONDUCT

APPROVED BY THE BOARD OF DIRECTORS ON MARCH 17, 2015

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INTRODUCTORY REMARKS

As a professional services firm, we seek to adopt best practices that contribute to preserving the reputation we have built over the years. This reputation, along with the excellence of our professional services, enables us to maintain the relationships of trust we have with our clients, shareholders, employees and other stakeholders.

We are proud of our success, which rests not only on the excellence of our services and leadership, but also on the loyalty of our clients. This is the result of our disciplined and thorough approach to the work we do and the motivation we feel to give the best of ourselves.

Our employees are all ambassadors for WSP Global Inc. and its subsidiaries (collectively, the "Corporation") and their actions, whether on a business, professional or personal level, reflect on our organization. The integrity of our business depends on the integrity of each and every one of our employees.

In order to continue to earn the trust of our clients and stakeholders, and to preserve our reputation, we must set high standards of conduct for ourselves. In that regard, our Code of Conduct (the "Code") reflects our commitment to abide by ethical principles in our business dealings with clients, shareholders, employees and suppliers. It aims, among other things, to provide guidance and a framework for our actions and behaviours with respect to our corporate obligations as well as our business activities. This Code applies to all our employees, officers and members of the board of directors.

Integrity is everyone's business. All employees must read our Code, adopt it and, as a matter of obligation, comply with it. Each of us has a role to play in upholding the very highest standards of integrity.

A handwritten signature in black ink, appearing to read 'ALH' followed by a flourish.

Alexandre L'Heureux

President and Chief Executive Officer



OUR GUIDING PRINCIPLES

We value our people and our reputation

We make extraordinary efforts to attract, develop, engage and retain the best professionals in our fields of expertise because this is what makes us great. We put the highest ethical standards at the centre of all we do. Professionalism is inherent in our offering. We are humble and act with moral and intellectual integrity, keep our word, treat everyone with respect, support our colleagues, and embrace diversity. We care about individuals and their progress and offer the most fulfilling career development for our professionals. We promote our young recruits because we believe fresh perspectives bring great ideas and new energy.

We are locally dedicated with international scale

Our strength is our ability to adapt to our client culture and local markets. We provide our clients with the same personalized services as a specialist firm while at the same time leveraging our worldwide expertise to undertake the most complex projects and assist our clients to realize their ambitions. We achieve this by remaining agile, with a common-sense approach, and by keeping our structure and business model simple and lean. Our focus on growth also allows us to better serve our clients by expanding our offering, expertise and geographical reach.

We are future-focused and challenge the status quo

We anticipate trends in order to propose innovative ideas for our clients to meet their business objectives. We ask questions, look at complex problems from different angles and find solutions that break paradigms. We are problem-solvers who evolve, improve, modernize and excel. We know our solutions will shape the communities of tomorrow and help societies thrive sustainably. We embrace change and have an uncompromising determination to achieve excellence.

We foster collaboration in everything we do

Our international agility is founded on our collaborative working environment. Our devotion to teamwork creates unique international networks of outstanding professionals who understand that great achievements come from collaboration. We embrace and support a high-performing culture, always strive to learn from others, and foster a stimulating work environment. We put the interest of our team ahead of our own and joining us is the best way to fully understand the collegiality that defines our firm.

We have an empowering culture and hold ourselves accountable

We are empowered to turn challenges into opportunities while being held accountable to standards beyond the norm. Our proactive leadership empowers us to be client-focused, agile and responsive, while at the same time being accountable to our clients, our peers and our shareholders. The profitability of our firm is essential to our future and this is why we manage our business responsibly as if it were our own.



SCOPE AND APPLICABILITY

The Code of Conduct (the “**Code**”) concerns WSP Global Inc. and its subsidiaries (collectively, the “**Corporation**”) and applies to all employees, without exception. This includes the President and Chief Executive Officer, officers, vice presidents, directors, managers, employees, independent contractors and other persons subject to an employment-type relationship with the Corporation, its subsidiaries and affiliated companies and members of the board of directors of the Corporation (collectively, the “**Employees**”). The Code sets forth general principles to guide Employees in making ethical decisions. It takes into account applicable legal and regulatory requirements, and is designed to provide overarching guidance. In adhering to the Code, Employees will act in compliance with increasingly complex international and national laws and regulations. For ease of reference, a list of defined terms is included in the glossary at the end of the Code.

The Code is to be read together with its underlying policies, such as the *Anti-Corruption Policy*, and regional supplements, where applicable.

As a professional services firm whose staff includes Employees from many different backgrounds, the Corporation is also governed by and required to comply with the codes of ethics of various professional orders and organizations. It should also be noted that this Code does not replace or amend any legislative or regulatory provisions.

COMPLIANCE WITH THE CODE

All Employees have a responsibility to understand and comply with the Code. Employees must act in accordance with WSP’s guiding principles and perform their duties with honesty and integrity in all areas, including those not specifically addressed by the Code.

Subject to applicable laws, regulations, collective agreements and procedures, suspected violations of the Code and underlying policies will be investigated. Disciplinary measures, up to and including dismissal, may be taken against any Employee who:

- violates the Code or its underlying policies or does not adopt the conduct advocated therein;
- encourages other Employees to violate the Code or its underlying policies;
- deliberately breaches the obligation to report a potential violation, fails to do so promptly, or withholds relevant information concerning a potential violation;
- refuses to cooperate during an investigation related to a suspected or known violation or purposely interferes with the conduct of an investigation;
- retaliates or confronts another Employee who reported a potential violation;

The Corporation reserves the right to take disciplinary action on matters involving Employee misconduct, whether expressly covered by the Code or not.

GOVERNANCE OF THE CODE

The Governance, Ethics and Compensation Committee of the Corporation’s board of directors (the “**Governance, Ethics and Compensation Committee**”), comprised of three independent directors and the Chief Ethics and Compliance Officer, are responsible for overseeing the interpretation of the Code.



The Governance, Ethics and Compensation Committee may review, modify or amend the Code at any time to reflect the complexity of the changing business environment in which the Corporation operates. This Committee is responsible for developing best in class governance standards for the Corporation and for reviewing related procedures to ensure compliance with applicable laws and regulations.

The Corporation's Internal Audit department is also tasked with ensuring that these governance standards are respected. The Internal Audit department reports to the Audit Committee of the Corporation's board of directors (the "**Audit Committee**").

BUSINESS STANDARDS

The Corporation's key business standards include:

- The commitment to adopt a zero-tolerance policy to any form of corruption.
- The commitment to act ethically, with integrity, fairness and excellence in dealings with all business partners, and the expectation of the same commitment in return.
- The expectation that Employees will avoid personal activities and financial transactions that conflict – or appear to conflict – with those of the Corporation.
- The commitment to take appropriate measures to deter fraud.
- The commitment to keep accurate books and records throughout the Corporation's operations.
- The commitment to protect trade secrets and confidential information of the Corporation, and the expectation of the same commitment by business partners.

BUSINESS INTEGRITY

GENERAL

The Corporation carries out its business activities with honesty and integrity at all times. The future of the Corporation's success depends upon the trust of clients and other stakeholders, as well as on the Corporation's reputation for technical expertise and reliable, ethical conduct.

In all the Corporation's business activities, it complies with both the letter and the spirit of national and international laws. Regardless of the country Employees find themselves in, they must diligently protect the Corporation's integrity at all times and must comply with the legal and regulatory requirements of the countries in which the Corporation operates.

The Corporation is subject to strict anti-corruption laws, including the *Canadian Corruption of Foreign Public Officials Act* (CFPOA), the *United States Foreign Corrupt Practices Act* (FCPA), and the *United Kingdom Bribery Act* (UKBA). They can apply to Employees and subsidiaries everywhere in the world, regardless of nationality or location. The penalties for infringement of these laws can include fines and prison sentences for individuals and heavy fines for companies.

ZERO TOLERANCE TO ANY FORM OF CORRUPTION

The Corporation has a zero-tolerance approach to all forms of corruption. In particular, the following practices are expressly prohibited by the Code as well as under international anti-corruption legislation: bribery, kickbacks and facilitation payments.



SPECIAL CONSIDERATIONS FOR HIGH-RISK COUNTRIES

At times, WSP executes projects in, or in relation to, a country, territory or region that may pose an elevated ethics, compliance, health or safety risk. Employees must be especially careful when conducting business in a High-Risk Country, notably because of the increased corruption or safety risk.

For more information on doing business in a High-Risk Country, please refer to the *High-Risk Countries Policy*, which is available on WSP's intranet sites.

SPECIAL CONSIDERATIONS FOR PUBLIC OFFICIALS

Public Officials include representatives of the government, civil servants, and employees of state-owned or state-controlled entities. Special care must additionally be taken when dealing with Public officials, since anti-corruption laws are particularly strict in this area.

BRIBERY

Bribery includes payments to secure a business advantage to which the Corporation is not entitled. A bribe may take the form of a financial inducement, a gift in kind, or some other favour, such as an offer of employment to a relative of the person being bribed. None of these are acceptable.

KICKBACKS

Kickbacks are a form of bribery that arise when suppliers of service providers pay part of their fees to the individuals who awarded the contract, or provide some other form of business advantage.

FACILITATION PAYMENTS

Facilitation payments are small payments to officials with a view to speeding up routine governmental transactions to which the payer is already entitled. Examples include payments to speed up customs clearances, and extra fees to officials to secure electricity connections. Facilitation payments undermine good governance, and a willingness to make them often leads to demands for larger, more significant payments.

The Corporation prohibits all forms of corruption, including bribery, kickbacks and facilitation payments. In the case that a demand for a facilitation payment includes a threat of violence or personal harm, Employees will use their best judgment to abide by the Corporation's business standards while ensuring that any risk to life or liberty is minimized.

Employees who encounter any form of corruption must report the situation directly to the regional Ethics and Compliance representative, the Chief Ethics and Compliance Officer or through the Corporation's Business Conduct Hotline. Once reported, the situation will be recorded and the necessity of further action will be assessed.

For more information on the Corporation's approach to anti-corruption, please refer to the *Anti-Corruption Policy*, which is available on the Corporation's web and intranet sites.

GIFTS, ENTERTAINMENT AND HOSPITALITY

Employees may not solicit, give or receive, either directly or indirectly, gifts, gratuities, special allowances, favours or benefits in relation to an individual or corporation with which they do business, if the benefit could



unduly influence the judgment of the recipient by creating a disproportionate obligation to return the favour or by creating an appearance of impropriety.

Employees must be vigilant when exchanging business courtesies. If there is any appearance that either party is under a business obligation as a result of the gift, entertainment or offer of hospitality, then it is not acceptable.

By maintaining independence, the Corporation and its Employees avoid real, apparent or potential conflicts of interest. Employees must therefore decline or return an invitation or a gift that is offered repeatedly or whose significance makes them uncomfortable, and notify their immediate supervisor.

REGISTERING A BUSINESS COURTESY EXCHANGE

The specific monetary value of acceptable modest gifts, entertainment or hospitality applicable in each region in which the Corporation operates is available through regional guidelines, which can be requested from any local senior manager or the regional Ethics and Compliance representative. The regional guidelines will establish when a business courtesy exchanged with a third party must be approved and registered. Where registration is required, the business courtesy exchange must be recorded in the Corporation's gift, entertainment and hospitality registry, accessible through the Corporation's intranet.

For more information and guidance on the exchanges of gifts, entertainment and hospitality, please refer to the *Gifts, Entertainment and Hospitality Policy*, which is available on the Corporation's web and intranet sites.

WORKING WITH THIRD PARTIES

The Corporation does not engage in any form of corruption or bribery, either directly or indirectly. This zero-tolerance approach applies to all Employees and external third parties with whom the Corporation carries out business, including business partners, joint venture or equity partners, acquisition targets, service providers, suppliers, vendors, consultants, sub-consultants, contractors, or any other persons acting on its behalf (such as agents, representatives or sponsors) and their employees or other persons working on their behalf. This commitment is made on ethical grounds and because Employees personally and the Corporation could be held legally accountable if business partners are involved in any malpractice or corruption when acting on its behalf.

For more information on how to identify and manage bribery and corruption risk relating to third parties, please refer to the *Working with Third Parties Policy*, which is available on the Corporation's web and intranet sites.

POLITICAL CONTRIBUTIONS AND INVOLVEMENT

Political contributions and donations can involve cash and non-cash items, such as the use of corporate facilities, services or materials, or Employee time. Typically, they are to support a governmental entity, or a political organization, party or candidate. As a general rule, the Corporation does not make any political donations or contributions.

This being said, Employees have the right to participate in political activities in their personal capacity and to pay political contributions out of their own pocket, so long as this does not lead them into a real, apparent or potential conflict of interest situation. Furthermore, Employees will not be reimbursed in time, money or in any other form of compensation by the Corporation for their activities.

Exceptionally, in the US, the Corporation's operating companies may make political contributions or donations as they are permitted by law and are an accepted part of local custom and practice with respect to government and



industry engagement. In the US, the Corporation's operating companies making political contributions or donations must comply with applicable policies and processes. For more information on the unique requirements applicable in the US, please refer to the *US Supplement to the Code of Conduct*.

CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

As a global corporate citizen, the Corporation can, on some occasions, make charitable contributions or provide sponsorships in support of local communities or initiatives that are in line with its Guiding Principles.

Charitable contributions and sponsorships must always be attributed based on a strict selection process and must avoid any appearance of impropriety, conflict of interest or undue advantage to the benefit of the recipient. Appropriate verification and due diligence must always be conducted regarding the recipient prior to issuing the charitable contribution or sponsorship. All charitable contributions and sponsorships must be approved in accordance with applicable regional guidelines.

LOBBYING

The Corporation complies with applicable legal obligations in dealing with governments and regulatory agencies of the countries in which it operates. The Corporation, its Employees or other parties who interact on the Corporation's behalf, for lobbying activities with public officials or other government entities, are responsible for complying with lobbyist registration and lobbying transparency laws in jurisdictions where the Corporation operates.

RESPECTING COMMUNITIES

The Corporation contributes positively to communities in which it carries out business activities through the services provided and the lasting infrastructure that is left for the public, such as schools, hospitals, other social infrastructure and transport systems. The Corporation and its Employees always respect the traditions, cultures and laws of the countries in which operations are carried out and take into account the concerns of the wider community, including both national and local interests.

The Corporation is never complacent about the way it operates in a local area, or the impact operations can have on local people and their environment. Communities affected by the Corporation's projects will be regularly updated and informed of their progress. Additionally, the Corporation will seek to employ qualified local people on its projects wherever possible.

The Corporation believes that profitable markets, healthy communities and environmental limits are not competing interests; they are shared outcomes that closely align with one another. The Corporation, through its Employees, will listen to the concerns of local communities and, wherever it can, will act to mitigate them to the very best of its capabilities.

FINANCIAL CONDUCT

FRAUDULENT OR DISHONEST ACTIVITIES

Employees are strictly prohibited from carrying out fraudulent or dishonest activities. All statements and reports, including expense reports, invoices, pay slips and Employee records, must be prepared carefully and honestly.



For example, Employees must not engage in the following activities, which are deemed fraudulent and dishonest:

- Falsification of supplier invoices or receipts;
- Fictitious payroll transactions;
- Deliberate false statements, made orally or in writing, about the Corporation, other Employees, supervisors, oneself or work-related situations;
- Approval or receipt of payment for goods not received or services not performed;
- Misappropriation of funds, securities, supplies or any other assets;
- Creating or altering hardcopy or electronic documents with the intent to defraud the Corporation or its clients;
- Falsification of financial or accounting data related to cash transactions;
- Improper use or falsification of the Corporation's letterhead for non-business related purposes.

BOOKS, ACCOUNTING RECORDS AND INTERNAL CONTROLS

The Corporation is required under various national and international securities, tax, anti-money laundering and other laws and regulations, as well as the International Financial Reporting Standards (IFRS) to keep books, records, and accounts that accurately reflect overall operations and to establish for this purpose an appropriate accounting and internal control system. All transactions, assets and liabilities of the Corporation recorded in its books must accurately reflect its overall operations. The Corporation's books, records and accounts must therefore be valid, complete, accurate, and based on verifiable supporting documentation. Employees must strictly refrain from being involved in fraud, money laundering, tax evasion or any other type of criminal activities, and under no circumstances should parallel accounts be kept.

The Corporation adopted internal controls and procedures to meet its accounting requirements and comply with legislation and regulations. Employees are required to comply with and implement such controls and procedures in order to ensure that all financial transactions are recorded completely and accurately. Employees must notably adhere to the following rules:

- Employees must not make improper or inaccurate time sheet entries.
- Employees must not improperly accelerate or defer the recording of revenues or expenses so as to give the impression that financial targets or results have been attained.
- Employees must not keep assets or funds "in reserve" by not officially recording them in the books.
- Employees must not establish or maintain accounts and financial records in an inadequate, incomplete, fraudulent or misleading manner.
- Employees must not issue payments for reasons other than those stated in the supporting documents.
- Employees must not submit or approve an expense report where they suspect that some expenses were not actually incurred, are not accurate, do not clearly or accurately describe the expense or its purpose or do not comply with the expense policies.
- Employees must not sign any documents that they know or suspect to be inaccurate or untruthful.
- Employees must not interfere with the process of auditing the Corporation's accounts by internal or external auditors, nor seek to improperly influence the auditing process, either directly or indirectly.



- Employees in supervisory roles must implement internal controls relating to the activities for which they are responsible, with a view to safeguarding the assets of the Corporation and ensuring the accuracy of its financial reports and accounts.
- No transactions may be concealed from management or from the Corporation's auditors.

Any Employee who does not comply with these rules can be considered as engaging in fraudulent or dishonest activities. Furthermore, the Corporation may take all appropriate measures to recover wrongfully obtained assets.

Any Employee with knowledge of irregularities concerning the accounting of a transaction involving the resources of the Corporation or other suspicious activity, including by third parties, must promptly report the situation to their immediate supervisor, the Vice President of Internal Audit and/or the Chief Ethics and Compliance Officer. Irregularities and suspicious activity can also be reported in a confidential manner in accordance with relevant internal procedures, notably through the Corporation's Business Conduct Hotline.

STOCK MARKET TRANSACTIONS AND INSIDER TRADING

Securities legislation imposes restrictions on the purchase, sale or other dealings of securities by anyone possessing "privileged" information that is not yet public knowledge and that could impact the share price of the securities of a given corporation.

Employees are therefore not authorized to sell or purchase securities of the Corporation, or third-party companies with which it has business dealings, when they have knowledge of material non-public information obtained in the course of employment, nor are they authorized to pass on such "tips" to anyone else. In addition, Employees must take care not to inadvertently disclose confidential information to their spouse, family members or anyone else living in their household, or to business partners, friends or acquaintances, because this could be considered "insider trading."

DEFINITION OF "MATERIAL NON-PUBLIC INFORMATION"

Information should be regarded as "material" and "non-public" if it has not been previously disclosed and is not otherwise available to the general public, and if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of the Corporation's securities. Such material non-public information could therefore spur investors to buy, sell or trade the Corporation's securities, as well as the securities of third-party companies with which it has business dealings.

Examples of information considered to be "material" until disclosed publicly include:

- Acquisition-related information;
- Quarterly and annual financial statements;
- Strategic plans;
- Business results;
- Operating statistics; and
- Major changes in senior management.



DEFINITION OF AN "INSIDER"

An insider is an individual who possesses material non-public information on the Corporation. An individual who conducts transactions on the securities of the Corporation before that information becomes known to the public is engaging in insider trading.

For example, insider trading occurs where an Employee, who knows that the Corporation is about to conduct an important transaction to finalize an acquisition that could have an impact on the share value, buys or gets another person to buy shares on the stock exchange before that information is made available to the general public.

For more information on insider trading, please refer to the *Insider Trading Policy*, which is available on the Corporation's web and intranet sites.

DISCLOSURE OBLIGATIONS

The Corporation is required by virtue of various securities legislation to inform the public on a regular basis concerning the state of its business and financial situation. This is done primarily through the Corporation's quarterly and annual reports as well as through material published in connection with the annual shareholders' meeting. The Corporation provides additional disclosures through information produced for specific occasions, such as communications with financial analysts and quarterly press releases. All Employees who are involved in preparing and disseminating such information or who themselves offer such information have an obligation to ensure that the disclosure is full, fair, accurate, timely and understandable.

The Corporation has adopted control methods and procedures designed to meet the above disclosure requirements. An Employee with knowledge that information made public is not accurate, complete or timely, or with knowledge that a given development or fact may require disclosure, must report the matter immediately to the Ethics and Compliance Office.

To ensure maximum consistency in the information disclosed to the public, only a limited number of individuals are authorized to communicate with the financial community on behalf of the Corporation. These individuals are:

- The Chairman of the Board;
- The Chief Executive Officer;
- The Chief Financial Officer; and
- The Communications/Investor Relations Officer;
- Other persons authorized by the Chief Financial Officer.

For more information on disclosure obligations, please refer to the Corporation's *Public Disclosure Policy*, available on the Corporation's web and intranet sites.

CONFLICTS OF INTEREST

GENERAL

To maintain the trust of clients and the public, Employees are required to behave in a loyal manner at all times so as to protect the interests of the Corporation.



Employees must therefore avoid behaviours that might be prejudicial to the Corporation, its image and its reputation. This is notably achieved by avoiding conflicts of interest and by respecting the confidentiality of the Corporation's information.

PERSONAL CONFLICTS OF INTEREST

Employees must avoid putting themselves in a real, apparent or potential conflict of interest situation. As an example, a conflict of interest exists if a given Employee allows or appears to allow their personal or private interests or the interests of their family, other relatives or associates (a company they own or in which they have an interest, a business partner, etc.) to affect their ability to perform their work objectively, impartially and effectively.

Employees must avoid real, apparent or potential conflicts of interest whereby personal interest may be to the detriment of the Corporation's interests. If there is a conflict, the interests of the Corporation must take priority.

Employees must also adhere to regional conflicts of interest guidelines, where applicable.

EXAMPLES OF CONFLICTS OF INTEREST

To determine the existence of a real, apparent or potential conflict of interest, Employees should consider whether:

- (i) their behaviour is in line with the Corporation's guiding principles;
- (ii) they are performing their duties in an objective and impartial manner;
- (iii) their actions or decisions result in (or give the appearance of resulting in) a financial or other benefit for themselves, someone with whom they have a personal relationship or a company or other entity in which they hold an ownership interest, and;
- (iv) they would be embarrassed to discuss the situation with their supervisor or colleagues.

The following are examples of a real, apparent or potential conflict of interest and the action to be taken in such situations:

- Doing or carrying out business with family and friends must be disclosed and the Employee must not be involved in any selection process involving such persons.
- Information on corporate business opportunities contemplated by the Corporation should never be discussed with third parties in which an Employee may have a direct or indirect interest.
- Direct supervision of anyone with whom an Employee has a family relationship must be avoided as it could give rise to an appearance of favouritism.
- Disposal of any Corporation assets in favour of an Employee, his/her family, relative or associate for a consideration lower than fair market value must be authorized by the Ethics and Compliance Office or Legal department.

SERVICE EXCLUSIVITY

Employees are required to work exclusively for the Corporation while being employed by it. This requirement may vary in certain regions and is subject to local laws and collective agreements. Employees should check with the local Human Resources department.



Employees may not carry out business activities or accept mandates on behalf of third parties, either directly or indirectly, for compensation or otherwise, which compete with the regular activities of the Corporation, unless they have obtained prior consent from their supervisor and the regional Ethics and Compliance representative.

In the event that a member of management is asked to become a board member of a company, organization, or association, he/she may not accept such an appointment without prior approval from the Regional President and CEO.

REPORTING AND REGISTERING A CONFLICT OF INTEREST

If an Employee believes he or she is involved in a real, apparent or potential conflict of interest, the situation must be promptly reported to and reviewed by the Employee's immediate supervisor and notified to the regional Ethics and Compliance representative. Any real, apparent or potential conflict of interest must be recorded in the Corporation's conflict of interest registry along with any mitigation measures implemented to manage the conflict of interest. The Corporation's conflict of interest registry is accessible through the Corporation's intranet.

BENEFITS OR FAVOURS RELATING TO CORPORATION ACTIVITIES

Employees must not seek to take advantage of benefits or favours that could arise or be discovered by them as a result of their employment at the Corporation. They must not use the Corporation's property, or information obtained through employment with the Corporation, to their own benefit.

Employees must not seek to take advantage of a business opportunity that could become available to them outside the workplace, if the business opportunity is related to the Corporation's existing or proposed business activities. Moreover, Employees may not use property or information belonging to the Corporation for personal advantage, nor may they compete with the Corporation in any business endeavour.

Furthermore, subject to business relationships that the Corporation may already have negotiated or entered into with certain business partners, Employees may not use the Corporation's name to obtain discounts or any other preferential treatment, without written authorization.

FAIR DEALINGS

GENERAL

Any business transacted on behalf of the Corporation must be conducted in an honest and straightforward manner so as to protect the integrity and reputation of the Corporation. It is the Corporation's policy to avoid misrepresentation, manipulation, concealment or any misuse of confidential information, and to not engage in negative discourse against competitors or any unfair practices with shareholders, clients, suppliers, competitors and Employees.

SELLING CORPORATE SERVICES

The Corporation develops innovative solutions, manages efficiently and delivers the best projects for its clients. The Corporation further provides a constructive experience based on professionalism and a proactive approach to client needs.



Clients expect that the Corporation will offer them quality services. They further expect accurate descriptions of the benefits that may be derived from such offerings. To maintain the trust of its clients, the Corporation undertakes the following commitments:

- To only offer services that it is authorized to provide alone, under contract, through an alliance or through an agent.
- To only offer services that clients desire.
- To promote its services in a straightforward and honest manner.
- To allow business partners to ask questions about their competitive choices.
- To deal with clients in a courteous, professional and constructive manner.

FAIR COMPETITION

The Corporation values fair and open competition. It will not enter into any business arrangement that eliminates or discourages competition or that confers an inappropriate competitive advantage, as such arrangements interfere with commerce and free trade. Activities of this type include price fixing agreements, boycotting of suppliers or clients, bid rigging, cartel conduct, exclusive dealing, misuse of market power, controlling the output or limiting the supply of goods and services, unconscionable conduct, concerted practices, price signaling, price fixing to eliminate a competitor, entering into an agreement or arrangement with competitors to divide a market, etc. Employees must comply with international and national competition and anti-trust laws, such as Canada's *Competition Act*.

INFORMATION ABOUT COMPETITORS

Employees are entitled to stay informed about the markets in which the Corporation operates and this includes obtaining information about competitors, their products, services, technologies, pricing, marketing campaigns, etc. However, such information must be collected through legal and ethical means, failing which the Corporation would be acting illegally and could expose itself to legal proceedings.

TRADE COMPLIANCE AND ECONOMIC SANCTIONS

The Corporation is committed to complying with applicable export controls, economic sanctions, embargoes and anti-boycott laws in the countries where it conducts business. Government-imposed trade controls and sanctions regimes can have broad prohibitions on transactions involving a link to the relevant jurisdiction and entail significant penalties for non-compliance.

The Corporation's *High-Risk Countries Policy* is part of its global effort to comply with applicable sanctions regimes and specifically reflects requirements of sanctions program regimes of the United Nations, Canada, the EU and the US.



MEDIA RELATIONS

The Corporation encourages all of its regional operating entities to be timely, responsive and open with local media, as well as to create opportunities that enhance the firm's image and safeguard its reputation. All media relations activities (including through social media such as, but not limited to, Twitter, Facebook, Instagram, LinkedIn or YouTube), with the exception of the restrictions above, are coordinated by the Regional Head of Communications/Marketing.

Given the large size and international structure of the Corporation, it makes many routine announcements or otherwise discloses information to the public that would not meet the definition of prohibited disclosure set out in the *Public Disclosure Policy*. Many of these routine communications relate to (i) specific projects, (ii) clients, (iii) work-in-progress, (iv) awards, or (v) views expressed by experts working for the Corporation. Please note that when making a disclosure about a specific project, prior client consent must always be obtained.

When an information request involves disclosure of information, the disclosure of which is or may be restricted, the Regional Head of Communications/Marketing will contact the Investor Relations Officer for guidance regarding the request prior to providing a response. The Investor Relations Officer may require that the Regional Head of Communications/Marketing respectfully decline the request as containing confidential or proprietary information, or may allow the Regional Head to proceed with a response.

Employees who are not authorized to serve as spokespersons at the corporate or regional level will not respond on behalf of the Corporation to any inquiry from, or initiate communication with, the media. The Regional Head of Communications/Marketing has a duty to speak truthfully and openly to the best of his/her knowledge regarding the Corporation, subject to the disclosure restrictions detailed in the aforementioned *Public Disclosure Policy* and other internal policies.



EMPLOYMENT POLICIES

GENERAL

The Corporation is committed to providing a work environment that is characterized by respect and dignity. Employees are expected to conduct themselves with honesty and integrity, and to treat others with fairness, dignity and respect. Each individual Employee is entitled to work in a businesslike environment that is healthy, sustainable, free of discriminatory practices and that promotes equal employment opportunities. Relations between individuals in the workplace are expected to be at all times professional in nature and free from any form of unlawful discrimination or harassment.

It is the Corporation's policy to uphold individual human rights and comply with applicable employment and labour legislation, as well as any other legislation governing employer-employee relations and the workplace and existing collective agreements. The Corporation does not tolerate any form of modern slavery (including forced labour, child labour, sexual exploitation and human trafficking). No Employee may interfere with or retaliate against another Employee who seeks to assert his/her rights under legislation governing labour or employee relations. Any questions regarding labour and employee relations or related Corporation policies should be directed to the regional Human Resources department.

DEVELOPING PEOPLE

The Corporation's decisions about recruitment, hiring, compensation, development and promotion are made solely on the basis of a person's ability, skills, experience, behaviour, performance and potential for the job.

The Corporation firmly believes that if it employs the best people and gives them an environment in which to grow and develop, it will achieve its business goals and retain its top talent. Developing its Employees is the best way to develop the organization as a whole. As such, the Corporation undertakes the following commitments:

- To employ people who will uphold high standards of ethical conduct.
- To provide Employees with a clear understanding of corporate goals, objectives, performance standards and behaviour expected of them.
- To provide Employees with a fair evaluation of their performance.
- To create a working environment in which all Employees feel valued.
- To provide constructive comments and feedback to develop Employees skill sets and improve business practices.
- To encourage and support all Employees so they can achieve their best potential.
- To identify and satisfy training and development needs, so Employees can perform and develop their skill sets.
- To uphold a fair system of recognition, reward and promotion across the Corporation.
- To never deny a promotion or opportunity on the basis of any form of discrimination.

ALCOHOL, DRUGS AND OTHER SUBSTANCES

The Corporation is committed to providing a drug-free and alcohol-free workplace. The consumption of alcoholic beverages by Employees while on duty or on Corporation premises is strictly prohibited. In exceptional



circumstances, managers may authorize the reasonable consumption of alcoholic beverages in connection with an official ceremony or activity.

Employees are prohibited from reporting for work under the influence of alcohol, an illegal drug or a controlled substance. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited in all circumstances while on duty or on the premises of the Corporation. Smoking is also prohibited in the workplace except as specifically provided for in certain designated areas.

Regional Employee manuals contain applicable employment policies and are available on regional intranet sites or from Human Resources departments.

FOR EXAMPLE...

As regards alcohol consumption in the workplace, a manager may authorize the consumption of alcoholic beverages as part of a social gathering designed to commemorate a co-worker's years of service.

PREVENTION OF VIOLENCE

Employee safety is of vital importance to the Corporation. No violence or threats of violence in the workplace will be tolerated. Any Employees who, on the Corporation's premises, experience, witness or otherwise become aware of a violent or potentially violent situation, or a similar situation that could have repercussions on the Corporation's business, must immediately report this to their supervisor.

DISCRIMINATION AND HARASSMENT

It is the Corporation's policy to provide Employees with equal employment opportunities and a work environment free of any harassment or discrimination based on criteria such as race, colour, national or ethnic origin, religion, sex (including pregnancy or childbirth), sexual orientation, age (except as provided by law), social or marital status, family status, mental or physical disability, or any other status protected by law. The Corporation prohibits workplace harassment and all types of unlawful discrimination, including sexual harassment, whether directed against an individual or group, including Employees, clients and shareholders.

FOR EXAMPLE...

Workplace harassment may take different forms, such as:

- Unwelcome remarks or jokes about an individual's race, colour, national or ethnic origin, religion, sex (including pregnancy or childbirth), sexual orientation, marital status, family status, age, mental or physical disability;
- The display of discriminatory or offensive pictures, posters, emails or screensavers;
- The transmission or receipt of messages or files, by e-mail or any other form of delivery, that are illegal, sexually explicit, abusive, offensive, profane, unwelcome, or that may tarnish the Corporation's reputation;
- Sexual harassment;
- Inappropriate physical contact;
- Threats, intimidation, or verbal abuse;
- Psychological harassment; or
- Any other action that may reasonably be perceived as offensive or disrespectful.



OCCUPATIONAL HEALTH AND SAFETY

The Corporation is committed to providing a safe and healthy work environment for its Employees. It expects Employees to observe applicable legislation, along with the guidelines included in the Corporation's *Global Health and Safety Policy*, and the instructions of their supervisors.

Work-related incidents and accidents, together with any concerns about workplace health and safety, must be immediately reported to an immediate supervisor, the Human Resources department or the person in charge of on-site health and safety.

For more information, please refer to the *Global Health and Safety Policy*, available on the Corporation's web and intranet sites.

THE ENVIRONMENT

The Corporation is committed to complying with all applicable environmental legislation. Employees are encouraged to conserve resources and to reduce waste and toxic emissions by participating in recycling and energy conservation initiatives and by submitting innovative solutions to clients as part of a sustainable development vision. Employees must also comply with any sustainable development policies put in place by the Corporation on a global as well as regional basis.

USE OF CORPORATION ASSETS

GENERAL

Employees must make appropriate use of the Corporation's property and physical resources, as well as its proprietary and other confidential information. Employees are also responsible for protecting the Corporation's assets, both tangible (material, buildings, personnel, property, information, revenue streams, etc.) and intangible (communication networks, information systems, intellectual property, etc.) All Employees must act in a reasonable manner and take appropriate safeguards to prevent losses attributable to the deliberate actions of others, whether these take place inside or outside the Corporation, and to prevent situations that could result in injuries, property damage, theft, loss, abuse or unauthorized access to physical assets or logical property, or to intellectual property (including data).

CARS OR OTHER VEHICLES

As part of their duties, Employees are sometimes required to use a Corporation vehicle, their personal vehicle or other types of motorized equipment. Driving while impaired or under the influence of any drug or substance is strictly prohibited. Furthermore, when driving a car or other vehicle, Employees must comply with the laws and regulations in force in the location where they are driving, and will be held personally responsible for any violation or fine to which they may be subject. Employees must also drive with care, respect and courtesy.

SOLICITATION

The workplace, facilities and physical resources must not be used for solicitation, publicity or advocacy purposes not directly related to the business activities of Employees, except in the case of charitable or other activities approved in advance. It is strictly prohibited for an Employee to canvass on Corporation premises to the benefit of a third party for any reason whatsoever.



FOR EXAMPLE...

Soliciting a co-worker to make a contribution or donation in an insistent manner may bother or create discomfort as the co-worker might feel obliged to make a contribution or donation. The same applies to advocacy. Employees must avoid expressing or imposing political or social opinions for the purpose of securing support in any form.

PROPERTY

Employees must acknowledge that any right, title or interest pertaining to research and development, patents, copyrights or any other form of intellectual property derived from work performed while employed by the Corporation, either alone or in collaboration, remains the property of the Corporation. Further, all files, notes and reports acquired or created in the course of employment remain the property of the Corporation. Data that is generated on a corporate device/network for the purpose of the business is the property of the Corporation.

Information technology (IT) equipment and tools are supplied to Employees by the Corporation primarily to facilitate and support the Corporation's business operations and to help Employees do their work. Such equipment and tools are at all times the property of the Corporation. No individual employed by or under contract to the Corporation may use, without prior authorization from his/her supervisor or business unit vice president, IT equipment and tools for business purposes other than those of the Corporation. IT equipment and tools must not be used for any illegal or improper purposes.

The Corporation's name and logo are trademarks that cannot be used by Employees except in the context of their functions according to the graphic design standards established by the Communications department.

FUNDS

Employees must properly use and protect cash, cheques and postage, and ensure that all expense reports, claims and invoices are accurate and approved in accordance with the Corporation's policies. Employees must produce receipts (supporting documents or proof of purchase) for any expenses incurred on behalf of the Corporation, justify their expenses and follow the reimbursement procedure established by the Corporation. They must charge all expenses and transactions to the appropriate accounts. Whenever possible, Employees should use the services of business partners with whom the Corporation has agreements.

The Corporation trusts its Employees and deems them responsible for managing their expenses with good judgment, as though they were dealing with their own funds. Employees should read local policies on expense statements for full details.

INTERNET AND E-MAILS

The Internet and e-mails are important business tools for the Corporation and its Employees. Employees are encouraged to use the Internet access provided to them to search for available information and to increase their knowledge and efficiency. When using this tool, individual Employees are responsible, from both a personal and professional standpoint, for protecting the Corporation's interests in accordance with this policy and the principles set forth in Employee manuals.

REASONABLE PERSONAL USE OF INTERNET AND E-MAILS

Personal use of the Internet and e-mail must be reasonable, appropriate and must not prevent an Employee from performing his/her duties in whole or in part, reduce productivity or effectiveness at work, or negatively impact



the Corporation in any way. While Employees are encouraged to engage in reasonable personal use of Internet access to fulfill certain training and professional development needs, they should not use the corporate network for purposes such as soliciting and/or proselytizing for commercial ventures, religious or personal causes, or to aide or benefit outside organizations.

IMPORTANT RESTRICTIONS

Certain types of information and communications available via the Internet must under no circumstances be engaged with, created, used, accessed, downloaded, disseminated, printed or stored. Although this is not an exhaustive list, examples of prohibited material and communications include obscene, pornographic, sexually explicit, racist, offensive, criminal, slanderous, discriminatory, rude, violent, and harassing or hate messages. Violation of these restrictions could lead to disciplinary measures.

The participation of Employees in blogs or other social media on behalf of the Corporation is authorized subject to the *Social Media Policy and Guidelines* and other communications guidelines and policies established by the Corporation. Only the Communications department and designated representatives are authorized to state official positions on behalf of the Corporation. Employees should under no circumstances share confidential or proprietary information on social media or other external channels and should ensure that such information is properly handled in accordance with the Corporation's *Information Classification and Handling Policy*. The Corporation will neither defend nor indemnify any Employee who receives a demand letter or against whom legal proceedings are initiated for illegal, non-ethical, prohibited or irresponsible use of Internet access privileges, including contributing content to and participating in blogs and other social media.

COMPUTERS

SOFTWARE

Employees are prohibited from making copies of software purchased or owned by the Corporation and from using software for which the Corporation does not have the required license or has not paid the required license fee, in violation of copyright or trademark laws. The use of personal software for private purposes is only acceptable under certain conditions and upon approval by management.

PERSONAL DEVICES

Employees should not connect personal devices that have not been explicitly approved by IT to the corporate network.

COMPUTER VIRUSES

Employees are prohibited from installing on the Corporation's computer systems applications or utilities (including those downloaded from the Internet) that have not been expressly authorized by the Corporation.

REASONABLE PERSONAL USE OF TELEPHONES AND COMPUTERS

Employees may use telephones and computers in the workplace for dealing with personal matters provided that usage is reasonable and that it does not disrupt the flow of work, result in additional costs for the Corporation, or negatively impact the Corporation in any way.



CONFIDENTIAL INFORMATION

GENERAL

Employees must be aware that confidential information and trade secrets must be protected in the same manner as other assets of value to the Corporation. In performing their duties, Employees must only use such information for the purposes for which it was intended. Document originals or copies may only be taken out of the Corporation's offices, in whole or in part, with the authorization of the Employee's supervisor, and provided such documents are kept in a secure environment at all times, that they are used only to perform the duties of Employees, and in such a way that they can be returned to the Corporation at any time upon request or at termination of the employment relationship. The *Information Classification and Handling Policy* sets forth the reasonable measures that must be taken to prevent unauthorized disclosure and provides further information on the identification and treatment of the Corporation's information.

PROPRIETARY INFORMATION

Many documents and much of the Corporation's information is proprietary. This means they contain highly confidential information that is crucial to the Corporation's business. Information provided to the Corporation by a client, business partner or other third party may also be proprietary, confidential or secret and must therefore be dealt with in accordance with the instructions provided by the third party. All proprietary confidential information must be protected against unauthorized disclosure or misuse.

Depending on the information involved, unauthorized disclosure or improper handling of such information could have serious repercussions for the Corporation. For instance, in the event of disclosure, the Corporation could be placed at a competitive disadvantage, could be exposed to legal proceedings, and could possibly have its reputation tarnished.

PERSONAL INFORMATION

"Personal Information" means information about an identifiable individual.

The Corporation is committed to the protection of Personal Information, in compliance with applicable privacy legislation, and to collecting and processing Personal Information only for purposes relevant to the Corporation's business. The Corporation's use of Personal Information is limited to the purposes for which it was originally collected.

The Corporation's *Global Privacy Policy* and *Information Classification and Handling Policy* provide further information and guidance on the measures taken by the Corporation to protect Personal Information.

PROTECTION OF INFORMATION

The Corporation's confidential information, including Personal Information, must be protected by safeguards appropriate to the level of confidentiality of the information and may only be used for the purposes for which it was collected. The Corporation's *Global Information Security Policy* and *Information Classification and Handling Policy* provide the framework for the Corporation's data protection and information security.

As the Corporation's tools and data storage locations evolve, Employees must make every effort to protect the Corporation's information against loss or unauthorized use. Employees are required to report any breach of



security rules that may occur. In addition to being responsible for safeguarding corporate information, Employees must not share it outside of the Corporation.

Furthermore, Employees should not put data in cloud storage, unless the service has been established and provided through the IT department.

Employees are not allowed to bypass or disable any security controls or tools that are implemented by the Corporation, use any other Employee's access to corporate resources, impersonate other individuals or perform any activities on the corporate network or a corporate-owned device that would reasonably be considered "hacking."

TERMINATION OF EMPLOYMENT

These obligations continue to apply when employment with the Corporation comes to an end. At that time, Employees must return all information and documents which pertain to the Corporation's business and should not retain any confidential information, including commercially strategic information. Such material is the property of the Corporation.

NETWORK MONITORING AND EXPECTATION OF PRIVACY

The Corporation reserves the right to block, track, monitor and disclose traffic flowing through the network for network management, security purposes, or to investigate suspected violations of the Code, underlying policies, or suspected illegal activities conducted during work hours or with Corporation assets, subject to applicable laws. Therefore, Employees should have no expectation of privacy regarding their use of the Internet at work, including e-mail messages sent or received using the Corporation's equipment or systems.

DOCUMENT RETENTION

The space available for storage of the Corporation's hardcopy and electronic documents is both limited and expensive. In addition, pursuant to applicable legislation, a certain number of documents must be destroyed, erased, or made anonymous when no longer required because the purpose for which they were compiled or kept has been fulfilled. On the other hand, there are legal requirements that certain records be retained for specific periods of time.

Whenever it becomes apparent that documents of any type will be required as evidence in connection with a lawsuit or government investigation, all such documents must be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should immediately be suspended.

Employees who are unsure about the need to keep or destroy particular documents should consult their immediate supervisor to determine if the documents in question are still useful or if there is a legal obligation to retain them for a given period of time.

WHERE TO TURN FOR HELP

If in doubt about any aspect of the Code, Employees may contact ethics@wsp.com or communicate directly with the regional Ethics and Compliance representative. Their contact information is available on the Corporation's intranet site.

Employees who wish to file a query related to the Code or report an alleged violation of the Code can follow the Corporation's internal reporting procedures or contact the [Business Conduct Hotline](#).



REPORTING SUSPECTED VIOLATIONS

GENERAL

Employees have a duty to report any known or suspected violation of the Code or of any applicable laws or regulations and are required to come forward with such information, without regard to the identity or position of the suspected offender.

Employees with information on potential non-compliant conduct of the Corporation or of any Employee must report the situation in accordance with the instructions provided below.

The employee reporting a potential breach of the Code must refrain from including export restricted or classified information in their report.

REPORTING AND INVESTIGATION PROCEDURES FOR EMPLOYEES

REPORTING MECHANISM

Cases involving a potential breach of the Code, including instances of questionable financial reporting, known or suspected cases of fraud, corruption, conflicts of interest, or other dishonest activities, must be reported.

Employees should first discuss the situation with a supervisor. In the event that the Employee is unable to discuss the situation with a supervisor, or does not accept their supervisor's response, they may do one of the following:

- Report directly to their Ethics and Compliance representative, to the Chief Ethics and Compliance Officer or the Vice-President of Internal Audit. Such reports can be done by phone, email or mail.
- Report through the Corporation's Business Conduct Hotline.

The information will be processed by the Chief Ethics and Compliance Officer or the Vice-President of Internal Audit, as the case may be, who will advise the chair of the appropriate committee of the Board of Directors.

INVESTIGATION

Allegations of potential violations of the Code, including instances of questionable financial reporting, known or suspected cases of fraud, corruption, conflicts of interest, or other dishonest activities, will be reviewed and investigated, as appropriate. Employees are expected to cooperate fully with any investigation, when required, and to refrain from purposely interfering in the conduct of an investigation.

CONFIDENTIALITY AND ANONYMITY

To the extent that it is practical and appropriate under the circumstances to protect the privacy of the individuals involved, the identity of anyone reporting a suspected violation or participating in an investigation will remain confidential. Furthermore, the reporting party may report a suspected violation anonymously, should they wish to do so.

PROTECTION AGAINST RETALIATION

The Corporation will not tolerate retaliation against anyone for making a report in good faith.

Any form of retaliation against someone who reports a violation of the Code, a law or regulation or who cooperates in the investigation of a reported violation, is itself a serious violation of the Code, even if it is



subsequently determined that the report was unfounded (provided it was made in good faith). Acts or threats of retaliation must be reported immediately so appropriate disciplinary measures may be taken against those involved.

BUSINESS CONDUCT HOTLINE

Employees can use the Corporation's confidential reporting service provided by an independent service provider to report any suspected violation of the Code. Additional information on the Corporation's Business Conduct Hotline is available on the Corporation's web and intranet sites.

WEB-BASED SERVICE

The Business Conduct Hotline web-based platform is accessible at the following link:

<https://wsp.ethicspoint.com/>

BUSINESS CONDUCT HOTLINE

Please refer to the list of local free phone numbers provided at the end of the Code in Appendix B.

APPENDIX A: GLOSSARY

BRIBERY

Bribery is the exchange of something of value to secure an undue, unwarranted or improper business advantage. A bribe may take the form of a financial inducement, goods or services, or some other favour such as an offer of employment to a relative of the person being bribed.

CFPOA

The *Corruption of Foreign Public Officials Act* (CFPOA) is Canada's anti-corruption law, which imposes criminal penalties on Canadian and foreign individuals and corporations for bribes paid to foreign public officials. It was enacted to ratify the OECD Anti-Bribery Convention in Canada.

CHILD LABOUR

Child labour is employment of children that interferes with their education, development or dignity, or that is unlawful.

EXTORTION

Extortion is the use of a threat to induce or force someone to engage in undesired activity or behaviour, typically involving the loss of money or some other benefit from the extorted party. In the context of corruption, an example of extortion would be a government official who demands monetary payment against a threat to use their power to damage the interests of a company or an individual.

FACILITATION PAYMENTS

Facilitation payments are small payments to officials with a view to speeding up routine governmental transactions to which the payer is already entitled.

FCPA

The *Foreign Corrupt Practices Act of 1977* (FCPA) is the main anti-corruption law of the United States. The FCPA prohibits individuals and corporations from paying or offering bribes (including kickbacks) to foreign officials. It imposes strict criminal sanctions for individuals and corporations who violate the act, as well as civil liabilities for improper record keeping.

FORCED LABOUR

Forced labour occurs when a person is forced to work against their will, is subject to seriously unfair labour practices, or is trapped by debt bondage.

FRAUD

Fraud is a deceitful act committed to secure an unwarranted, unfair and/or unlawful benefit. Corruption is therefore a form of fraud, committed against the public or a private organization by the person who receives the bribe or kickback.

PUBLIC OFFICIAL

Public official (also referred to as “government official” or “foreign official”) means representatives of governments at the federal, state and municipal levels (appointed or elected), as well as a wide range of civil servants and employees of foreign governments, state-owned or state-controlled entities, public international organizations, and any department, agency, or related government or public international entities, including any person acting in an official capacity for or on their behalf.

HIGH-RISK COUNTRY

High-risk country refers to a country, territory, or region that is subject to a comprehensive or partial international sanctions regime, has a low Transparency International corruption perception index (or no index at all), has a high score on the Basel anti-money laundering index, has a high International SOS medical or travel risk (or no rating at all), or is subject to applicable government travel warnings.

HUMAN TRAFFICKING

Human trafficking occurs when a person recruits, transports, harbours, receives or “trades” another person for the purpose of exploitation – typically forced labour, child labour and/or sexual exploitation.

KICKBACKS

Kickbacks are a mechanism to commit bribery and arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.

MODERN SLAVERY

Modern slavery includes forced labour, child labour, sexual exploitation and human trafficking.

MONEY LAUNDERING

Money laundering is the process by which the true origin and ownership of illicitly obtained funds is concealed. Corruption is frequently accompanied by money laundering to hide the illicit nature of bribes or kickbacks received.

OECD ANTI-BRIBERY CONVENTION

The Organisation for Economic Co-operation and Development *Convention on Combating Bribery of Foreign Public Officials in International Business Transactions* (OECD Anti-Bribery Convention) is an international treaty intended to reduce corruption in international transactions. Signatories to the convention, including 34 OECD members and 7 non-members as of May 20, 2014 are required to adopt domestic legislation to combat corruption involving individuals and corporations based in their countries. While the OECD Anti-Bribery Convention has no force of law in and of itself, it has served as the impetus for most domestic anti-corruption legislation around the globe, including the CFPOA and the UKBA. Similarly, the OECD serves as a watchdog for assessing the effectiveness of domestic anti-corruption legislation and promotes such legislation in countries where it is yet to be enacted.



PEPS

Politically exposed persons (or PEPs) are past or current officeholders, or individuals who are or were formerly entrusted with high-level public functions in a foreign country, as well as their immediate family members and close associates. Examples of these positions of trust and power include senior politicians, heads of state or of government, senior judicial or military officials, and important officials of political parties as well as senior executives of state-owned enterprises.

STATE-OWNED ENTERPRISES

State-owned enterprises are legal entities which are fully or partially owned or controlled by the government. Employees and representatives of state-owned entities are considered government or foreign officials under most anti-corruption legislation.

SEXUAL EXPLOITATION

Sexual exploitation occurs when a person abuses superior power, wealth, influence or trust in relation to sexual activity. It includes non-consensual sexual activity, sexual activity under duress or impaired/mistaken consent, and sexual activity as a condition for assistance or entitlements.

THIRD PARTIES

Third parties with whom the Corporation carries out business include business partners, joint venture or equity partners, acquisition targets, service providers, suppliers, vendors, consultants, sub-consultants, contractors, or any other persons acting on its behalf (such as agents, representatives or sponsors) and their employees or other persons working on their behalf.

UKBA

The United Kingdom's *Bribery Act 2010* (UKBA) is an anti-corruption law that prohibits the paying and receiving of bribes to foreign officials (including kickbacks) by individual British nationals and corporations that have a branch or subsidiary in any part of the United Kingdom. It also imposes serious criminal sanctions on both individuals and corporations for violating the act. It was enacted to ratify the OECD Anti-Bribery Convention in the United Kingdom.

WORKPLACE HARASSMENT

Workplace harassment is usually defined as any vexatious behaviour, in the form of recurrent conduct or verbal comments, actions or gestures, which are hostile or unwanted and negate an individual's dignity or psychological or physical integrity and which create a hostile or intimidating work environment.



Appendix B: Business Conduct Hotline Numbers

| COUNTRY OR REGION | FREEPHONE NUMBER |
|-------------------|---|
| Albania | Dial 00-800-0010, then at the English prompt, dial 877-315-9932 |
| Algeria | Dial 470-219-7121 |
| Australia | Dial 1-800-79-8620 |
| Austria | Dial 0-800-200-288* *At the English prompt, dial 877-315-9932 |
| Bahamas | Dial 1-800-872-2881, then at the English prompt, dial 877-315-9932 |
| Bahrain | Dial 800-00-001* U.S. Military Bases: 800-000-00* Cellular: 800-000-05* *At the English prompt dial 877-315-9932. |
| Belarus | Dial 8, then after the second dial tone dial 800-101. At the English prompt dial 877-315-9932 |
| Belgium | Dial 0-800-100-10, then at the English prompt dial 877-315-9932 |
| Belize | Dial 811, then at the English prompt dial 877-315-9932 |
| Benin | Dial 102, then at the English prompt, dial 877-315-9932 |
| Brazil | Dial 0-800-890-0288* Cellular: 0-800-888-8288* *At the English prompt dial 877-315-9932 |
| Brunei | Dial 800-1111, then at the English prompt dial 877-315-9932 |
| Bulgaria | Dial 00-800-0010, then at the English prompt dial 877-315-9932 |
| Canada | Dial 877-315-9932 |
| Cayman Islands | Dial 1-800-225-5288, then at the English prompt dial 877-315-9932 |
| Chile | Telmex: 800-225-288*; Telefonica: 800-800-288*; ENTEL (Spanish Operator): 800-360-312*; ENTEL: 800-360-311*; Easter Island: 800-800-311*; Easter Island (Spanish Operator): 800-800-312* |



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|-----------------------|---|
| | *At the English prompt, dial 877-315-9932 |
| China Netcom (North) | Dial 400-661-2639 |
| China Telecom (South) | Dial 400-661-2639 |
| Colombia | Dial 01-800-911-0010* Spanish Operator: 01-800-911-0011* *At the English prompt, dial 877-315-9932 |
| Costa Rica | Dial 0-800-011-4114* Spanish Operator: 0-800-228-8288* *At the English prompt dial 877-315-9932 |
| Croatia | Dial 0800-220-111, then at the English prompt dial 877-315-9932 |
| Cuba | Dial 2935, then at then English prompt dial 877-315-9932 |
| Cyprus | Dial 800-900-10, then at the English prompt dial 877-315-9932 |
| Denmark | Dial 800-100-10, then at the English prompt dial 877-315-9932 |
| Dominican Republic | Dial 1-800-872-2881* Spanish Operator: 1-800-225-5288* *At the English prompt dial 877-315-9932 |
| Ecuador | Dial 1-800-225-528* Spanish Operator: 1-999-119* *At the English prompt dial 877-315-9932 |
| Egypt | Cellular: 02-2510-0200* Cairo: 2510-0200* *At the English prompt dial 877-315-9932 |
| El Salvador | Spanish Operator: 800-1785* *At the English prompt dial 877-315-9932 |
| Estonia | Dial 800-12001, then at the English prompt dial 877-315-9932 |
| Finland | See https://wsp.ethicspoint.com/ . For additional information, please refer to the note at the bottom of Appendix B. |
| France | Dial 0-800-91-1723 |
| Germany | Dial 0-800-225-5288, then at the English prompt dial 877-315-9932 |



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|---------------|---|
| Ghana | Dial 0-2424-26-004, then at the English prompt dial 877-315-9932 |
| Greece | Dial 00-800-1311, then at the English prompt dial 877-315-9932 |
| Guatemala | Dial 999-9190, then at the English prompt dial 877-315-9932 |
| Hong Kong | Dial 800-93-2266, then at the English prompt dial 877-315-9932 |
| India | Dial 000-117, then at the English prompt dial 877-315-9932 |
| Japan | NTT: 0034-811-001* KDDI: 00-539-111* Softbank Telecom: 00-663-5111* *At the English prompt dial 877-315-9932. |
| Korea (South) | Dacom: 00-309-11* ONSE: 00-369-11* Korea Telecom: 00-729-11* U.S. Military Bases - Dacom: 550-2872* U.S. Military Bases - Korea Telecom: 550-4663* *At the English prompt, dial 877-315-9932 |
| Macau | Dial 0-800-111, then at the English prompt, dial 877-315-9932 |
| Malaysia | Dial 1-800-80-0011, then at the English prompt dial 877-315-9932 |
| Mexico | Dial 01-800-288-2872* Spanish operator: 001-800-658-5454* Por Cobrar: 01-800-112-2020* *At the English prompt, dial 877-315-9932 |
| New Zealand | See https://wsp.ethicspoint.com/ . For additional information, please refer to the note at the bottom of Appendix B. |
| Norway | Dial 800-190-11* U.S. Military Bases: 800-199-11* *At the English prompt, dial 877-315-9932 |
| Pakistan | Dial 00-800-01-001 (not available from cellular phone), then at the English prompt dial 877-315-9932 |
| Panama | Dial 001-877-315-9932 |
| Peru | Telephonica (Spanish Operator): 0-800-50-000* |



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|----------------------------|---|
| | Telephonica: 0-800-50-288* *At the English prompt, dial 877-315-9932 |
| Philippines | PLDT - Tagalog Operator: 1010-5511-00* Globe, Philcom, Digitel, Smart: 105-11* *At the English prompt, dial 877-315-9932 |
| Poland | Dial 0-0-800-111-1111, then at the English prompt dial 877-315-9932 |
| Portugal | Dial 800-800-128, then at the English prompt dial 877-315-9932 |
| Qatar | See https://wsp.ethicspoint.com/ . For additional information, please refer to the note at the bottom of Appendix B. |
| Romania | Dial 0808-03-4288, then at the English prompt dial 877-315-9932 |
| Saipan | 1-877-315-9932 |
| Saudi Arabia | Dial 1-800-10, then at the English prompt dial 877-315-9932 |
| Senegal | Dial 800-103-072*; French Operator: 800-103-073* *At the English prompt, dial 877-315-9932 |
| Singapore | Dial 800-110-2387 |
| South Africa | See https://wsp.ethicspoint.com/ . For additional information, please refer to the note at the bottom of Appendix B. |
| Spain | Dial 900-99-0011, then at the English prompt dial 877-315-9932 |
| Sweden | Dial 020-799-111, then at the English prompt dial 877-315-9932 |
| Switzerland | Dial 0-800-890011, then at the English prompt dial 877-315-9932 |
| Thailand | Dial 1-800-0001-33, then at the English prompt dial 877-315-9932 |
| Turkey | Dial 0811-288-0001, then at the English prompt dial 877-315-9932 |
| United Kingdom | Dial 0808-234-0085 |
| UAE (United Arab Emirates) | Dial 8000-021*; |



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|---------------|--|
| | du: 8000-555-66*; Military-USO and cellular: 8000-061* *At the English prompt, dial 877-315-9932 |
| United States | Dial 1-877-315-9932 |

WHERE THERE IS NO FREEPHONE NUMBER, PLEASE COMMUNICATE IN THE FOLLOWING MANNER:

You can contact the Hotline call centre by telephone at +1.877.315.9932, using the international dialing process application to your location. If available, additional dialing information specific to your location is provided when your location is selected on the web page at <https://wsp.ethicspoint.com/>.