

# BUSINESS CODE OF CONDUCT & ETHICS

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Approved by: EnviroSystems Incorporated People Services Team

*Effective Date: September 30, 2016*

*Next Review: September 30, 2017*

*Revision Date:*

*Revision #: 1*

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**MESSAGE FROM THE PRESIDENT**

Since 1992 EnviroSystems Incorporated has created and enjoyed tremendous success at a number of levels. A large contributor to that success is the reputation and integrity of EnviroSystems Incorporated and its employees.

Notwithstanding the constant and sometimes dizzying rate of change in this modern and complex world, the proper conduct of one's affairs remains a constant. The expectations from all stakeholders are very high and deservedly so. We share a world that seems to be getting smaller and smaller. EnviroSystems Incorporated remains committed in continuing to build and maintain the trust of all its stakeholders. This is accomplished in large part by having integrity as a core value in our day-to-day operations to ensure we perform responsibly and profitably.

I ask that each person in EnviroSystems Incorporated continue to make a personal commitment to follow our Business Code of Conduct & Ethics. Continued business and personal success is built on a reputation of integrity with our employees, customers, suppliers, regulators and others. Good reputations are painstakingly earned and can easily be destroyed.

Together we must create a culture of integrity at all levels of operation. We must carefully consider that our actions continue to meet the high level of commitment we have established. Do not hesitate to seek assistance or guidance when you are unsure as to what is the appropriate course of action. We will all work together to ensure that appropriate conduct is addressed promptly and with respect. At all levels, we must ensure that our actions are consistent with the ideals and commitments made by EnviroSystems Incorporated

The reputation developed over our long history and practiced by our employees, past and present, is not a new initiative. The only new part is our creation of a modern and comprehensive code. This new initiative formalizes the ideals we have always subscribed to. This Code and the supporting policies will not in every circumstance provide you with the right answer; therefore, employees must comply with both the letter and the spirit of the Code and supporting documents.

Mike Ryan  
CEO, EnviroSystems Incorporated

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### GUIDING PRINCIPLES

EnviroSystems Incorporated values trust, honesty, integrity, our employees, our clients, our communities, open communication, following through on commitments, leading by example, an entrepreneurial spirit, environmental stewardship, and the safety of our employees. Our values form our guiding principles and influence our day-day business conduct.

Our Guiding Principles are:

- We obey all laws and regulations applicable to our business.
- We conduct our business in an environmentally responsible manner and in a manner that protects the health and safety of our employees.
- We respect the lives, rights and property of all others.
- We treat all of those with whom we have relationships honestly, fairly, and with dignity and respect.
- We honour our commitments.
- We avoid all conflicts of interest between work and personal affairs and we do not allow our decisions to be improperly influenced.
- We sustain and nurture a business culture where ethical conduct is recognized and valued.

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## INTRODUCTION

This Business Code of Conduct & Ethics, the Guiding Principles and the specific policies of EnviroSystems Incorporated, collectively referred to as the “Code”, is the foundation of how we conduct business. This booklet contains the basic requirements explaining how we shall conduct our affairs with integrity and respect. More specific information can be obtained from applicable policies.

The Code applies at all times, without exception, to all employees of EnviroSystems Incorporated and to all controlled subsidiaries, affiliates or related companies. A controlled subsidiary, affiliate or related company is a body within EnviroSystems Incorporated wherein we own, directly or indirectly, more than 50 percent of the voting rights or where we have the power to control the entity.

The Code is also applicable to third parties. All consultants, suppliers and employees (including directors, executives or managers) of non-controlled companies should to the extent possible adhere to our principles in all of their dealings with or on behalf of any company within EnviroSystems Incorporated. We are often engaged in other initiatives such as joint ventures or partnerships and although we may not be able to require compliance with the Code we will nonetheless conduct ourselves according to our Code and should encourage its use wherever possible. It is the responsibility of all employees to ensure third parties are aware of the Code and its contents.

All existing and newly-hired employees must sign an acknowledgement that they have read and understood the Code. Designated members of senior management are also required to annually sign an acknowledgement stipulating not only that they have read and understood the Code, but also that they have neither breached nor are aware of any breach of the Code's provisions.

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### OUR RESPONSIBILITIES

EnviroSystems Incorporated operates in many jurisdictions and in a variety of businesses. We are subject to laws and regulations at federal, provincial/state and local levels.

Understanding the laws at all levels and how they apply to our ventures is an important operational requirement. Both management and employees are responsible for ensuring compliance with the applicable laws. If a conflict should arise between the applicable laws of different countries where EnviroSystems Incorporated does business, the matter should be brought to the attention of your Supervisor or Manager or People Services.

**Employees** are expected to:

- Learn and understand the details of the policies related to the company and their work;
- Seek assistance from their Supervisor, Manager, People Services or other appropriate EnviroSystems Incorporated Management if they have any questions about this Code; and
- Promptly notify any of the appropriate personnel listed on Page 14 of this Code, of any request, activity or action that may violate this Code.

The responsibilities of EnviroSystems Incorporated Managers include and go beyond those of other employees.

**Management** is expected to:

- Develop policies and procedures along with adequate reporting and monitoring to ensure compliance with the Code and applicable laws. This includes taking prompt corrective actions and disciplinary action, where appropriate;
- Ensure that employees are aware and trained with respect to compliance;
- Lead by example, which includes developing and fostering a culture of employees raising issues and reporting potential violations; and
- Ensure adequate resources are made available, including consultation with Management and/or People Services to ensure employees, associated companies and, where appropriate, third parties understand the Code and applicable laws.

Please refer to the section on “Compliance with this Code” for further information about reporting, investigations and penalties for violation.

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### UNETHICAL BEHAVIOUR

Ask yourself the following questions when in doubt if a decision you are about to make is unethical. If the answer(s) makes you feel uncomfortable, do not proceed.

- Is my action in line with this Code, Company values and Guiding Principles?
- Is my action legal?
- Is my action honest and fair?
- How would my family, friends and neighbour's react if they knew about my action?
- Would customers or shareholders approve of my action?

The following are examples of **unethical behaviours**:

- Harassment, bullying and violence in the workplace;
- Discrimination based on prohibited grounds as defined in the Human Rights Code;
- Misuse of company time;
- Unauthorized disclosure of confidential information and intellectual property;
- Stealing, taking and removing any EnviroSystems Incorporated or third-party's (customer, vendor, etc.) property;
- Falsifying or forging all or any part of a document, contract, record or financial transaction;
- Working under the influence of any substance that could impair judgment or interfere with the effective and responsible performance of duties;
- Use of unethical or illegal practices to collect any competitive information;
- Offering or taking any form of illegal payment;
- Non-compliance with any legal or contractual obligations;
- Fraudulent appropriation of property (improper expense accounts for example);
- Expressing views on behalf of EnviroSystems Incorporated without explicit authorization (i.e. political or otherwise).

If you have experienced or witnessed any of these, or other unethical behaviours at EnviroSystems Incorporated, you must **report the violation**. For a list of these available resources, see page 14 of this Code.

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### CONFLICT OF INTEREST

We recognize that individuals may, as long as job performance is not affected, engage in personal, business and other activities outside their employment. However, these activities must be free of any conflict of interest with their responsibilities as EnviroSystems Incorporated employees.

A conflict of interest is any dealing, association or activity where it potentially results in an individual having a direct or indirect personal interest. All decisions should be made free from bias and in the best interest of the entity the individual serves. Not only should an employee ensure there is no conflict, it is also very important that even the appearance of a conflict of interest be avoided. Good judgment and common sense will assist in avoiding any perception of conflict of interest or impropriety. Should you need clarification on whether an outside activity is a potential conflict of interest, you are encouraged to discuss it with your Supervisor, Manager, or People Services to assess the impact the outside activity could have on your duties for EnviroSystems Incorporated.

As an employee, you must never approve, authorize or make any payment, gift or favour to any person in a position of authority, such as a government or corporate official, in order to obtain favourable treatment in negotiations or the awarding of contracts, or any other dealings. It is also potentially a conflict of interest if a third party closely connected to an employee (or an employee's family member) receives a benefit from the employee. EnviroSystems Incorporated employees, vendors, partners and other third parties are strictly prohibited from offering or taking any form of illegal or improper payment. The Company's funds and assets must never be used for any unlawful purpose.

**Examples of conflicts of interest** that require disclosure and written approval include:

- Any personal activity that is competitive with your employer or any company in EnviroSystems Incorporated;
- Serving as a consultant, director or officer, or working as an employee for any competitor or any actual or potential business partner;
- Any use of time, facilities or resources to run your own business or conduct work for another organization, or the personal use or sharing of sensitive or confidential information for profit, including advising others on the use of such information;
- Any personal sale to or purchase from within EnviroSystems Incorporated other than normal personal retail purchases; or
- Any acceptance of benefits offered to you or a family member from a person or organization that has dealings or potential dealings with EnviroSystems Incorporated with the exception of modest gifts and entertainment.

Modest gifts and entertainment are:

- Those that are of a value and frequency to be deemed not excessive given prevailing business and social standards;

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- Are of a nature that we would and could reciprocate; and,
- Should they become public their receipt would not reasonably jeopardize the reputation of the employee or employer.

#### FAIR COMPETITION

All locations within EnviroSystems Incorporated shall act independently and in its own interest in all commercial dealings. We will compete vigorously while complying with all applicable antitrust and fair competition laws and any other applicable government requirements. We will not participate in activities that unfairly restrict competition (such as agreements between competitors as to pricing, bidding, production, supply and customer practices). We also expect our vendors to adhere to all applicable legal requirements.

We will restrict and limit our communication of information to that which is actually required for business use especially when we are participating in industry associations, joint ventures or business development initiatives and negotiations. Employees must be **truthful and straightforward** in dealings and not intentionally mislead colleagues, customers or vendors. Employees will use appropriate, **professional** language, both in written documents and in verbal discussions.

We will **deal fairly** with all persons and entities with which we have contact including those with whom we also compete. We will also ensure that our dealings are not only proper but are not perceived to be improper.

In our relationship with our suppliers we will:

- Only do business with those suppliers who comply with all applicable legal requirements in addition to meeting the requirements and standards of EnviroSystems Incorporated and with those suppliers who will assist us in our business endeavors by helping us be more competitive in such areas as quality, pricing and delivery; and
- Provide a fair and competitive opportunity for suppliers to obtain a share of our business including providing opportunities for local and small businesses.

We will respect the freedom of others to conduct their business affairs as they see fit, including their decisions to purchase from us or not, or in the setting of prices for their goods and services.

We will conduct our affairs in an open and ethical way including not participating in any unfair or deceptive act or practice or engaging in unwanted tactics such as coercion in the sale of goods and services.

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### HEALTH, SAFETY AND ENVIRONMENT

As a guiding principal, EnviroSystems Incorporated ensures that our Health, Safety and Environment (HSE) programs protect our employees, the communities in which we operate and the environment we share with all others. It is the responsibility of management and all employees to facilitate a healthy and safe work environment. We will work closely with our contractors, suppliers, partners and customers and with the communities in which we work and live to carry out this Code.

To achieve our **desired goals** we must:

- Have all employees participate actively in HSE training and be familiar with all HSE policies including the correct use of personal protective equipment;
- Comply with all applicable HSE laws and regulations;
- Create and maintain a safe and healthy working environment which includes a proper assessment of risks, corrective actions and advising management as to matters of concern or importance; and,
- Promptly report all incidents to local management (and the appropriate authorities as required by law or regulation) to allow for the immediate investigation of causes and the implementation of corrective or preventative actions.

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### CONFIDENTIAL INFORMATION & INTELLECTUAL PROPERTY

**Confidential information**, proprietary information, and sensitive information, collectively called “confidential information” whether so marked or not, and **intellectual property** about the company or its customers, vendors and other partners is often available to employees. Confidential information includes such items as business plans, detailed financial data, vendor and customer lists, cost, pricing, marketing or service strategies, proprietary technical information, status and information on operations and equipment, personal employee information and all other non-public business information. Also, in business many times the way information is packaged and used in the public domain is a valuable trade secret.

It is our policy to establish, protect and defend our rights and to meet our obligations. It is the responsibility of each employee to protect the company from damage to its reputation or assets from loss, harm, misuse or theft. In certain circumstances employees are required to sign agreements that restrict the disclosure of confidential information or intellectual property. This policy applies to all employees regardless of whether such agreements have ever been signed or not.

It is our policy that employees are prohibited from disclosing confidential information or intellectual property outside the company, either during or after employment, without authorization to do so. Such disclosure could be harmful to the company or a customer or beneficial to competitors. Further, in order to protect confidential information and intellectual property such information shall be limited to being disclosed to other employees on a need-to-know basis. Company assets, including use of your own time when compensated by the company, should only be used for company business purposes unless specifically authorized by management.

In order to protect confidential information and intellectual property:

- Identify, protect and assert company interests in ways consistent with the law;
- Respect the intellectual property rights of others; and,
- Consult with Management or People Services before:
  - Disclosing confidential information or intellectual property to others. This includes confidential information provided both in writing or verbally by vendors and customers;
  - Soliciting, obtaining or using confidential information or intellectual property from others; or,
  - Permitting the use for fee or otherwise of confidential information or intellectual property by others.

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### **BOOKS, RECORDS & CONTROLS**

As part of our business we will develop processes and communicate resulting information to other parties internally and externally. In addition to complying with applicable laws and company policies, all employees have a responsibility to develop, where applicable, and to follow rigorous business processes that ensure management decisions are based on timely and accurate business information. Business decisions must take proper consideration of risks and exposures through sound and thorough business and economic analysis. Where appropriate or required, this information is communicated internally and externally (public or regulatory reporting) in a **timely and accurate** manner.

All transactions entered into by the company will be recorded in accordance with normal and accepted accounting procedures. All transactions will be properly coded in a manner that accurately and fairly reflects the true nature of the transaction. All reports, financial statements, analysis, sales, product and expense reports, and like documents and data must be similarly accurate. Employees have a duty to not become part of a chain of incorrect information. If an employee becomes aware of an inaccuracy or is uncertain as to the accuracy or validity of a transaction then it is to be reported to the best source for correcting the situation.

We will maintain and store our documents and data as required by law or our policies. Documents and data are only to be disposed of in accordance with our records management policy and they are never to be destroyed or altered in response to any investigation or lawful request.

EnviroSystems Incorporated will continuously evaluate its internal accounting, business controls, procedures and records management to ensure compliance with this Code and take any necessary action to remedy deficiencies.

Our internal auditors will audit compliance with this Code and its corresponding policies and procedures. All control failures will be reported to internal management so they can be amended.

The Company's electronic mail and IT systems are provided for **business use**. When using electronic mail, you should remember that it may be intercepted, become a permanent record, be printed or forwarded to others by the recipient and will likely be retained on the recipient's computer. Employees are expected to exercise the same judgement in sending electronic mail as in other written business communications.

Never use the Company's internet connection or computer equipment to access, transmit or download content that is inappropriate and does not meet business requirements.

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### WORKPLACE VIOLENCE AND HARASSMENT

EnviroSystems Incorporated is committed to taking all reasonable steps to ensure the health & safety of all employees. Employees have the right to work in a safe and respectful environment, free of physical violence and emotional harassment. Workplace violence and harassment may result in unacceptable and adverse working conditions such as:

- Creation of an intimidating, hostile or offensive working environment;
- Direct or indirect interference with an individual's ability to perform their work; or
- Direct or indirect limitation of an individual's opportunities for employment or advancement.

Workplace violence or harassment of any kind is not tolerated. This includes actions or behaviors such as, bullying, threats, intimidation, subjecting others to ridicule or abuse, unjustified exclusion, or any negative act of a sexual nature that may result in the creation of negative or adverse working conditions.

All such actions, behaviours or concerns, especially if they involve your safety or that of others, should be **reported immediately**.

If it is found that violence or harassment has occurred in the workplace, then appropriate disciplinary action will be taken. This could involve disciplinary action up to and including termination of employment.

Please reference the [Workplace Violence & Harassment Prevention Policy](#) for further guidance.

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### COMPLIANCE WITH THIS CODE

All officers, directors, employees and, where applicable, vendors and consultants are expected to **comply with this Code**. Individually and collectively we are required to meet both the technical requirements of the Code and its intent, and in our daily activities support the values and principles set out in it.

Employees who fail to comply with the spirit or the letter of this Code, or withhold information or mislead during the course of an investigation regarding a potential violation of this Code, are subject to disciplinary action up to and including termination of employment.

In addition to the above, the following are also considered violations:

- Retaliation against another employee for reporting a potential violation of this Code;
- Failure to promptly raise a known or suspected violation of this Code; or
- Failure to demonstrate leadership and diligence in ensuring compliance with this Code, policies and procedures and applicable legislation.

Potential violations of this Code must be reported promptly to one of the following:

- Your Supervisor;
- Your Manager;
- EnviroSystems Incorporated People Services; or
- Any member of EnviroSystems Incorporated Executive Team

You may report either verbally or in writing. If you prefer, the report may be sent anonymously.

All reports of potential violations will, to the extent possible, be treated as having been received in strict confidence. We will treat the identity of the reporting person as strictly confidential and will disclose the source only as necessary to comply with legal requirements or if absolutely necessary to investigate the potential violation. Anyone notified of the reporting person's identity is also obligated to treat this information with strict confidence. Anyone making a good faith report of a potential violation will have no retaliatory action taken against them by any one. This includes actions of discharge, discipline or actions that may otherwise disadvantage a person in their career. In the event a report is made of a potential violation, and it is found the person reporting had taken part in the violation they may still be disciplined but their decision to report will be taken into account. It must be understood that depending on the nature of the potential violation, the company may have a legal obligation to report non-compliance to the appropriate authorities.

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**EMPLOYEE SIGN-OFF**

This Business Code of Conduct & Ethics, the Guiding Principles and the specific policies of EnviroSystems Incorporated, collectively referred to as the “Code”, is the foundation of how we conduct business. Employees owe their first business allegiance to EnviroSystems Incorporated, and therefore they must remain free of interests or relationships which are harmful or detrimental to the best interests of EnviroSystems Incorporated.

A conflict of interest is any dealing, association or activity where it potentially results in an individual having a direct or indirect personal interest. All decisions should be made free from bias and in the best interest of the entity the individual serves. Not only should an employee ensure there is no conflict, it is also very important that even the appearance of a conflict of interest be avoided. Even though it is not always possible to avoid relationships that could place you in a position of potential conflict, it is important to inform your Supervisor, Manager or People Services and avoid actions or decisions that would conflict with EnviroSystems Incorporated interests.

Employees are expected to conduct themselves in an ethical, professional and respectful manner in accordance with this Code at all times.

A breach of the Business Code of Conduct & Ethics may lead to **disciplinary action up to and including termination of your employment** with EnviroSystems Incorporated.

Continued business and personal success is built on a reputation of integrity with our employees, customers, vendors, regulators and others. Together we must create a culture of integrity at all levels of the operation.

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By signing below, you are **acknowledging** that you have reviewed, **fully understand** and **will commit** to follow EnviroSystems Incorporated “Business Code of Conduct & Ethics”. By signing below you certify that you have no real or potential conflicts of interest or if one may exist, you have reported it to your Manager, and regardless that you commit to reporting any new situations as they occur. Please return a signed copy of this page to your local payroll department, Manager or People Services.

\_\_\_\_\_  
Employee Name (Please Print)

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date

Please note: From time to time that Company may require you to sign-off on this policy to reaffirm your commitment to this Code.

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**Evaluation**

This policy will be reviewed on a yearly basis by the People Services Team.

<b>Revision #</b>	<b>Change</b>	<b>Date of Change</b>	<b>Changed by</b>
1	Policy finalized	September 30, 2016	L. Armes

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