

CODE OF BUSINESS CONDUCT AND ETHICS FOR KCB'S SUBCONSULTANTS, SUBCONTRACTORS & SUPPLIERS

Klohn Crippen Berger ("KCB") expects integrity, honesty and ethical law-abiding behaviour by all its subconsultants, subcontractors and suppliers ("Subs") when they are dealing with KCB, KCB's clients, KCB's other Subs, or working on KCB project-related business. KCB requires that its Subs meet the standards set out in this Code of Business Conduct and Ethics ("Code").

1. **BUSINESS CONDUCT:** Subs must comply with all applicable statutes, regulations, bylaws, human rights codes and other legal requirements when they are dealing with KCB, KCB's clients, KCB's other Subs, or working on KCB project-related business.
2. **BRIBERY:** A bribe (or "kickback") is the offering, giving, receiving or soliciting of an item of value, service or favour to influence others, or any valuable thing given or promised, or any preferment, advantage, privilege, given or promised corruptly or against the law, as an inducement to any person acting in an official capacity to violate or forbear from their duty, or to improperly influence their behaviour in the performance of such duty.

When performing business with, for or on behalf of KCB, Subs are forbidden, under any circumstances, from paying a bribe to, or receiving a bribe from any third party. Subs must immediately report any knowledge of any bribery, or attempted bribery or inappropriate transactions to KCB.

3. **WORKING WITH OTHERS:** Subs will treat everyone in the workplace with proper dignity and respect the health, safety and fundamental human rights of their employees and others working on KCB projects. KCB Subs will adhere to the general principles of respect, fairness, and non-discrimination and agree to maintain a workplace that is harassment and bullying free. Under no circumstances will KCB Subs or their business partners employ underage workers or forced labor.
 4. **WORKING WITH SECONDARY SUPPLIERS:** KCB requires that its Subs ensure that their own Subs (secondary suppliers) comply with the standards set out in this Code when they are dealing with KCB, KCB's clients, KCB's other Subs, or working on KCB project-related business. Subs are expected to select and retain their own Subs fairly and objectively, based on the quality of service or goods, with proper consideration of cost.
 5. **INSIDER TRADING:** Subs must not divulge or act on any non-public information that could influence the price or trade of KCB's client securities. Subs are prohibited from disclosing such information to any other people, including family and friends. Subs must disclose in writing to KCB, if any of their personnel have any substantial direct or indirect financial relationship or ownership of shares of a publically-traded KCB client company.
 6. **CONFLICTS OF INTEREST:** The term "conflict of interest" includes any circumstance that could cast doubt on the Sub's ability to act with total objectivity in regard to the supply of materials or services to KCB. Subs will prevent or immediately disclose any possible conflict of interest as soon as possible to KCB. Subs will not engage in any activity that might conflict with or impair the Sub's obligations to KCB or KCB's clients, unless they have prior written approval from KCB, including:
 - (i) Personnel of Subs may not be an owner, director, officer or employee of a business competing with KCB.
 - (ii) Subs will not seek or accept gifts, payments, personal loans, services, or offers of employment or future contracts, which might obligate the Sub to a competitor firm of KCB, or those trying to do business with KCB.
 7. **TRADE SECRETS AND CONFIDENTIALITY:** Subs are not to reveal any information that might reasonably be considered a trade secret or proprietary information belonging to KCB or to KCB's clients. Subs will not divulge any KCB confidential information regarding KCB operations, projects or relationships with any other KCB Subs, partners, competitors, clients or KCB employees.
 8. **CLASSIFIED INFORMATION:** When performing business for or on behalf of KCB, Subs are responsible for obtaining valid security clearances when handling classified information, and must ensure such information is handled per legal requirements.
 9. **FINANCE & ACCOUNTING:** Subs' invoices and financial statements, and the books or records on which they are based, must accurately reflect all transactions with KCB and KCB's client. Subs must not create any false, artificial or misleading statements or accounting entries when conducting business with KCB or working on a KCB project. Subs' invoices and financial statements, and the books or records on which they are based, must be prepared in accordance with generally accepted accounting principles. Subs' business records must be retained in accordance with all applicable laws and regulations. Subs must honestly and accurately report time worked on each activity as required, and must not deliberately misallocate time charges.
 10. **COMMUNICATIONS:** Subs will represent KCB and KCB's clients in a completely professionally and positive manner. Subs will not make any public statements (including social media comments) regarding KCB, KCB's clients, or the Sub's business with KCB, without written approval from KCB.
 11. **QUESTIONS REGARDING CODE:** Questions regarding this Code, or reports of violations or suspected violations of this Code, may be submitted anonymously and in confidence to KCB's Ethics Officer at ethics@klohn.com without reprimand.
 12. **REMEDY FOR BREACH OF CODE:** If a Sub violates any provision of this Code, it may be subject to investigation and disciplinary action, which may include reprimand, contract suspension or termination of contract. KCB will also be entitled to pursue further legal action, including claims for damages, against the Sub.
-