

# Code of Business Conduct & Ethics

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# KCB CODE OF BUSINESS CONDUCT & ETHICS

## 1 INTRODUCTION

This is a Code of Business Conduct and Ethics (Code) that applies to everyone in Klohn Crippen Berger Ltd (KCB) and its affiliates and subsidiaries. The success of KCB depends upon the integrity of its employees, the quality of its services, and on the trust and confidence of everyone with whom it deals. The commitment of KCB to conduct its business lawfully and ethically is fundamental to its very existence.

KCB conducts itself according to applicable laws, standards and its core values, which are reiterated below. This Code amplifies the “Ethics, Integrity, and Honesty” line in our core values. Our core values, this Code, the code of ethics for each governing professional association in Canada and all jurisdictions in which KCB operates, the Employment Equity Guidelines from the Canadian Federal government, our “Respect in the Workplace” policy statement and our client contractual requirements govern our conduct. There is much overlap between these various guidelines and requirements but the highest standard will always be the goal.

Much of what follows is second nature to most and common sense to all of our employees. We have prepared this Code to assure our employees and shareholders that we wish to conduct our business in the same exemplary manner that all of us wish to conduct our lives.

As outlined in our Employee Guidelines, KCB employees are required to become familiar with the Company Mission, Vision and Values; Quality Practices; Health & Safety manual; and other company policies upon commencement of work.

As a condition of employment, KCB also expects that all employees will be familiar with and follow this Code. This acceptance will be confirmed annually through mandatory training programs or at intervals set by the Corporate Ethics officer.

In the event that this Code is not followed, KCB expects its employees to report violators, as per Section 4, to the Director of Human Resources who acts as [KCB’s Ethics Officer](#) and who reports, in this capacity, to the Board of Directors.

## 2 KCB CHARTER (MISSION, VISION, PURPOSE AND VALUES)

KCB’s Charter guides the Company’s operations and forms the framework for how we set and pursue our goals. It defines why we do what we do, how we do what we do, and what we do, and summarizes our core values that govern all aspects of our business. The Charter describes our culture and comprises a Mission, a Vision, a Purpose, and a set of core Values.

**Our Mission:** *Delivering sustainable solutions for the natural and built environment, everywhere.*

**Our Vision:** *To attract and develop talented staff who work closely with our clients and stakeholders.*

**Our Purpose:** *Creating robust, resilient and location-appropriate solutions that stand the test of time.*

**Our Values:** *People first, respect, sustainability, technical excellence, quality and innovation, professionalism, passion, and collaboration.*

### 3 BUSINESS CONDUCT

#### 3.1 Introduction

KCB employees will conduct themselves ethically, honestly, with integrity, fairly, and objectively when dealing with other employees, clients, suppliers, competitors and the public. KCB employees must also be alert to, and avoid situations that could cause a client, supplier, or competitor to violate their own standards of conduct.

KCB employees must comply with all applicable statutes, regulations and bylaws of the government in force. Be aware that many country's laws, specific to ethical behaviour, also apply to its citizens outside of their borders. Where KCB employees have professional designations, their professional codes of conduct may have force of law wherein violations can result in fines and/or loss of license to practice.

KCB is committed to compliance with regard to its actions applicable to employee and employment privacy and equity legislation.

#### 3.2 Bribery

Bribery is a criminal offence in all jurisdictions that KCB operates. KCB employees, agents, subcontractors and in general any person or organization that perform business for or on behalf of KCB, are forbidden from paying a bribe to or receiving a bribe from any third party under all circumstances.

Bribery, as defined [Black's Law Dictionary](#) is the offering, giving, receiving, or soliciting of any item of value to improperly influence the actions of an official or other person in charge of a public or legal duty for the purpose of obtaining advantage. A bribe may be any money, good, right in action, property, preferment, service, favor, privilege, emolument, object of value, advantage, or merely a promise or undertaking to induce or influence the action, vote, or influence of a person in an official or public capacity. Some examples of bribes include: tips, gifts, perks, discounts, waived fees, free goods or services, funding, preferential treatment, inflated sale of an object or property, lucrative contracts, donations, secret commissions and promotions.

Click on these links for more details on legislation and criminal definitions of bribery in [Canada](#), [Peru](#), [Australia](#), [United Kingdom](#) and [Brazil](#).

KCB employees with any knowledge of any Company business dealings involving bribery should report the incident immediately to [KCB's Ethics Officer](#).

#### 3.3 Working with Others

KCB employees are expected to treat everyone in the work environment with dignity and respect, and in doing so, to create a positive and productive work place. Harassment in any form will not be tolerated. All employees must complete the *Respect in the Workplace* training module on the company intranet – Infodesk – within one week of joining the company.

### 3.4 Fundamental Human Rights

In addition to complying with all applicable statutes, regulations and bylaws related to the treatment of employees, KCB will not use or associate with business partners that knowingly:

- use underage workers or forced labor,
- use physical, psychological punishment or other forms of abuse,
- house employees in inhumane living conditions,
- impose unusual work restrictions,
- do not pay an agreed upon and/or fair wage.

### 3.5 Working with Clients and Government Officials

In the normal course of business, KCB employees may offer or give its clients gifts, meals, drinks, and entertainment that are reasonable in frequency and value, so long as it does not violate a client's standards of conduct or applicable laws and they are identified to and pre-approved by a manager. These costs must be submitted as business expenses and will be subject to final approval through KCB's expense system. Giving money, services or favors or any other item of value to a client or client's representative or any government officials in an effort to influence a contract award will be grounds for dismissal.

### 3.6 Insider Trading

KCB employees must take care that they do not divulge or act on any non-public / insider information that would influence the price or trade of client securities. KCB employees are also prohibited from disclosing such information to family, friends, and any other people.

Any direct or indirect financial-relationship or ownership of shares of a publicly traded client company that is seen to be a substantial or influential amount must be reported to [KCB's Ethics Officer](#).

### 3.7 Working with Suppliers

KCB employees are expected to select suppliers for clients and for our internal organization fairly and objectively. Each supplier will be selected based on quality of service and/or product with consideration of price. KCB employees may accept meals, drinks, or entertainment from organizations who wish to do business with KCB only if such courtesies are unsolicited, infrequently provided, reasonable in amount, and are not a condition of contract award. KCB employees cannot accept money or any other item of value from a supplier or potential supplier where the gratuity is offered or appears to be offered in exchange for favorable treatment by KCB. Knowingly and willingly accepting such gratuities, a kickback, is cause for dismissal.

If an employee suspects that another employee is involved in a potential kickback or that a supplier has proposed a kickback, the employee must immediately notify his or her supervisor, Business Unit Vice President, or the President. The employee may also notify [KCB's Ethics Officer](#).

### 3.8 Conflicts of Interest

KCB employees cannot engage in any other employment or activity that conflicts with or impairs obligations to KCB unless they have prior written approval from their Business Unit Vice President or the President. KCB employees cannot:

- Be a director, officer, or employee of a competing firm, a supplier of products or services to KCB, or a business that purchases products or services from KCB.
- Seek or accept any personal loan or services from any corporation that KCB does business with (except financial institutions).
- Act as a consultant, director, officer, or employee of an outside firm.
- Accept any loan or guarantee of obligations from KCB, except to the extent such an arrangement is legal.
- Accept gifts, payments or offers of employment from those trying to do business with KCB.
- Conduct KCB business with relatives<sup>1</sup> who have a direct or indirect personal or financial interest in any KCB supplier, partner, competitor or customer.
- Rent, lease, or sell materials, property, or services (directly or indirectly) to KCB, its customers, or suppliers.

Exceed client share ownership limits. In the absence of such limits, KCB employees shall not own more than 1% of the outstanding shares of any client for which we do work.

### 3.9 Employment of Relatives

KCB does not prohibit employment of relatives; however, guidelines are established here, to prevent potential conflicts of interest. For relatives or two employees in a serious relationship:

- Neither employee will supervise, appoint, remove or discipline the other.
- Neither employee will evaluate or audit the work of the other.

The working relationship between relatives or two employees in a serious relationship must not create a conflict of interest or the appearance of favoritism. An offer of employment to anyone a) closely related to a KCB employee (see 3.7 above for clarification), b) upon recommendation from a KCB client, or c) recommendation from a government official, must be reviewed and approved by KCB's President prior to an offer being extended.

### 3.10 Restricted Company Information

As a professional services company, much of KCB's daily work is confidential, and all documentation related to that work is the sole property of KCB. All employees are restricted from disclosing to any outside party, any confidential business, financial, personal or technological

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<sup>1</sup> In these Guidelines, "relative" means an employee's spouse, domestic partner, parents, siblings, children, aunts, uncles, nephews, nieces, cousins, grandchildren, grandparents, or any person with whom the employee lives in a relationship substantially equivalent to marriage. It also applies to employees involved in a serious relationship.

information, plans, or data that they have acquired during their employment with the company, unless required by law to do so.

Upon termination of employment, an employee may not copy or retain any documents containing company restricted information. The employee's agreement to protect the confidentiality of such information *in perpetuity* is an important condition of employment with KCB.

### **3.11 Trade Secrets of Former Employers**

It is KCB's policy to respect the trade secrets of others. In particular, KCB employees are not to reveal any information to KCB that might reasonably be considered a trade secret or proprietary information belonging to a former employer.

### **3.12 Government Classified Information & Client Confidential Information**

KCB has special obligations to comply with laws and regulations that protect classified information. Employees with valid security clearances who have access to classified information must ensure such information is handled in accordance with pertinent federal procedures. These restrictions apply to any form of information, whether written, verbal or electronic.

### **3.13 Finance and Accounting**

KCB's financial statements, and the books and records on which they are based, must accurately reflect all transactions of the Company. It is KCB's unequivocal position that no false, artificial, or misleading statement or entries should be made to the Company's books, records, account documents, or financial statements.

All costs will be properly classified in accordance with generally accepted accounting principles, established company accounting policies, and pertinent government accounting regulations.

All company accounting records and reports produced from those records shall be kept and presented in accordance with the laws of each applicable jurisdiction and must accurately and fairly reflect in reasonable detail the company's assets, liabilities, revenues, and expenses.

All payments and other transactions must be properly authorized. No payment shall be approved without adequate supporting documentation. No undisclosed or unrecorded company funds shall be established for any purpose, nor should KCB funds be placed in any personal or non-company account.

KCB employees may not contribute or donate KCB funds, products, services or other resources for any political cause, party, or candidate without the written approval of the President.

All KCB officers and employees shall exercise reasonable care in the protection and conservation of company assets. The use of company assets for unlawful or improper purposes is strictly prohibited. Personal use of KCB assets is prohibited unless authorized by the appropriate Vice President or the Company President.

### 3.14 Time Sheet Reporting

All employees must allocate time on their time sheet records honestly and accurately based on work actually performed in conjunction with each activity. Deliberate misallocation of time charges between clients is a serious violation and employees and those signing timesheets will be subject to disciplinary action.

### 3.15 Health and Safety

KCB and its employees are responsible for maintaining a safe and healthy work environment. KCB employees working at company offices, laboratories, and project sites are responsible for their own health and safety. Every employee is required to follow safe work procedures, to observe compliance with regulations pertaining to his or her work, and to assist in monitoring and the development of safe and healthful working conditions.

### 3.16 Communications

KCB employees are expected to abide by the company's Code of Business Conduct and Ethics when representing the company or referring to anything that may be connected with the company or its clients. This also applies to the use of social media.

## 4 ADHERENCE TO THE CODE

### 4.1 General

KCB has appointed an Ethics Officer to monitor adherence to this Code. Questions about this document or about appropriate actions in light of the Code should be directed to the Ethics Officer. The Ethics Officer will prepare an annual report on ethical conduct at KCB to be submitted to the Board of Directors. [KCB's Ethics Officer](#) is the Director of Human Resources.

### 4.2 Questions and Reporting Violations (aka Whistleblowing)

Ethical issues and concerns may be raised and discussed with supervisors or with others, without the fear of retribution at any time. Ethical or Business Conduct concerns should be raised as soon as employees have a reasonable suspicion. In the event the normal hierarchy as per the latest company organization cannot be used for reporting a suspected violation, the employee can seek guidance from the Ethics Officer via phone (604.669.3800) via email [ethics@klohn.com](mailto:ethics@klohn.com) or utilize the service of an external resource, IntegrityCounts. Questions or violations will be addressed immediately, treated seriously and in confidence, and can be made anonymously.

KCB will not allow any retaliation against someone who acts in good faith in reporting a violation, or suspected violation.

The various methods of reporting through IntegrityCounts include:

**Email:** [klohncrippenberger@integritycounts.ca](mailto:klohncrippenberger@integritycounts.ca)

**Website:** <https://www.integritycounts.ca/org/klohncrippenberger>

## Toll Free Numbers: (Listed below)

<p><b>For North America</b></p> <p><b>Canada and the US</b> 1-866-921-6714 (Canada and the US)</p> <p><b>Australia</b> 0011-800-2002-0033</p> <p><b>United Kingdom</b> 0-800-092-3586</p> <p><b>Collect Calls</b> For other countries not listed - request operator to place a call to Canada) 604-922-5953</p>	<p><b>For South and Central America</b></p> <p><b>Peru</b> (0800)-78215</p> <p><b>Brazil</b> 0-800-761-1959</p> <p><b>Columbia</b> 1-800-5185196</p> <p><b>Chile</b> 012300203914 – or - 188-800-801-033</p> <p><b>Mexico</b> 800-099-0642</p> <p><b>Argentina, Costa Rica</b> 00-800-2002-0033</p> <p><b>Guatemala City</b> 1-502-22786762</p>
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For more information about filing a complaint, the investigation process, confidentiality and other concerns see the [“Reporting a Business Conduct or Ethics Violation”](#) document on Infodesk.

### 4.3 Investigations

The Ethics Officer is responsible for investigating any reported violation promptly, and determines an appropriate response, including corrective action and preventive measures, in consultation with the President and/or the Board of Directors, as required. KCB employees are required to participate in investigations when called upon to do so.

### 4.4 Consequences of a Violation

Those who violate any laws, governmental regulations or this Code will face appropriate, case-specific disciplinary action, which may include reprimand, suspension without pay, demotion or dismissal.

#### Revision Table

Code of Business Conduct & Ethics		
Revision Date	Comments	Approved By
6-11-2021	Update to the Company Charter	C Seaby
12-2019	Addition of new IntegrityCounts service and Reporting Protocols	C Seaby
03-27-2017	Addition of text related to Fundamental Human Rights (Section 3.4)	CEO
08-10-2016	New text added to Sections 1 regarding acceptance of and adherence to the policy and Section 4.3 regarding employee involvement in investigations.	CEO
06-2015	Updated	KCB Operating Committee
05-2010	Initial Version	KCB Operating Committee