



# CODE OF BUSINESS CONDUCT AND ETHICS

November 2019

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## FREQUENTLY ASKED QUESTIONS

### WHY DO WE HAVE A CODE?

The Code serves as a guide for how you should conduct yourself as a member of the BGIS team. Preserving our corporate culture is vital to the organization and following the Code helps us do that.

### WHO MUST FOLLOW THE CODE?

All employees, directors and officers of the BGIS group of companies globally.

### WHAT ARE YOUR RESPONSIBILITIES?

You have two responsibilities:

1. You must follow every aspect of the Code and certify your commitment each year.
2. If you suspect someone may be violating the Code you have an obligation to report it. To make a report, follow the section of the Code: “Reporting Potential Code Violations”.

### HOW WILL I KNOW IF THERE IS A PROBLEM?

The Code attempts to deal with the most common issues that you may encounter, but it cannot address every question that may arise. When you’re not sure what to do, ask yourself the following questions:

- Is it illegal?
- Does it feel like the wrong thing to do?
- Would you feel uncomfortable if others knew about it?
- Will it have the potential to create a negative perception of you or the company?
- Do you have a personal interest that has the potential to conflict with the company’s interest?

If you answer “yes” to any of these questions, the conduct may violate the Code and you should ask for help.

### HOW SHOULD I ASK FOR HELP?

If you have questions about the Code or about the best course of action to take in a particular situation, you should seek guidance from your supervisor or internal legal counsel.

### WHAT IF I WOULD LIKE TO MAKE AN ANONYMOUS REPORT?

You may make an anonymous report by contacting the company’s reporting hotline, which is operated by an independent third party and is available 24 hours a day, 7 days a week. If you choose to make an anonymous report, your anonymity will be protected to the fullest extent possible. Keep in mind, however, that maintaining your anonymity may limit the company’s ability to investigate your concerns.

### WHAT ARE THE CONSEQUENCES FOR VIOLATING THE CODE?

Violations of the Code can vary in its consequences. If you’re an employee, it could result in a reprimand or other disciplinary action, including the termination of your employment at the company for cause. If you’re a director, a violation may necessitate your resignation. Certain violations of the Code also contravene applicable laws and therefore can have severe consequences outside of BGIS. Depending on



your actions, failing to comply with the Code could lead to civil or criminal prosecution, which could result in substantial fines, penalties and/or imprisonment.

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## INTRODUCTION

This Code of Business Conduct and Ethics (the “**Code**”) applies to all employees, directors, and officers (collectively, “**you**”) of the BGIS group of companies globally (collectively, “**BGIS**”, “**we**”, “**us**”, “**our**”, or the “**company**”).

## PROTECTING THE COMPANY’S ASSETS AND RESOURCES

***The company’s assets are to be used only for legitimate business purposes.***

The company’s assets are meant for business use, not for personal use. We all have a responsibility to protect and safeguard the company’s assets from loss, damage, theft, misuse, and waste. If you become aware of loss, damage, theft, misuse, or waste of our assets, or have any questions about your proper use of them, you should speak with your supervisor. The company’s name (including its corporate letterhead and logo), facilities, and relationships are valuable assets which must be protected and used for only authorized company business and never for personal activities.

If you use the company’s assets for personal benefit, or are otherwise carelessly or wastefully with the company’s assets, you may be in breach of your duty to the company. You have a responsibility not to abuse company resources for expense reimbursement. Any requests for reimbursement for authorized company expenses must be for legitimate business expenses. If you are unsure whether a certain expense is legitimate, you should speak with your supervisor or refer to the company’s *Travel and Expense Policy* posted on the company’s intranet.

***Confidential information must be protected at all times.***

We must protect confidential information in our possession from disclosure – both information about us and information about our clients, our clients’ customers, and other companies. This includes all confidential memos, notes, lists, records, and other documents in your possession, in hard and soft copy. All of these are to be delivered to the company promptly after your employment ceases or at any time upon the company’s request, and your obligation to protect this information continues after you leave the company. You must protect hard and soft copies of confidential information that are removed from the office (e.g., to be worked with at home or at external meetings).

It is also important to use discretion when discussing company business at clients’ sites, in public places such as elevators, restaurants, and public transportation, or when using your phone or e-mail outside of the office. You should also be careful not to leave confidential information in unattended conference rooms, at clients’ sites, or in public places where others can access it. While at BGIS, if you become aware of confidential information about the company, or another entity, that you know or suspect has been inadvertently disclosed, seek guidance from internal legal counsel before using or acting upon this information.

***Personal data held by held by or on behalf of the company must be used in compliance with data***

***protection laws.***

The company may collect personal data regarding individuals both inside and outside the organization where we have the lawful basis for doing so. This is necessary to effectively and efficiently administer and manage the operation of our business. Personal data includes, among other things, sensitive personal, medical and financial information. Personal data will only be held by the company for as long as we have a lawful basis for retaining it.

You must take all reasonable steps to ensure that personal data is kept confidential and accessed only by those individuals at the company that have a need to know this information to carry out their duties. In addition, if it is necessary to the conduct of business to disclose personal data to a third party (e.g., so that a third party may provide services to the company or acquire an asset or business of the company) then you must ensure that the third party is subject to a written agreement which contains confidentiality obligations and, where relevant, other obligations which must be included under the data protection laws of certain jurisdictions (e.g., in the EU) and generally. In all other cases, you may only disclose personal data pursuant to a legal or regulatory requirement.

In the ordinary course, the company may transfer personal data between jurisdictions in which the company operates, including outside the European Economic Area (“EEA”). If you transfer personal data outside the EEA then you must ensure that it is permissible for you to do so (e.g., consent has been given by the individual or an appropriate data transfer agreement has been signed). In addition, you should ensure that the personal data is protected in a manner that is consistent with how personal data is protected by the company within the EEA, and in any event in compliance with all applicable data protection laws.

You are responsible for ensuring that you understand and comply with our data protection/privacy policies. For more information about compliance with data protection laws refer to the company’s Data Protection Policy posted on the company’s intranet.

***Intellectual property belongs to the company.***

During the course of your employment, you may be involved in the creation, development or invention of intellectual property such as concepts, methods, processes, inventions, confidential information and trade secrets, works of authorship, trademarks, service marks, and designs. All such intellectual property and the rights therein, such as copyrights and patents, will be owned by the company. You are responsible for cooperating with the company and providing all necessary assistance to ensure that all intellectual property and related rights become the exclusive property of the company.

***The documents of the company must be preserved.***

It is critical that you help preserve our business records, follow the guidelines set forth in any document retention policies and comply with related legal and regulatory requirements. If you are notified that your documents are relevant to an anticipated or pending litigation, investigation or audit, you must follow the guidance set forth in the notification you receive from legal counsel. For further guidance, you



should refer to the company's *Document Retention Policy*.

#### **ACCURACY OF BOOKS AND RECORDS AND PUBLIC DISCLOSURES**

***Ensure that the books of the company are accurate and all business transactions are authorized.***

The books and records of the company must reflect all its transactions in order to permit the preparation of accurate financial statements. Employees must never conceal information from an internal or external auditor. In addition, it is unlawful for any person to fraudulently influence, coerce, manipulate, or mislead an external auditor of the company.

The company's contracts and agreements govern our business relationships. Because the laws governing contracts and agreements are numerous and complicated we have put in place policies and procedures to ensure that any contract entered into by the company has the appropriate level of approval. As a result, employees who enter into contracts or agreements on behalf of the company must have proper authorization and, prior to their execution, these documents must be reviewed by legal counsel where required by policy or practice.

***Ensure that the company provides true, plain and full disclosure.***

All employees who provide information in support of the preparation of any public company disclosures must ensure that disclosures of information are made honestly and accurately. Employees must be aware of and report any of the following: (a) fraud or deliberate errors in the preparation, maintenance, evaluation, review or audit of any financial statement or financial record; (b) deficiencies in, or noncompliance with, internal accounting controls; (c) misrepresentation or false statements in any public disclosure document, such as annual and quarterly reports, prospectuses, information/proxy circulars and press releases; or (d) deviations from full and fair reporting of financial conditions.

Additionally, each person who is in a financial reporting oversight role, and his or her immediate family members, are prohibited from obtaining any tax or other services from the external auditor, irrespective of whether the company or such person pays for the services.

#### **DUTIES TO STAKEHOLDERS**

***Deal fairly with the company's stakeholders.***

You must deal fairly with the company's customers, clients, suppliers, security holders, other stakeholders, and competitors. To preserve our reputation, do not engage in any illegal or unethical conduct when dealing with stakeholders or competitors.

#### **COMMUNICATIONS AND MEDIA**

***Use the company's various forms of communication properly and appropriately.***

All business matters that involve electronic, written communication must be conducted by employees



on the company's e-mail system or through other systems provided by the company (such as Lync). You must at all times use our e-mail, Internet, telephones, and other forms of communication appropriately and professionally. While we appreciate the need for limited use of these tools for personal purposes, your use should not be excessive or detract from your work. Employees should not e-mail business information to their personal e-mail accounts or maintain a copy of business information on their personal computers or other non-work electronic devices. When using company-provided technologies such as computers, cell phones, and voice-mail, you should not expect that the information you send or receive is private. Your activity may be monitored to ensure these resources are used appropriately.

***Be cautious in your use of social media.***

The company's social media policy is that, unless you are expressly authorized, you are strictly prohibited from commenting, posting, or discussing the company, its customers and clients, its employees, securities, investments, and other business matters on social networks, chat rooms, wikis, virtual worlds, and blogs (collectively, "social media"). You are a representative of the company when engaging in online activities and you must ensure that your behavior online, including on social media, is appropriate and consistent with our values. For further details on the appropriate use of social media, you should refer to the company's *Internet & Social Media Policy* posted on the company's intranet.

***Do not speak on behalf of the company unless authorized to do so.***

You may not make public statements on BGIS's behalf unless you have been designated as a "Spokesperson" or are otherwise authorized. If a shareholder, financial analyst, member of the media, or other third party contacts you to request information, even if the request is informal, do not respond to it unless you are authorized to do so. In this event, refer the request to your supervisor or forward the request to an individual at the company employed in communications.

Additionally, either during or following your employment or directorship at BGIS you may be contacted by governmental authorities (e.g., law enforcement, securities regulators, etc.) who are seeking information from you regarding matters relating to BGIS. Whether you are able to respond to these questions or not, we strongly recommend that, for your own protection, you do not speak with authorities without first seeking legal advice on your rights and obligations. In this situation, contact the company's internal legal counsel who can help you retain counsel that can assist you.

**CONFLICTS OF INTEREST AND PERSONAL BEHAVIOUR**

***Avoid situations in which your personal interests conflict with the interests of the company.***

A "conflict of interest" for this purpose occurs when a person's private interest interferes, or even appears to interfere, with the interests of the company. You may have a conflict of interest if you are involved in any activity that prevents you from performing your duties to the company properly, or that may create a situation that could affect your ability to act in the best interests of the company. Accordingly, you must place the company's interest in any business matter ahead of any personal interest. Remember that the company's interest includes the company's fiduciary interest to clients of the company.

The best way to judge whether you may have a conflict of interest is to ask yourself whether a well-informed person would reasonably conclude that your interest could in any way influence your decision or performance in carrying out a duty on behalf of the company. To avoid conflicts of interest, identify potential conflicts when they arise and contact internal legal counsel if you are unsure whether a conflict exists. Directors should consult with the Chairperson of the company's Board of Directors on conflicts matters.

***Exhibit personal behaviour that reinforces a positive image of you and the company.***

Your personal behaviour, both inside and outside work, should reinforce a positive image of you, the company, and its clients. It is essential to use good judgment in all your personal and business dealings. You should refrain from engaging in activities that could hurt the company's reputation, or yours, and that could undermine the relationship of trust between you and the company. Employees who have acted inappropriately may be subject to disciplinary action up to and including termination for cause.

***Remember your duties to BGIS when participating in outside personal interests.***

The company encourages employees to be active participants in their community. While pursuing personal, political, or not-for-profit activities, be mindful that your participation in any outside interest must not prevent you from adequately discharging your duties to BGIS. In addition, ensure that when you are involved in these activities you are not seen to be speaking on behalf of the company, without express authority.

***Obtain permission before pursuing business activities outside the scope of your role with the company.***

"Other Business Activities," otherwise known as "OBAs" include any business activities outside the scope of one's role with the company, including any activity as an employee, independent contractor, sole proprietor, officer, director, or partner of another business organization, regardless of whether compensation is involved. Employees must receive approval from the head of their business unit and the company's internal legal counsel prior to accepting an OBA. Directors of the company must advise the Chair of their Board of Directors prior to taking on any OBAs.

Prior approval is not required to serve on boards of charities or small, private family holding companies that have no relation to the company.

For greater clarity, approval is not needed to serve on the board of a family holding company which is an extension of one's personal business affairs; however, it is needed to serve on the board of a private operating business with significant operations. When in doubt as to whether you need to obtain permission, ask the company's internal legal counsel.

***Do not take corporate opportunities as your own personal opportunities.***

You are prohibited from taking personal advantage of a business or investment opportunity that you become aware of through your work at BGIS. You owe a duty to the company to advance its interests when the opportunity arises and you must not compete with the company in any way.

## POSITIVE WORK ENVIRONMENT

### ***Help create a tolerant work environment free from discrimination and harassment.***

The company does not tolerate workplace discrimination and harassment. All employees, directors, and officers must ensure that the company is a safe and respectful environment where high value is placed on integrity, fairness and respect.

### ***You have a duty to report discrimination<sup>1</sup> and harassment<sup>2</sup>.***

If you experience or become aware of discrimination or harassment, you have a duty to report it. An employee should report discrimination in accordance with the “Reporting Potential Code Violations” section of the Code. Reports of discrimination or harassment will be taken seriously and investigated. Any employee found to be harassing or discriminating against another individual, or any employee who knowingly condones the discrimination or harassment of another individual, will be subject to disciplinary action up to and including termination for cause.

We want to create a culture of reporting when it comes to discrimination, violence and harassment, as reporting is essential for us as a company to stamp out these behaviors. While we reserve the right to take corrective action if you knowingly make a false accusation about an innocent party, you will not face retaliation for making a good faith report or assisting in the investigation of a report.

### ***Help ensure the health and safety of fellow employees, directors, and officers.***

We all have the right to work in an environment that is safe and healthy. In this regard, employees must:

- a. comply strictly with all occupational, health, and safety laws and internal procedures;
- b. not engage in illegal or dangerous behaviour, including any acts or threats of violence;
- c. not possess, distribute, or be under the influence of illicit drugs while on company premises, clients’ sites, or when conducting company business; and
- d. not possess or use weapons or firearms or any type of combustible material in the company’s facilities, clients’ sites, or at company-sponsored functions.

If you or someone you know is in immediate danger of serious bodily harm, first call local law enforcement authorities and then report the incident in accordance with the “Reporting Potential Code Violations” section of the Code.

### ***Protect private personal information.***

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<sup>1</sup> “Discrimination” is the denial of opportunity through differential treatment of an individual or group. It does not matter whether the discrimination is intentional; it is the effect of the behaviour that matters. Discrimination on the basis of age, colour, race, religion, gender, marital status, ancestry, sexual orientation, national origin, disability or any other characteristic protected by law is prohibited.

<sup>2</sup> “Harassment” generally means offensive verbal or physical conduct that singles out a person to the detriment or objection of that person. Harassment covers a wide range of conduct, from direct requests of a sexual nature to insults, disparaging remarks, offensive jokes or slurs. Harassment may occur in a variety of ways and may, in some circumstances, be unintentional. Regardless of intent, all harassment negatively affects individual work performance and our workplace as a whole, and is not tolerated.



While at BGIS, you may provide sensitive personal, medical, and financial information. Those with access to this information have an obligation to protect it, and use it only to the extent necessary to do their work. Common examples of confidential employee information include: benefits information; compensation information; medical records; and contact information, such as a home address.

***Compliance with the Laws, Rules, Regulations, and Policies***

***Know and comply with all laws, rules, regulations, and policies applicable to your position.***

Many of the company's activities are governed by laws, rules, regulations, and policies that are subject to change. If you have questions about the applicability or interpretation of certain laws, rules, regulations, or policies relevant to your duties at BGIS you should consult with the company's internal legal counsel. In the event a local law, custom, or practice conflicts with the Code you must adhere to whichever is most stringent. If you know of any of our practices that may be illegal, you have a duty to report it. Ignorance of the law is not, in general, a defense to breaking the law. We expect you to make every reasonable effort to become familiar with the laws, rules, regulations, and policies affecting your activities and to comply with them. If you have any doubts as to the applicability or interpretation of any of the above, you should obtain advice from the company's internal legal counsel.

***Do not trade in securities if you possess material non-public information.***

While at the company, you may have access to or become aware of material non-public information. You must not use this information to gain a financial advantage for yourself or others, either by way of making a trade for yourself, "tipping" others on the information, or otherwise. Doing so is not only a violation of the Code that will result in immediate termination for cause, but is also a serious violation of securities laws and will expose any individuals involved to potential civil and criminal prosecution.

If you have questions about securities laws or the company's internal trading policies and procedures, contact the company's internal legal counsel.

***Do not give or receive bribes, including "facilitation payments".<sup>3</sup>***

We value our reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business by our stakeholders, which ultimately means it is good for business. We do not pay bribes in furtherance of our business, either directly or indirectly, and you are not permitted to pay bribes on our behalf or authorize others to pay bribes on our behalf. This commitment comes from the highest levels of management and you must meet this standard. Facilitation payments<sup>3</sup> are also a form of bribe, and are therefore, not permitted. For further details, refer to the company's *Anti-Bribery and Corruption Policy* posted on the company's intranet.

***The giving or receiving of gifts and entertainment should be proportionate and reasonable.***

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<sup>3</sup> Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required administrative fees or fees to fast-track services.

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Gifts and entertainment given to or received from persons who have a business relationship with the company are generally acceptable, if the gift or entertainment is modest in value, appropriate to the business relationship, and does not create an appearance of impropriety. No cash or equivalent payments should be given or received. In addition, gifts should not be given to or received from public officials. Employees who do not comply with these requirements may be required to reimburse the company for the value of any gifts or benefits they receive on behalf of the company. For further details, refer to the company's *Anti-Bribery and Corruption Policy* posted on the company's intranet.

***There may be restrictions on your political donations to candidates and political parties.***

To ensure that we do not breach the law regarding political donations in any country, all political donations, no matter how small, made on behalf of the company (directly or indirectly) must be approved in advance by the person(s) designated to approve such donations. Political donations made by individuals on their own behalves should comply with local laws and regulations. In the U.S. and Canada, various federal, provincial, state, and municipal laws and regulations impose specific restrictions and rules in respect of political contributions, both those made on behalf of the company or made by individuals on their own behalves, which can carry significant penalties for the company for violations.

***Ensure that our operations are not used for money laundering.***

The company is strongly committed to preventing the use of its operations for money laundering, the financing of terrorism, or other criminal activities and will take appropriate actions to comply with applicable anti-money laundering laws. Jurisdictions may publish lists of individuals and organizations that the company is prohibited from accepting funds from or distributing funds to under applicable anti-money laundering laws. Employees are expected to use reasonable care to verify that counterparties are not owned or controlled by, or acting on behalf of, sanctioned governments, groups, individuals or others. This includes requiring counterparties to make anti-money laundering representations in documents with the company, which internal legal counsel can provide upon request.

You should consider your rights and obligations when providing information to governmental authorities. Either during or following your employment or directorship at BGIS you may be contacted by governmental authorities (e.g. law enforcement, securities regulators, etc.) who are seeking confidential information from you which you obtained through your association with BGIS. Whether you are able to respond to these questions or not, we strongly recommend that, for your own protection, you do not speak with authorities without first seeking legal advice on your rights and obligations. In this situation, you may contact the company's internal legal counsel who can help you retain counsel that can assist you.

Notwithstanding the foregoing, nothing in the Code prohibits or restricts you in any way from providing information to a government authority pursuant to applicable whistleblowing regulations.

**Reporting Potential Code Violations**

***You are strongly encouraged to make good faith reports.***

Internal reporting is critical to the company's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of the Code, or any illegal or unethical behaviour of which you become aware. When making a report, please include specific details and back-up documentation where feasible in order to permit adequate investigation of the concern or conduct reported. Vague, nonspecific, or unsupported allegations are inherently more difficult to pursue.

An employee should report violations of the Code to his or her supervisor, since the supervisor is generally in the best position to resolve the issue. Alternatively, you may contact the company's internal legal counsel to report potential Code violations, or if you have any specific or general questions. Directors should promptly report violations to the Chairperson of the company's Board of Directors.

***In the event you do not want to report violations to your supervisor or internal legal counsel, you can always make a report through the company's Reporting Hotline.***

Our reporting hotline (the "Reporting Hotline") is managed by an independent third-party. The Reporting Hotline allows anyone to call anonymously (if they so choose) to report suspected unethical, illegal, or unsafe behaviour in English and other languages. The Reporting Hotline is available toll-free, 24 hours a day, 7 days a week. Refer to the "Contact Information" section of the Code for the Reporting Hotline phone numbers by jurisdiction.

***Reports will be kept confidential and will be dealt with appropriately.***

The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review, and subject to applicable law. We would prefer that you identify yourself to facilitate our investigation of any report; however, if you do not feel comfortable doing so you can make an anonymous report, as noted previously

The party receiving the initial report must record its receipt, document how the situation was dealt with, and file a report with internal legal counsel, which will be retained for the record. The internal legal counsel will report all illegal and unethical conduct in violation of the Code to the company's Board of Directors, or a committee thereof, and externally in accordance with applicable laws.

***You will not experience retribution or retaliation for a report made in "good faith".***

No retribution or retaliation will be taken against any person who has filed a report based on the reasonable good faith belief that a violation of the Code has occurred or may in the future occur; however, making a report does not necessarily absolve you (if you are involved) or anyone else of the breach or suspected breach of the Code. The company reserves the right to discipline you if you provide false information or make an accusation you know to be untrue. This does not mean that the information that you provide has to be correct, but it does mean that you must reasonably believe that the information is truthful and demonstrates a possible violation of the Code. If you believe that you have been unfairly or unlawfully retaliated against, you may file a report with your supervisor, the company's internal legal counsel, or by calling the Reporting Hotline.

## **DISCIPLINARY ACTION FOR CODE VIOLATIONS**



We will impose discipline for each Code violation that fits the nature and particular facts of the violation. Depending on the nature of the violation, you may be disciplined up to and including immediate termination for cause and, if warranted, legal proceedings may be brought against you.

#### **STATEMENT OF COMPLIANCE**

Upon joining BGIS, each employee, director, and officer will be provided with a copy of the Code and required to sign an acknowledgement. Each employee, director, and officer will also be required to re-certify compliance with the Code on an annual basis. **Annual execution of a Statement of Compliance with the Code shall be a condition of your continued employment with the company.**

#### **WAIVERS**

A waiver of the Code will be granted only in very exceptional circumstances. A Code waiver for BGIS's employees must be approved by the local country President of BGIS. A Code waiver for the company's Board of Directors must be approved by the Chairperson of the Board of Directors.

#### **AMENDMENTS**

BGIS's Board of Directors reviews and approves the Code on at least an annual basis and is ultimately responsible for monitoring compliance with the Code.



## CONTACT INFORMATION

### REPORTING HOTLINE

North America - 800-665-0831

Australia: Step 1) 1-800-551-155 (Optus) or 1-800-881-011 (Telstra), Step 2) 844-884-0094

New Zealand: Step 1) 000-911, Step 2) 844-884-0094

Singapore: Step 1) 800-001-0001 (StarHub) or 800-011-1111 (SingTel), Step 2) 844-884-0094

UK: Step 1) 0-800-89-0011, Step 2) 844-884-0094

Collect Worldwide – 770-613-6339

Online

<https://secure.ethicspoint.com/domain/media/en/gui/12490/index.html>

### INTERNAL CONTACTS – BGIS GLOBAL INTEGRATED SOLUTIONS CANADA

#### Internal Legal Counsel

Andrew McLachlin

Senior Vice President

and General Counsel

4175 14th Avenue

Markham, Ontario L3R 0J2

Canada

E-mail: [andrew.mclachlin@bgis.com](mailto:andrew.mclachlin@bgis.com)

Telephone: (905) 415-7408

## LEGAL NOTICE

The company reserves the right to modify, suspend, or revoke the Code and any related policies, procedures, and programs at any time. The company also reserves the right to interpret and amend the Code and these policies in its sole discretion. Any amendments to the Code will be disclosed and reported as required by applicable law.

The company employs unionized employees. If the Code conflicts with a collective bargaining agreement governing the wages and/or conditions of employment for unionized employees, the collective bargaining agreement will prevail; if a collective bargaining agreement is silent with respect to an area addressed in the Code, or if the Code supplements a collective bargaining agreement, unionized employees are expected to abide by the Code.

Neither the Code, nor any of the policies referred to herein, confer any rights, privileges, or benefits on any employee, create an entitlement to continued employment at the company, establish conditions of employment for the employee, or create an express or implied contract of any kind between employees and the company. In addition, the Code does not modify the employment relationship between employees and the company.

The version of the Code on our intranet may be more current and supersedes any paper copies, should there be any discrepancy between paper copies and what is posted online.





**SCHEDULE A**

**BGIS**

**CODE OF BUSINESS CONDUCT AND ETHICS  
STATEMENT OF COMPLIANCE**

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***All employees, directors, and officers must complete this Statement of Compliance or certify the company's electronic Statement of Compliance through the company's web-based compliance program.***

I have received, reviewed and understand the Code of Business Conduct and Ethics (the "Code") of BGIS (the "company") for employees, directors, and officers.

I hereby agree to comply with the Code, including its provisions for nondisclosure of information both during and after appointment or employment.

To the best of my knowledge, I am not involved in any situation that conflicts or might appear to conflict with the Code.

I also agree to notify my supervisor, the internal legal counsel of the company, or in the case of directors, the Chairperson of the company's Board of Directors, immediately of any change that might adversely affect my compliance with the Code.

<b>Name:</b>	_____
	<i>(Please print)</i>
<b>Company:</b>	_____
<b>Position Title:</b>	_____
<b>Location:</b>	_____
<b>Date and Signature:</b>	_____
	<i>(mm/dd/yy)</i>
	_____
	<i>(Signature)</i>