



Code of Ethics & Business Conduct

January 2020



Congebec

MESSAGE FROM THE PRESIDENT



Nicholas-P. Pedneault, President and CEO

Dear Congebec's family members,

I'm proud to introduce you to Congebec's Code of Ethics and Business Conduct which defines our values and the way we embody them. By setting clear expectations, the Code guides and governs us in the daily conduct of Congebec's business. Our prosperity depends on our capacity to earn the trust of our customers, collaborators, suppliers, as well as our investors. But first, we must have courteous, respectful and pleasant relations between us and have fun working together!

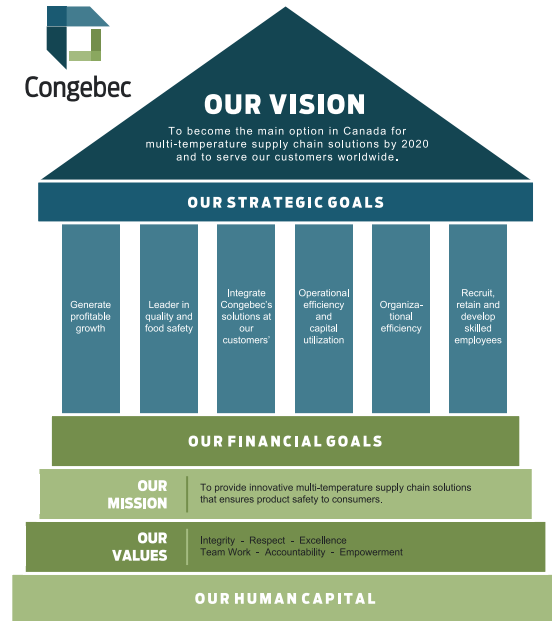
I ask each of you to read this document carefully in its entirety, to understand it and to commit to observe the Code of Ethics and Business Conduct. If you witness something which seems to be not in line with the Code, talk about it. We appreciate and we support employees who ask questions, who seek advice on a particular matter or who want to report a situation which is not in compliance with our values or standards.

No code can address all situations, and it is not what is intended here. You may sometimes have questions or concerns about the right behavior to adopt regarding your own acts or the acts of someone else. Talk about it with your supervisor or with a member of the human resources team.

I count on you to foster an inspiring environment which reflects our values.

Let's all be ambassadors of Congebec!

OUR VISION



OUR MISSION



CONGEBEC'S PROMISE

Congebec's objective is to be a trustworthy business partner to our customers by leveraging on its expertise to handle customers' products consistently across its network based on four pillars:



1. Food safety



2. Flexibility



3. Cost efficiency



4. Reliability and Trust

TABLE CONTENTS



Objectives and Scope

- 1.1 Embodying Congebec's Values 14
- 1.2 The Reason for a Code of Ethics and Business Conduct..... 14
- 1.3 Our Commitment..... 15
- 1.4 Who Must Follow this Code?..... 15
- 1.5 Our Responsibilities as Congebec's Officers and Employees 16



Our Conduct in the Performance of our Duties

- 2.1 Compliance with the Law, the Code and Congebec's Policies 20
- 2.2 Duty to Congebec..... 21
- 2.3 Safety 21
- 2.4 Drugs and Alcohol..... 22
- 2.5 Conflict of Interests 22
- 2.6 Confidentiality of Business-Related and Personal Information..... 24
- 2.7 Integrity of Data and Proper Records Management 26



How We Treat our Clients, Business Partners, Suppliers and Competitors

- 2.8 Discrimination and Harassment..... 27
- 2.9 Protection of Congebec's Property 27
- 2.10 Proper Use of Equipment and Electronic Devices... 28
- 2.11 Solicitation and Propaganda in the Workplace / Political Contributions..... 28
- 2.12 Personal Relationships Between Employees..... 29
- 2.13 Insider Trading 30
- 3.1 Quality and Reliability of Service 34
- 3.2 Business Integrity..... 34
- 3.3 Bribes..... 35
- 3.4 Gifts and Tokens of Appreciation 35
- 3.5 Antitrust Laws 37



Responsible Business Conduct

4.1 Reducing Food Waste 42



Resources

- 5.1 How to Know if There is a Problem..... 46
- 5.2 How to Report a Problem and Obtain Advice 47
- 5.3 How to Report a Problem Anonymously 48
- 5.4 What Happens Once a Problem is Reported..... 49
- 5.5 If Retaliation is a Concern 50
- 5.6 Consequences of a Violation of the Code 51
- 5.7 Who's in Charge of Enacting and Reviewing the Code? 51



1. Objectives & Scope

1. OBJECTIVES AND SCOPE

1.1 Embodying Congebec's Values

No matter where we are and what we do, we are all, individually as well as collectively, representatives of CONGEBEC. The way we interact with others defines us as a business, as we firmly believe that we are all, in some small or greater part, responsible for improving our overall brand image as one of the most important provider of cold storage services in Canada. We want other companies and future clients to want to do business with us and that the most talented people want to join us as employees!

1.2 The Reason for a Code of Ethics and Business Conduct

The Code of Ethics and Business Conduct has been adopted to promote our values in our business conduct and in our relations with third parties. Hence, CONGEBEC's Code states the principles and patterns of behavior we must all uphold in order to preserve CONGEBEC's commitment to operate with integrity and according to high ethical standards.

The Code's main purpose is to help us make a decision when faced with a delicate ethical or legal situation. It cannot,



however, provide solutions to or guidance for, every situation that can happen, and does not replace our personal good judgment.

1.3 Our Commitment

The well-being of our EMPLOYEES and others dealing with us being a primary concern, CONGEBEC commits to foster a working environment where the Code and our values are respected, and where disrupting behaviors face adequate corrective measures.

1.4 Who Must Follow this Code?

All of CONGEBEC's EMPLOYEES, OFFICERS and DIRECTORS must act in accordance with the Code's underlying principles. We also strongly suggest that all third parties conducting business with us (consultants, trustees, suppliers and other business partners) comply with our ethical norms.



Congebec undertakes to

Make sure that every EMPLOYEE is familiar with the Code and to provide support and resources to help for its interpretation and implementation;
Take all necessary measures in order to diligently prevent and manage all patterns of behavior that run opposite our values and the provisions of the Code, and
Protect against any kind of retaliation EMPLOYEES who, in good faith, report incidents or testify in the course of enquiries revolving around ethical matters.

**Words underlined are defined in the Glossary at the end of the document.*

1.5 Our Responsibilities as Congebec's Officers and Employees

We must:



> be familiar and abide with the laws, regulations and policies that govern our duties



> fulfill our duties while complying with the highest ethical standards



> fully collaborate to any internal investigation prompted by an alleged punishable action or misconduct



> report immediately any illegal behavior or unethical action, whether confirmed or alleged. Failing to report an observed violation is as damaging as the violation itself



Managers in charge of EMPLOYEES must, furthermore:



> set an example in everything they do



> make sure that all EMPLOYEES understand the behaviour that is expected of them



> establish and foster a positive working environment where EMPLOYEES feel free to ask questions and express concerns



> ensure that no EMPLOYEE who has reported a problem or a mere concern is ever exposed to retaliation

**Words underlined are defined in the Glossary at the end of the document.*





2. Our Conduct in the Performance of our Duties

2. OUR CONDUCT IN THE PERFORMANCE OF OUR DUTIES

2.1 Compliance with the Law, the Code and Congebec's Policies

CONGEBEC complies with every legal and regulatory requirement that applies to its activities, but also aims at exceeding mere conformity. We must all, by our thinking, initiatives and actions, make sure that CONGEBEC reaches this goal.

No one expects CONGEBEC's EMPLOYEES, OFFICERS and DIRECTORS to possess a specialized knowledge of all the laws and regulations that may apply to the company's activities. However, we must be familiar enough with such laws and regulations to be able to identify situations where consulting with a superior, the Vice-President of Human Capital, Regulatory Compliance and Communications or another member of MANAGEMENT might be in order.

We must perform our duties while complying with the Code and CONGEBEC's policies that are applicable. The Code does not replace such policies; it is only meant as a guide when it comes to their interpretation and implementation.



We have the responsibility to read the Code and review it on a regular basis and keep ourselves abreast of the most recent versions of the policies applicable to our position.

2.2 Duty to Congebec

We must all act with diligence and loyalty towards CONGEBEC and protect its business interests at all times.

As ambassadors of CONGEBEC, we must always act responsibly and show courtesy, honesty, civility and respect to our colleagues, suppliers, clients and other stakeholders. We should not act in a way that could harm CONGEBEC's business, image or reputation – which includes the way we behave and make use of social media.

2.3 Safety

We must all work together in order to achieve CONGEBEC's vision, which means performing our duties within clean, safe and secure installations where everyone involved shares a commitment to a working environment free of accidents and injuries.

We must at all times act safely. Anyone who is concerned by any safety-related matter has a duty to report it immediately to his/her superior or through the reporting system more fully described at the end of this Code.



WHAT WOULD YOU DO?

> Question:

Maxime works as a loading operator in one of CONGEBEC's warehouses. Every day or so, he sees truck drivers entering the warehouse without their personal protective equipment. He knows very well that they have undergone specific training on CONGEBEC's safety standards and on how the law applies to such equipment. What should he do about those drivers' disregard for the requirements they are perfectly aware of?

> Answer:

Maxime should, first and foremost, notify the truck drivers that they are not complying with either CONGEBEC's policies or the laws relating to health and safety. If the drivers refuse to comply, Maxime should ask them to leave the premises immediately and report the situation to his supervisor. It will then become the supervisor's responsibility to discuss the matter with the trucking company. If the situation is not properly addressed and resolved, Maxime might himself consult with one of CONGEBEC's officers, or, should he prefer to remain anonymous, file a notice through the Ethics Reporting System.

**Words underlined are defined in the Glossary at the end of the document.*

2.4 Drugs and Alcohol

Performing any kind of tasks while being inebriated by the effects of drugs or alcohol is strictly prohibited, as is the consumption, sale or acquisition of drugs while being on duty.

Subject to applicable laws, and unless expressly authorized by the President and Chief Executive Officer, it is forbidden to consume or distribute alcoholic beverages or drugs on CONGEBEC's premises or in the course of our functions or duties.

2.5 Conflict of Interests

We must, at all times, act and make decisions in the best interest of CONGEBEC, which means that we must not allow our judgment to be unduly influenced or motivated by external factors such as financial gain or professional advancement, whether it would benefit us, a family member or an individual with whom we share a PERSONAL RELATIONSHIP.

We must remain clear of any situation that might oppose our personal interests to those of CONGEBEC. A conflict of interest usually arises when a personal or family-related matter affects one's ability to take a decision objectively, on behalf of CONGEBEC.



A conflict of interest may arise, among other situations, in the following circumstances:



- ⚡ > acting both in the name of CONGEBEC and on behalf of a family member or a business in which we (or a family member) hold(s) a substantial interest; or
- ⚡ > acting as an advisor or consultant for (or holding any position in) a business whose activities compete with CONGEBEC's or whose interests are opposed to those of CONGEBEC.

Whenever a conflict of interests, whether real, potential or perceived, arises, we must immediately file a Declaration of conflict of interests form. This form is available with the human resources or legal affairs departments. If MANAGEMENT concludes that the conflict of interest is real, potential or perceived, MANAGEMENT will indicate the corrective measures to be taken to resolve the situation. Any information disclosed

**Words underlined are defined in the Glossary at the end of the document.*



in the process will be treated strictly confidential and be forwarded only to the individuals in charge of assessing and managing the conflict of interests.

2.6 Confidentiality of Business-Related and Personal Information

At CONGEBEC, confidential information remains confidential.

While performing our duties, we might come across confidential information related to CONGEBEC, its suppliers, clients, partners or our colleagues. Such information might consist, for instance, in trade secrets, pricing structures, cost information, financial results, product-related data or personal information related to EMPLOYEES. It can also include information provided by a third party and subject to a non-disclosure agreement.



The information we are entrusted with in the course of our duties must remain strictly confidential and be used solely and exclusively in connection with CONGEBEC's activities. No



WHAT WOULD YOU DO?

> Question:

Annabelle holds a position where she can make decisions relating to purchase and the selection of suppliers for the CONGEBEC warehouse where she works. Her brother, who has just started his own business in the area, would like her to disclose what price he should tender in order to do business with CONGEBEC. What should Annabelle do?

> Answer:

Annabelle finds herself in a situation of conflict of interests, since her family relations and allegiance could potentially affect her ability to make objective choices in the interest of CONGEBEC. From the outset, prices charged by suppliers are considered exclusive and strictly confidential and must be treated as such. Hence, Annabelle should in no way disclose to her brother (or to any other supplier, for that matter) the prices charged by competitors. Furthermore, Annabelle should promptly notify her superior of the situation and withdraw from the decision-making process if her brother remains one of the bidding suppliers.

confidential information of any kind may ever be used or disclosed without its rightful owner's prior written consent, or in order to obtain some unfair benefit.

EMPLOYEE's personal information is, moreover, protected by specific privacy laws and regulations. Therefore, we can't access our colleagues personal information without an express authorization issued in the course of specific duties linked to our duties and responsibilities. If we are granted access to such information, we must ensure it remains strictly confidential and is used solely and exclusively in connection with CONGEBEC's activities. Unless they have been negotiated and agreed upon in the context of a collective agreement, rates and pay grades are considered confidential information which may only be disclosed to the designated EMPLOYEE, his/her superior, payroll personnel and MANAGEMENT.

We are bound to protect confidential information during the course of our employment and this obligation will continue to apply even after we leave CONGEBEC.

If we inadvertently disclose any confidential information, we should notify our superior. If we learn of confidential information, we should require advice from our superior before using or acting upon such information.

**Words underlined are defined in the Glossary at the end of the document.*





2.7 Integrity of Data and Proper Records Management

We ensure the integrity of the data related to CONGEBEC's business, at each function and at all levels. We must ensure that the information contained in CONGEBEC's records or operations, administrative or financial reports is true, correct, understandable and timely recorded. We must oversee that all entries in our files are accurate.

Falsifying or altering recorded data, concealing or destroying a document we have been asked to release, or lying to an auditor, investigator or government agent are all considered serious offences. Whenever CONGEBEC's MANAGEMENT, an auditor or a government agent requires us to provide information or documents, we must fully collaborate to the process.

If we are made aware that specific documents will be used in the course of an audit, an investigation or judicial proceedings (whether actual or potential), we must follow the instructions given in the notice we received and promptly report to the Vice-President of Human Capital, Regulatory Compliance and Communications. We will not destroy documents mentioned in the notice unless such destruction has been duly authorized by the Vice-President of Human Capital, Regulatory Compliance and Communications.

Any form of misconduct related to the preservation of data or documents must be reported immediately to the Vice-President of Human Capital, Regulatory Compliance and Communications or may be signaled to the President of the Audit and Risk Management Committee.

2.8 Discrimination and Harassment

We are all responsible to foster a positive and productive workplace, free of DISCRIMINATION, HARASSMENT, INTIMIDATION and VIOLENCE. We favor healthy and sound relationships in our workplace.

We commit to treat our colleagues fairly and with respect. No form of DISCRIMINATION, HARASSMENT, INTIMIDATION or VIOLENCE will be tolerated in the workplace.

2.9 Protection of Congebec's Property

CONGEBEC provides us with EQUIPMENT and ELECTRONIC DEVICES for the performance of our tasks. All such EQUIPMENT and ELECTRONIC DEVICES are and remain the sole and exclusive property of CONGEBEC. We must therefore use these EQUIPMENT and ELECTRONIC DEVICES with all necessary precautions and protect them against any risk of loss, damage, theft, misuse or wastage, just as if they were our own.



WHAT WOULD YOU DO?

> Question:

Marie feels harassed by one of her co-workers, who keeps commenting on her appearance. Such comments make her so uncomfortable that she is considering not coming back to work. What should she do?

> Answer:

First, Marie should tell her co-worker that their remarks make her uncomfortable. Should the co-worker persist in commenting her appearance, she should talk of this HARASSMENT situation with her superior. She could also report the situation to MANAGEMENT, to the human resources representative or to the Vice-President of Human Capital, Regulatory Compliance and Communications, or, if she wishes to remain anonymous, file a notice through the Ethics Reporting System.

**Words underlined are defined in the Glossary at the end of the document.*

2.10 Proper Use of Equipment and Electronic Devices

We must use CONGEBEC's EQUIPMENT, ELECTRONIC DEVICES, networks and software applications adequately and in proper connection with the performance of our tasks and duties at CONGEBEC.

Limited personal use of ELECTRONIC DEVICES, such as computers, tablets, cellular phones and networks is allowed as long as such use is reasonable, suitable and in no way likely to hinder or impede the performance of our duties.

We must never overuse CONGEBEC's networks (whether in or outside of the workplace), or view, download, or save information, data or images that are deemed inappropriate or would most likely be considered offensive or degrading.

2.11 Sollicitation and Propaganda in the Workplace / Political Contributions

We must refrain from, while we are performing our duties, promoting our personal religious, political or financial interests by distributing written material, seeking donations on behalf of an organization, a political party or a religious group, or attempting to sell goods or services to members of CONGEBEC's personnel, visitors or other individuals.



From time to time, CONGEBEC may elect to offer its support to designated community causes and charities. However, no solicitation of any kind should ever be exercised on co-workers, business partners or visitors in order to convince them to contribute to such causes or charities, unless we have been expressly authorized to do so by MANAGEMENT. CONGEBEC may, at any time and at its sole discretion, order a member of personnel to put an end to this type of activities.

Businesses such as CONGEBEC are forbidden by law to provide financial support to political campaign. Hence, none of CONGEBEC's funds or resources may ever be used in support of a political party. Although we remain free to contribute to a political campaign in our own name and on our own behalf, we must never do so in the hopes that CONGEBEC will obtain or maintain some form of advantage.

2.12 Personal Relationships Between Employees

Since PERSONAL RELATIONSHIPS are likely to lead to conflict of interests, whether real, potential or perceived, we cannot participate, if we are entrusted with supervisory duties, in the hiring process or promotion of an individual with whom we share a PERSONAL RELATIONSHIP or be such an individual's immediate superior. No PERSONAL RELATIONSHIP between EMPLOYEES must ever hinder or impede the performance of any duties, or suggest any kind of favoritism or lack of objectivity.

**Words underlined are defined in the Glossary at the end of the document.*



CONGEBEC does not prohibit in any way the employment of individuals who share a PERSONAL RELATIONSHIP, including members of a same family. Employment decisions in relation to such individuals must, however, be based on the criteria that applies to any other person. CONGEBEC reserves the right to assign EMPLOYEES to positions and duties deemed appropriate to reduce or mitigate the risks of a conflict of interests, favoritism or lack of objectivity.

If a PERSONAL RELATIONSHIP develops between an EMPLOYEE and his/her immediate superior, both parties must promptly report the situation to the superior's own superior.

CONGEBEC will take appropriate and fair measures, which may include a modification of the reporting authority of two co-workers from a same family or involved in a PERSONAL RELATIONSHIP.

2.13 Insider Trading

We must not conduct trading on the securities of a business who is a client, a supplier or a competitor of CONGEBEC, unless such securities are publicly traded, the investment is made on terms available to the general public, and your investment is not based on any inside information. "Inside information" means material information about the company whose



securities are being traded on the stock market, which has not yet been known to the public and to which we had access by way of the position we occupy at CONGEBEC.

We must not disclose to third parties information about a company that is not yet known to the public. In this section, "third parties" include family members, friends and, more specifically, individuals we can reasonably believe may use the information in order to conduct trading on the company's securities. We may discuss such information with co-workers, as long as all applicable laws and regulations are observed and co-workers who have a business-related need to know.



**Words underlined are defined in the Glossary at the end of the document.*



3. How We Treat our Clients, Business Partners, Suppliers & Competitors

3. HOW WE TREAT OUR CLIENTS, BUSINESS PARTNERS, SUPPLIERS AND COMPETITORS

3.1 Quality and Reliability of Service

Our clients trust CONGEBEC's capacity to deliver high quality services tailored to their requirements. Such trust is the key to our success. We must at all times observe the quality control procedures that apply to our position, even more so if we are involved in any stage of CONGEBEC's service chain.

We must aim at exceeding our clients' expectations when it comes to quality. Any description of CONGEBEC's services, as well as any pricing information, must be rigorously accurate.

We must signal immediately any concern we may have about the quality of a service.

3.2 Business Integrity

We must conduct ourselves professionally and deal fairly with our clients, business partners, suppliers and competitors.

We must never make a false, inaccurate or misleading representation of CONGEBEC's services or those of its



competitors. Comparisons of our services and those of our competitors must always be fair and based on actual facts.

3.3 Bribes

CONGEBEC places a strong emphasis on business integrity and formally condemns any form of bribery. We must never, directly or indirectly, accept, request, offer, promise, grant or authorize the payment of bribes, incentives or any amounts of money to or from a third party which could reasonably be perceived as an attempt to influence his or her action, lack of action, decision or to obtain some unfair advantage, keeping a market or unduly control the acts of a third party.

We must recognize bribery and ensure that CONGEBEC does not take part, directly or indirectly, in this type of activities.

3.4 Gifts and Tokens of Appreciation

Corporate gifts and other tokens of appreciation may help CONGEBEC develop and maintain lucrative relationships with the individuals and companies with whom it conducts business. We must always exercise caution on that matter, however, since offering a gift or a token of appreciation may sometimes translate into a conflict of interests if it is meant to influence the outcome of a business decision.

**Words underlined are defined in the Glossary at the end of the document.*



In order to suppress any suggestion of favoritism, we must refrain from accepting any gift or token of appreciation from a client, a supplier or any other individual doing business with CONGEBEC, whenever such gift or token of appreciation:



> is likely to prevent us from making a rational, fair and impartial decision in connection with CONGEBEC's business, or to give the impression that such is the case



> is of a value that greatly exceeds what is usually accepted in similar commercial circumstances



> involves an element or an activity which could violate any section of this Code or tend to show CONGEBEC under an unflattering light

Nothing can replace sound judgment when it comes to determining the real purpose of a gift or token of appreciation.



Gifts and tokens of appreciation can be received or offered on behalf of CONGEBEC only if they are consistent with commonly accepted business practices, are of a merely symbolic value or are approved by the Vice-President of Human Resources.

Money or redeemable items (such as corporate shares, bonds, gift cards or certificates, etc.) may in no circumstances whatsoever be offered or accepted as gifts, regardless of their value.

3.5 Antitrust Laws

Because we firmly believe that healthy competition is a key element of a free market, we always make sure to comply with the requirements of antitrust law, as they apply to the activities we perform in specific jurisdictions.

Antitrust laws maintain fair competition by prohibiting, amongst other things, formal and informal agreements and arrangements aimed at:

- > influencing or setting prices or pricing methods;
- > impeding competition or reducing the amount of transactions between suppliers or clients;
- > sharing or allocating clienteles, markets or territories between CONGEBEC and its competitors.



WHAT WOULD YOU DO?

> Question:

Karen has been tasked with the purchase of basic maintenance equipment required in the three (3) CONGEBEC warehouses she oversees. One of the suppliers she usually does business with offers her free tickets to a rock concert. What should she do?

> Answer:

Should Karen accept the tickets, the supplier in question, its competitors, as well as Karen's co-workers could come to the conclusion that she has showed favoritism – a situation which is likely to impede or hinder her ability to make objective decisions on behalf of CONGEBEC. Karen should not accept this gift.

**Words underlined are defined in the Glossary at the end of the document.*

In order to comply with the requirements of antitrust law, we must refrain from discussing:

- > any sharing or allocation of clientele, markets or territories with a client or a competitor;
- > storage capacity, operating costs and any other topic related to the management of warehousing activities;
- > any topic related to pricing, procurement methods or strategic business information; or
- > any boycott of a third party with a client or competitor.

In the event where a competitor, even trivially, raises one of the aforementioned topics, the conversation should be cut short and reported to the Vice-President of Human Capital, Regulatory Compliance and Communications.

Any misconduct in connection with matters related to competition must be reported promptly, either to the Vice-President of Human Capital, Regulatory Compliance and Communications or may be signaled to the President of the Audit and Risk Management Committee.



**Words underlined are defined in the Glossary at the end of the document.*





4. Responsible Business Conduct

4. RESPONSIBLE BUSINESS CONDUCT

4.1 Reducing Food Waste

Reduction of food waste has always been paramount for CONGEBEC. Our vision is grounded in a solid commitment towards sustainable development, on a rigorous respect of responsible practices towards food safety and the way we perform our responsibilities to avoid losses and damages.

We observe all regulatory requirements and standards relevant to our field of activity – and we aim at exceeding them by keeping food safety risks as low as they can reasonably be, preventing all foreseeable losses due to physical damage and irregular changes in temperature and keeping track of performance levels in order to improve them continuously.

If we learn or are made aware of a practice or method likely to increase the risk of food waste, that is not compliant with CONGEBEC's standards and policies, or that violates the provisions of any applicable law or regulation, we have the duty to promptly report the situation to our superior.



**Words underlined are defined in the Glossary at the end of the document.*



5. Resources

5. RESOURCES

5.1 How to Know if There is a Problem

If we are facing an ethical dilemma, we should take the time to think about it and consult the relevant reference documents, such as CONGEBEC's Values, Statement of Mission and Vision and our internal policies, which can all be found on the congebec.com website, on the human resources intranet server (paie ADP) and in most work areas. We can also request a copy to our superiors.

We can also assess the seriousness of most situations by asking ourselves the following basic questions:



> Is this the right thing to do?



> Is this legal?



> Does this comply with CONGEBEC's values and policies?



> Would I be proud or embarrassed if anybody learned about this?



> Would it help (or harm) CONGEBEC if this got into the newspapers or on the web?

If any of these questions cannot be answered by a clear “YES”, the situation at hand should most likely be reported or discussed. We should never feel embarrassed to ask questions or to require advice in any given scenario.

5.2 How to Report a Problem and Obtain Advice

If we want to discuss of a problem or report a situation we believe could be illegal or unethical, we should first and foremost reach out to our superior. If for any reason such an approach appears unproductive, the following individuals can also be notified:

- > our human resources representative,
- > the Vice-President of Human Capital, Regulatory Compliance and Communications, or

**Words underlined are defined in the Glossary at the end of the document.*



> any member of MANAGEMENT.
We can also report a problem using CONGEBEC's Ethics Reporting System:

- > online, on the secure website:
www.alias-solution.com/contact/en/congebec
- > by phone and toll-free, at number: (844) 852-4298
- > by standard mail, all reports being received confidentially at this address:
CP 47022, SUCC. Saint-Jean, Lévis, QC, G6Z 2L3

5.3 How to Report a Problem Anonymously

Problematic situations can be reported anonymously twenty-four (24) hours a day, seven (7) days a week, by using the Ethics Reporting System which is managed by a third party. We must understand and accept, however, that remaining anonymous may limit CONGEBEC's ability to investigate the situation thoroughly and comprehensively. If we decide to disclose our name, our report will be, to all extent possible, kept strictly confidential.



The Ethics Reporting System can be accessed in any one of three ways:

- > online, on the secure website:
www.alias-solution.com/contact/en/congebec
- > by phone and toll-free, at number: (844) 852-4298
- > by standard mail, all reports being received confidentially at this address:
CP 47022, SUCC. Saint-Jean, Lévis, QC, G6Z 2L3

5.4 What Happens Once a Problem is Reported

Whether a report is filed anonymously or not, it must be submitted in good faith and supported by facts deemed to be true.

Whether a problematic situation is reported directly to a member of CONGEBEC's MANAGEMENT or by using the Ethics Reporting System, MANAGEMENT will, at first, attempt to establish the facts mentioned in the report. If it comes to the conclusion that a problem actually exists, MANAGEMENT will then diligently take corrective measures.



**Words underlined are defined in the Glossary at the end of the document.*

In some situations, MANAGEMENT might deem it necessary to conduct a more thorough inquiry before making a final decision. In such a case, we may be required to provide additional information, whether we have filed our report anonymously or not.

MANAGEMENT will exercise its best judgment whenever it reviews the concerns of EMPLOYEES and implements corrective measures. It does not, however, have an obligation to keep a complainant informed of the progress of an inquiry or of the measures it could or intends to take as a result of the report.

5.5 If Retaliation is a Concern

If we fear we might suffer retaliation, we may file a report anonymously. From the outset, CONGEBEC will not tolerate any form of retaliation against any individual who reports, in good faith, an illegal or unethical behavior, whether actual or alleged. Hence, retaliation of any kind should be promptly reported to MANAGEMENT, who, in turn, will take all necessary measures to stop such retaliation.



5.6 Consequences of a Violation of the Code

If we fail to comply with the Code, neglect to report a problem we are aware of or retaliate in any way against a co-worker who has reported a problem, we might be subject to incremental disciplinary actions which may eventually culminate in termination. An EMPLOYEE who blatantly ignores or violates the law may, in addition, be subject to civil and/or criminal prosecution.

5.7 Who's in Charge of Enacting and Reviewing the Code?

CONGEBEC's Board of Directors is responsible to adopt and review the Code. MANAGEMENT, for its part, must oversee the implementation and daily application of the Code throughout the company.



**Words underlined are defined in the Glossary at the end of the document.*

GLOSSARY

In the present Code:

“DIRECTOR”: means a member of the board of directors of Congebec or of one of its affiliates and subsidiaries.

“DISCRIMINATION” any employment or management decisions based on race, skin color, ethnic origins, age, religion, citizenship, disabilities, health, sexual identity or orientation, military records, family status or any other criteria prohibited by law.

“CONGEBEC”: Congebec Logistics Inc. and all the entities of the same group, namely Congebec Inc., Congebec (Transports) Inc. and 9246-8412 Québec Inc.

“OFFICER” or “MANAGEMENT”: the president and chief executive officer and all the vice-presidents.

“EMPLOYEE”: any individual employed by either one of Congebec’s entities.

“EQUIPMENT”: all maintenance tools, pallet rackings, forklifts, motor vehicles, etc.

“HARASSMENT”: any unwelcome pattern of behavior that creates an uncomfortable, intimidating, embarrassing, offensive or downright hostile working environment. Such behavior may consist in the use of an abusive or blasphemous language, or in the utterance of threats or of malicious, discriminatory or sexually explicit, remarks, quips or insinuation. The behavior may be directed toward the targeted co-worker alone or occur in the presence of other individuals. It can manifest itself verbally, in writing or through the use of electronic means of communication, such as e-mails and e-texts. Sexual harassment may consist in momentary flirts, undesired sexual advances or any physical or verbal demeanor of a sexual nature.

“INTIMIDATION”: any unjustified use of one’s position, prerogatives or authority in order to oppress another individual. Intimidation may manifest itself physically (as in the case of an assault), verbally (when one pesters another individual or utters a threat, for instance), socially (if one purposely excludes a co-worker or spreads gossip) or through electronic means of communication (as in the case of threats or rumors spread throughout social media).

“ELECTRONIC DEVICES”: all computers, tablets, cellular phones, networks and other electronic equipment.

“PERSONAL RELATIONSHIP”: any relationship between two of Congebec’s employees that reaches beyond professional relations and that would most likely be considered a source of favoritism or a breach of objectivity. Individuals who are dating, live together or are part of the same family are considered as sharing a personal relationship. In this Code, the concept of “same family” applies to common-law, spouses, partners, mothers and fathers, brothers and sisters, in-laws, brothers and sisters in law, children, grandparents, grandchildren, uncles and aunts, nephews and nieces and first-degree cousins.

“VIOLENCE”: any threat of use, attempt to use or actual and intentional use of physical force against an individual or a group, which causes or could have caused injuries, pain, fear, mental suffering or death. The concept also includes threats and patterns of behavior substantial enough to give an employee reasonable ground to believe they will or could suffer injuries.



Congebec