

CONSTRUCTION

CODE OF CONDUCT

POLICY

TOGETHER WE BUILD SUCCESS

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1.0 Introduction

Ethics is an integral part of the culture of the PCL family of companies. It is also good business.

One of the key factors to our success throughout our history has been our reputation for integrity and fair dealings. Our reputation remains one of our most valuable assets as we continue to excel in our existing and emerging markets.

The requirement that the personnel of all PCL companies must act in accordance with both legal requirements and ethical principles is reflected in our organization's Vision, Values and Guiding Principles, and in a number of our policies. This Code of Conduct brings together those policies, provides additional guidance on legal and ethical conduct, and implements systems to better ensure compliance.



The stylized ripple that you see throughout this code is a symbol of our commitment to legal and ethical conduct. Like a stone thrown in a pool of water, we acknowledge that every one of our actions has a ripple effect that spreads outward, impacting many others along the way.

This code and its associated policies are intended to help ensure that the actions of all of us reflect well on ourselves, our colleagues and the PCL family of companies.

Chris Gower
President and CEO

2.0 Scope of Application

This policy applies to the PCL family of companies.

3.0 Communication

This policy is communicated to all employees of the PCL family of companies via Knowledge on PCL Connects.



4.0 Our Code

#1 - Our Core Values

Honesty

- We are open, candid and truthful.

Integrity

- Our word is our bond. We do what we say.
- We live up to the highest standards of fairness and ethical behavior.

Respect

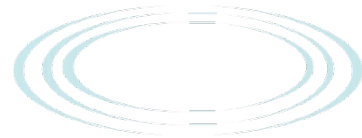
- We work hard to earn our business partners' trust and respect on every project we undertake.
- We are all responsible for building and protecting our reputation as the contractor of choice.

Dynamic Culture

- We constantly seek new opportunities to learn, to improve, to teach and to add value.

Passion

- We love what we do.
- We take the lead, and we lead by example.



For additional information, consult [Poole's Rules](#).

#2 - Our Commitment

- 4.1 In support of our core values, each employee, officer and director of a PCL company, and each agent, consultant and contract worker engaged by a PCL company commits to abide by this Code of Conduct. Each of those persons also commits to abide by all the policies referenced in this code that are relevant to that person. Violations will be the cause for corrective action, which may result in disciplinary action up to and including termination of employment or services contract.

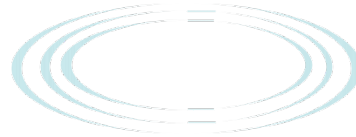
#3 - Obey the Law

- 4.2 We will conduct our business in accordance with all applicable laws and regulations.

#4 - Act Ethically

- 4.3 We will conduct our business in accordance with the highest standards of ethics. Most ethical problems can be avoided by exercising common sense. The following statements are warning signs that you are on ethical thin ice:
- “Well, maybe just this once. . .”
 - “No one will ever know.”

- “It doesn’t matter how it gets done as long as it gets done.”
- “It sounds too good to be true.”
- “Everyone does it.”
- “Shred that document.”
- “We can hide it.”
- “No one will get hurt.”
- “What’s in it for me?”
- “This will destroy the competition.”
- “We didn’t have this conversation.”
- “This is a ‘non-meeting’.”



- 4.4 You can probably think of many more phrases that raise warning flags. If you find yourself using any of these expressions, stop, think and ask yourself, “Am I acting ethically?”
- 4.5 When confronted with a situation which raises a concern, ask yourself:
- Are my actions legal?
 - Am I being fair and honest?
 - Will my actions stand the test of time?
 - How will I feel about myself afterwards?
 - Would I think that others were acting unethically if they acted this way?
 - How would it look in the newspaper?
 - Will I sleep soundly tonight?
 - What would I tell my child to do?
 - How would I feel if my family, friends and neighbors knew what I was doing?

#5 - Promote a Positive and Ethical Work Environment

- 4.6 We will provide a positive and ethical work environment that supports doing what is right, respecting others, and performing with high standards. We must be careful in our words and our conduct to avoid placing, or seeming to place, pressure on others that could cause them to deviate from acceptable ethical behavior. While all of us must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a positive and ethical work environment.
- 4.7 We will provide a workplace where everyone feels respected, satisfied, and appreciated. We will respect diversity, equity and inclusion. We will comply with all applicable anti-discrimination laws, wherever we do business, and with the requirements of our harassment and discrimination policies.

For additional information, consult PCL’s:

- [Harassment and Discrimination Policy](#)
- [United States Equal Employment Opportunity and Affirmative Action Policy](#)
- [Alberta Harassment Policy](#)
- [New Brunswick Harassment Policy](#)
- [Newfoundland and Labrador Harassment Policy](#)

- [Ontario Harassment Policy and Program](#)
- [Quebec Harassment Policy](#)
- [Saskatchewan and Manitoba Harassment Policy](#)

4.8 We will provide a safe and healthy work environment and observe environmentally sound business practices. We will comply with the requirements of all applicable laws and all of our policies respecting safety and the environment.

For additional information, consult [PCL's Corporate Health, Safety & Environment Policy Statement](#) and [PCL's Corporate Environmental Policy Statement](#)

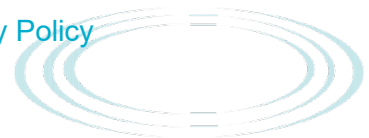
#6 - Avoid Conflicts of Interest

4.9 Directors, officers, employees, agents, consultants and contract workers of a company have a duty to advance the legitimate interests of that company. A conflict of interest occurs whenever that person's private interests are not aligned with – or appear not to be aligned with – the interests of that company. You must comply with PCL's Conflicts of Interest Policy.

For additional information, consult [PCL's Conflicts of Interest Policy](#)

4.10 In addition, you must avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. You must not use company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position with a PCL company. If you enter into a contract with a PCL company, the terms of that contract must be on an arm's length basis and must be approved by your Approving Officer as defined in the Business Courtesy Policy.

For additional information, consult [PCL's Business Courtesy Policy](#)



#7 - Recordkeeping

4.11 Transactions between a PCL company and its clients, subcontractors and suppliers must be promptly and accurately recorded in accordance with generally accepted accounting practices and principles.

4.12 You must not misrepresent facts in company records or falsify company records. Costs incurred on one project must not be charged to another project, unless expressly permitted by contract and applicable laws.

#8 - Public Disclosures

4.13 We are committed to full, fair, accurate, timely and understandable disclosure in all public communications, including all periodic reports and documents filed with government entities. Those disclosure obligations apply to all persons who have any responsibility for preparing, drafting, reviewing, signing or certifying the information contained in such reports. This requires operating in an environment of open communication, while not compromising proprietary and confidentiality concerns.

#9 - Adhere to All Competition and Antitrust Laws

- 4.14 Canadian competition laws and U.S. antitrust laws are designed to protect the free enterprise system and to promote open and fair competition.
- 4.15 Competition and antitrust laws are vigorously enforced. Violations may result in severe penalties and significant fines against the company. There may also be sanctions against individuals, including substantial fines and prison sentences.
- 4.16 In your dealings with competitors, including competitive bidding, teaming agreements or joint ventures, you must be familiar with the applicable competition and antitrust laws that apply to those activities and you must comply with PCL's competition and antitrust policies.

For additional information, consult [PCL's Canadian Competition Law Compliance Policy](#) and [PCL's U.S. Antitrust Policy](#)

#10 - Political Contributions and Activities

- 4.17 We encourage you to become involved in civic affairs and to participate in the political process. However, any involvement and participation must be on an individual basis, on your own time, and at your own expense.
- 4.18 In the United States, federal law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly, to candidates for federal offices. This includes employees' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions.
- 4.19 In Canada, corporations are prohibited from making political contributions to federal parties and candidates for federal office. Provincial legislation also governs political contributions and activities as they apply to their respective jurisdictions.

For additional information, consult [PCL's Political Donations Policy](#) and [Charitable Donations Policy](#)

- 4.20 Laws that establish rules relating to lobbying activities are designed to ensure that the transparency and integrity of legislative and other government processes are preserved. PCL will comply with all such laws. For Canadian operations, further guidance and approval requirements are provided in the Lobbying Policy – Canada. For U.S. and Australian operations, you must consult with PCL Legal Counsel to clarify the applicable laws and obtain applicable chief operating officer approval prior to engaging with any government body in respect of any legislative process.

For additional information, consult the [Lobbying Policy – Canada](#).

#11 - Bidding, Negotiating and Performing Contracts

- 4.21 We will compete fairly and ethically for all business opportunities. In circumstances where there is reason to believe that the release or the receipt of non-public information is unauthorized (such as when doing business with the U.S. government) we will not attempt to obtain and will not accept such information from any source.

For additional information, consult [PCL's Doing Business with U.S. Governments Policy](#)

- 4.22 If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective clients are accurate and truthful.
- 4.23 We deliver what we contract to do. We pride ourselves in always delivering a quality work product, consistent with all of our contractual obligations. Our commitment to deliver is never compromised by cutting corners.

For additional information, consult [PCL's Canadian Competition Law Compliance Policy](#)

#12 - Gifts, Gratuities and Business Courtesies

General guidance

- 4.24 Favorable treatment must not be sought, received, or given in exchange for furnishing or receiving gratuities. We must also avoid any acts that might give the appearance that such favorable treatment was sought, received or given. We will not tolerate any violation of applicable law or of our policies related to gifts, gratuities and business courtesies.

PCL's Business Courtesy Policy

- 4.25 Specific guidance on offering, giving or receiving gifts, gratuities and business courtesies is set out in the Business Courtesy Policy. You must be familiar with and comply with that policy.

Gifts, gratuities and business courtesies to government employees and elected officials

- 4.26 Canadian and U.S. federal, provincial, territorial, state and local government departments and agencies and their employees, and elected officials are governed by a number of complex laws and regulations concerning acceptance of food, entertainment, gifts, gratuities, and other things of value from firms and persons with whom those government departments, agencies, employees and officials do business, or over whom they have regulatory authority. Our Business Courtesy Policy provides specific guidance concerning both Canadian and U.S. requirements.

Gratuities to foreign government personnel and public officials

- 4.27 The United States' Foreign Corrupt Practices Act, Canada's Corruption of Foreign Public Officials Act and similar laws of other countries may restrict the company from giving meals, gifts, gratuities, entertainment, or other things of value to personnel of foreign governments and foreign public officials. Our Business Courtesy Policy provides specific guidance in this area.

For additional information about gifts, gratuities and business courtesies, consult [PCL's Business Courtesy Policy](#) and [PCL's Anti-Bribery Policy](#)

#13 - Doing Business with U.S. Governments

- 4.28 We enter into contracts to provide construction services to a number of federal, state and municipal agencies in the U.S. (USG agencies). Since those contracts are funded with U.S. tax dollars, there are numerous U.S. laws and regulations which apply to the award and administration of those contracts.
- 4.29 Those laws and regulations are sometimes complex. When dealing with USG agencies, you must be aware of and comply with all applicable laws and regulations. Our Doing Business with U.S. Governments Policy provides specific guidance in this area.

For additional information, consult [PCL's Doing Business with U.S. Governments Policy](#)

#14 - Employment of Government Personnel

- 4.30 Extensive conflict of interest laws and regulations govern employing or contracting with former government personnel. These rules extend to contact or negotiations with current government employees to discuss their potential employment or their engagement as consultants or subcontractors. These rules must be fully and carefully observed.
- 4.31 You must not communicate with current or former government personnel in respect of employment or other contractual arrangements without first obtaining approval from the district manager or appropriate senior executive of the applicable PCL company, who shall consult in advance with PCL Legal Counsel.

For additional information, consult:

- [PCL's Doing Business with U.S. Governments Policy](#)
- [PCL's Lobbying Policy - Canada](#)
- [PCL's Anti-Bribery Policy](#)

#15 - Consultant, Agents and Representatives

- 4.32 Business integrity is a key standard for the selection and retention of those who represent us. Agents, representatives, or consultants who will be representing PCL must certify their commitment to act in a manner that is consistent with our policies and procedures, including this Code of Conduct. This commitment is contained in many of PCL's standard contract templates. If engaging one of these entities using a contract without such provision, you may use the following [Acknowledgement Letter](#).
- 4.33 You must not retain any consultant, agent or representative to circumvent our values and principles or to undertake acts that you would be prohibited from undertaking.

For additional information, consult [PCL's Anti-Bribery Policy](#)

#16 - Protect Proprietary and Confidential Information

- 4.34 You may have access from time to time to various types of proprietary or confidential information belonging to a PCL company. You must keep that information protected and secured. You must not disclose that information to anyone without proper authorization or use that information for anything other than its intended purpose.

- 4.35 In the course of normal business activities, clients, subcontractors and suppliers may sometimes divulge to you information that is proprietary or confidential to their business. You must not disclose or use that information other than as agreed by those clients, subcontractors or suppliers, or if required by law.
- 4.36 You must comply with our Business Technology Services Policy
For additional information, consult [PCL's Business Technology Services Policy](#)
- 4.37 Special rules apply with respect to the asking for and receiving of information in the course of doing business with the U.S. government or its agencies. Those rules are explained in our Doing Business with the U.S. Government policy.
For additional information, consult [PCL's Doing Business with U.S. Governments Policy](#)

#17 - Use of Assets

- 4.38 You are responsible for proper use of property, information resources, materials, facilities and equipment belonging to us and to our subcontractors, suppliers and clients. You must use and maintain these assets with care and respect, guarding against waste and abuse.
- 4.39 Your personal use of assets belonging to a PCL company must always be approved by your district manager or corporate department head, as applicable.

#18 - Use of Electronic Communications

- 4.40 If used improperly, electronic communications, applications and services including those conducted on computer based and/or mobile applications may expose us to significant risks and liability. Accordingly, electronic communications of any type or kind, in addition to other oral or written communications, must be conducted in accordance with this Code of Conduct our Business Technology Services Policy, and our Social Media Policy.
For additional information, consult [PCL's Business Technology Services Policy](#)
- For additional information, consult [PCL's Social Media Policy](#)

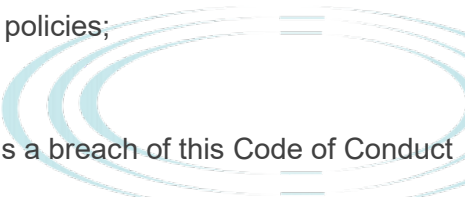
#19 - Report Unethical Conduct

Guiding principles

- 4.41 **Accountability and Empowerment:** we are accountable to one another, and everyone has the responsibility, the freedom, and the power to act. It is your duty and obligation at all times to be watchful of the practices that you see occurring around you, to take reasonable steps to prevent or detect improper conduct and to report any suspicion of fraudulent, abusive, unethical or illegal activity.
- 4.42 **We want you to speak up:** your concerns, when reported, enable us to investigate and address potentially improper conduct through corrective action at the earliest possible moment. These early corrective actions - whether training, coaching of specific individuals, disciplinary steps, or other appropriate steps.

- protect our organization from unethical or illegal activity;
 - minimize or avoid the harm caused by unethical or illegal activity to the organization, our employees, and others; and
 - promote a corporate culture of ethical conduct at PCL.
- 4.43 **All matters are investigated:** all potential ethical concerns are investigated thoroughly. The scope of the investigation is determined on a case-by-case basis.
- 4.44 **All investigations are confidential:** investigations are conducted with discretion and are strictly confidential.
- 4.45 **No retaliation:** the objective of this Policy is to provide an avenue for you to raise concerns and to assure you that you will be protected from reprisals or victimization for reporting, in good faith, suspected fraudulent or other unethical or illegal acts.

What should you report?

- 4.46 You must report any breach of this Code of Conduct, including any activities by a director, officer, employee, agent, consultant or contract worker, or any department or combination of those persons that may constitute:
- accounting irregularities;
 - conflict of interest or other unethical business conduct;
 - theft or fraud;
 - violation of laws, rules or regulations;
 - violation of professional standards or internal policies;
 - harassment or discrimination;
 - workplace violence; or,
 - any other matter of concern that you believe is a breach of this Code of Conduct or any policies referred to in this code.
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Who should you contact?

- 4.47 You may take your concerns to your immediate supervisor, your district or department HR manager, or any other management personnel you feel comfortable talking to. Should you not feel comfortable taking the issue to someone at your operations level, you may contact the national director HR/PD, US Operations; the national director HR/PD, Canadian Buildings and Civil, or the national director HR/PD, Heavy Industrial. You may also use the PCL Ethics Helpline or online reporting service. At all times any of the chief operating officers, general counsel, VP People and Culture, chief financial officer and the chief executive officer are also available to you.
- 4.48 You may be requested to submit your allegations in writing. Any such reports will be kept confidential to the extent possible, consistent with the need to conduct a thorough investigation and, with the legal obligations of PCL companies to voluntarily disclose information to authorized Canadian, U.S., or Australian agencies/governments, as applicable, regarding ethics violations and to fully cooperate with authorized Canadian, U.S., or Australian agencies/government investigations and audits, as applicable.

Click here for the [Unethical Act Complaint Report form](#)

Click here for the [PCL Ethics Helpline Poster](#)

Click here for access to [PCL's online reporting service](#)

How will your complaint be handled?

- 4.49 All complaints will be investigated with care and discretion. The person to whom a complaint is made must forward information received in respect of the complaint to the national director HR/PD, US Operations; the national director HR/PD, Canadian Buildings and Civil (for both Canadian Buildings and Civil operations, and Australian operations); or the national director HR/PD, Heavy Industrial, as applicable. If the complaint relates to activity of a chief operating officer, then the information received in respect of the complaint must be forwarded to the chief executive officer. If the complaint relates to the National Director HR/PD, US Operations, the national director HR/PD, Canadian Buildings & Civil, or the national director HR/PD, Heavy Industrial the information received in respect of the complaint must be forwarded to the general counsel.
- 4.50 The persons receiving the information in accordance with 4.49 must determine the process for investigation, resolution and/or disciplinary action in consultation with any of the chief operating officers, general counsel, VP People and Culture, chief financial officer and chief executive officer as required by the nature of the complaint.

If you make a complaint, what protection do you have from retaliation?

- 4.51 No one may retaliate or discriminate against any person who has submitted a good faith complaint.
- 4.52 Specifically, no one may discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against a complainant or other person who provides information in good faith in the course of an investigation.
- 4.53 If you feel that you have experienced retaliation as a result of making a complaint or providing information, you should report such incidents in accordance with 4.48, above. Many state and provincial jurisdictions also provide legal protection for individuals bringing forth complaints or providing information to investigators.
- 4.54 Violations of this policy will be investigated and individuals who have been found to retaliate or discriminate will be disciplined up to and including termination of employment. Similarly, individuals who are found to have intentionally made false and malicious claims may be subject to disciplinary action.

#20 - Cooperate in Ethics Investigations

- 4.55 You must cooperate in ethics investigations. Failing to cooperate or providing false information will result in disciplinary action up to and including termination of employment.

5.0 Definitions and Notes

Definitions

Not Applicable

Notes

- This Code of Conduct was revised and approved by the PCLEH Board of Directors on September 23, 2021.
- Revised (non-substantive changes) and approved by General Counsel September 13, 2022.
- Revised and approved by General Counsel April 1, 2024.
- Revised (non-substantive changed) November 1, 2024.

