



Code Of Conduct

Coudenys Management Systems Inc.



OUR SHARED MISSION

Our mission is to benefit our stakeholders—including our fellow associates, customers, business partners and others who have placed their trust in us—through a consistent pursuit of excellence and a commitment to our shared values. Through this mission, we aim to establish a reputation as a company that is firmly dedicated to service and quality.

OUR CUSTOMERS:

We benefit our customers by providing in-depth, practical and top quality risk management solutions to improve their business practices.

OUR BUSINESS PARTNERS:

We seek to add value for our vendors and other business partners by endeavoring to deal fairly at all times and form mutually beneficial partnerships.

EACH OTHER:

We support our fellow associates by creating an open work environment that enables each of us to achieve individual success and to contribute to our Company's growth.

QUALITY POLICY

We are dedicated to our customers in providing exceptional value added services through the applications of highly skilled and qualified personnel. We are committed to providing timely services ensuring that the highest level of integrity is applied to everything we do while achieving customer expectations.

We will perform reviews and maintain current management standards, training and customer focus. This will ensure our process is always at the optimum of modern day applications. In turn, this will lead to customer satisfaction and improved methods of increased business applications. Continuous Improvement to management systems is the mission behind CMSI.

OUR SHARED VALUES

INTEGRITY

“Integrity” is a willingness to do what is right, even when no one is looking. This firm commitment to honesty, ethics and transparency is what encourages our business partners to place their trust and confidence in us. We treat all of our stakeholders fairly, standing by our word and rigorously following through on all commitments.

CUSTOMER FOCUS

“Customer focus” means striving to deliver the highest quality products and services at all times. We focus on our customers’ needs, working to understand the issues they face and the markets in which they operate.

QUALITY

“Quality” means doing our work in the right way. We strive for excellence at all times, aiming to rank among the world’s premier technology firms for customer, associate and business partner satisfaction. Quality is never an afterthought—it is ingrained in everything we do.

AGILITY AND INNOVATION

“Agility and innovation” mean embracing change and adapting to the needs of our stakeholders. As a growing organization, we are constantly looking for ways to improve our processes and incorporate the latest technologies.

COMMUNICATION AND TEAMWORK

“Communication and teamwork” involve listening and understanding one another and seeking to find mutually satisfying solutions. We believe that open communication creates trusting and productive relationships, and we therefore strive to make all of our interactions transparent and responsive.

COMMUNITY

Our sense of “community” means that we focus on safety, environmental stewardship and quality of life. We endeavor to make a positive difference in the communities where we do business.

A LETTER FROM OUR PRESIDENT & CEO

DEAR FELLOW ASSOCIATES,

Dear Fellow Associates,

Together, we are embarking on an exciting journey through which we'll bring trust and confidence to risk management systems worldwide. On this journey, there will be no quality more important than integrity. Integrity is the first of our shared values, and it forms the basis on which we'll ensure excellence in everything we do.

Integrity, along with our other shared values, is embedded throughout our Code of Conduct ("Code") and forms the bedrock for the principles our Code sets forth. Our Code defines our culture and outlines the specific rules and areas of the law that are most likely to affect our work. As such, it provides us a road map for our daily operations and helps ensure that none of us compromises our commitment to integrity, service or excellence. I fully expect every Coudenys Management Systems Inc. employee to internalize our shared values, to understand the guidelines set forth in our Code and to follow them in their daily business conduct. We expect our vendors and other business partners to uphold these guidelines and our shared values, as well.

Certain situations may arise that aren't covered in our Code, other Company policies or employee handbooks. If you have any questions concerning the legality or propriety of an action, you should contact your manager, department head or any other contact listed in our Code. You will not face retaliation for making a report in good faith. To be clear, we must never jeopardize our shared values or violate Company policy or the law in the name of profit. We must strive for success by ensuring the highest standards of integrity and legal compliance, as well as an uncompromising commitment to quality and service. I expect your wholehearted support of our shared values and our Code, and I have no doubt that together we will succeed!

Best Regards,

Larry Coudenys
President & CEO

TABLE OF CONTENTS

Our Shared Mission	2
Our Shared Values	3
A Letter from Our President and CEO	4
INTRODUCTION	6
Additional Expectations for Managers	6
Seeking Guidance and Reporting Concerns	7
Non Retaliation Policy	8
Investigating Reports and Handling Violations	8
Disciplinary Action	8
OUR COMMITMENT TO OUR COMPANY	9
Ensuring Information Security	9
Safeguarding Physical Assets	10
Properly Using Technology	10
Maintaining Accurate Records	11
Avoiding Conflicts of Interest	12
Giving and Receiving Gifts and Entertainment	13
Avoiding Insider Trading	14
Ensuring Accurate Communications	14
OUR COMMITMENTS TO OUR CUSTOMERS AND BUSINESS PARTNERS	15
Dealing Fairly	15
Following Competition Laws	16
Gathering Competitive Information	16
Keeping Customer and Third Party Information Secure	17
OUR COMMITMENT TO GOVERNMENT CUSTOMERS	18
Selling to Government Customers	18
Working on Government Contracts	19
OUR COMMITMENTS TO OUR COMMUNITIES	20
Following AntiBribery Laws	20
Complying with Trade Controls	21
Practicing Environmental Stewardship	22
Engaging in Political Activities	22
OUR COMMITMENTS TO EACH OTHER	23
Maintaining a Positive Workplace	23
Protecting Associate Data	23
Ensuring Workplace Safety and Health	24
Waivers and Amendments	25

INTRODUCTION

Coudenys Management Systems Inc. is committed to the pursuit of excellence and to our shared values—the principles on which our Company was founded. Our Code is designed to guide each of us as we strive to do business in accordance with these values and the law. Our Code is structured around our commitments to our Company; our customers and business partners; our communities and each other. Upholding these commitments should be at the heart of every business action we take. Our Code applies to all Company associates, officers and directors. To ensure ethical and legal practices throughout our Company's operations, we seek out vendors and other business partners who share our values and uphold our Code in the work they do on our Company's behalf. It is vital that we know and comply with the various laws and regulations that apply to our work. We should also keep in mind that, depending on our job function and the locations where we are doing business, local practices may differ from our Code, Company policy or Canadian law.

ADDITIONAL EXPECTATIONS FOR MANAGERS

Managers must make a special commitment to uphold our Code. If you are a manager, you are expected to model integrity and our values for the associates who report to you at all times. Ensure that your conduct complies with applicable laws and regulations, as well. Managers have additional obligations that go beyond upholding our Code, our values and the law. If you are a manager, you are also expected to communicate frequently with associates about ethics and compliance. Engaging in such dialogue creates a positive work environment in which asking questions and reporting concerns is accepted and encouraged. Always take reports or questions regarding ethical or legal misconduct seriously and ensure that associates' concerns are properly resolved. If you become aware of a legal or ethical issue in the workplace, whether through a rumor, personal observation or a report, you need to take appropriate steps promptly. If you are unsure how respond, contact our CIO for guidance as soon as possible.

SEEKING GUIDANCE AND REPORTING CONCERNS

In the course of doing business for our Company, you may face a dilemma or suspect legal or ethical misconduct. In these situations, you have a duty to your fellow associates and our Company to seek guidance or make a report. Consider discussing the situation first with your manager or department head. These people know you, are familiar with the work you do and are likely best equipped to resolve the situation you face. However, if you feel uncomfortable discussing the issue with your manager or department head, or if doing so is impracticable or does not lead to an adequate resolution, please contact any of the following resources:

- Another manager
- Our CEO Larry Coudenys in person, by telephone at (519) 536-0600 or via email at larry@coudenysmanagement.com

NONRETALIATION POLICY

Anyone who reports actual or suspected misconduct provides our Company an opportunity to respond to the issue before it becomes a larger problem. Our Company values and respects associates who report misconduct in good faith and has made a commitment to protect them from any acts of retaliation. You make a report in “good faith” when you provide all the information you have and believe your report to be true. Our Company will also protect from retaliation anyone who in good faith participates in an investigation of a report.

INVESTIGATING REPORTS AND HANDLING VIOLATIONS

Coudenys Management Systems Inc. takes all reports of illegal or unethical behavior very seriously, responding to all reports quickly and conducting thorough investigations when necessary. We must participate in the investigation of reports, as requested. All reports will remain confidential, consistent with local law and proper resolution of the issue.

DISCIPLINARY ACTION

If conduct is determined to be in violation of our Code, Company policy or the law, the individuals involved will be subject to disciplinary action, up to and including termination. Keep in mind that, if the conduct violates applicable laws or regulations, those involved may also be subject to civil and/or criminal liability.

OUR COMMITMENTS TO OUR COMPANY

By working for Coudenys Management Systems Inc., we have made a commitment to promote our Company's interests to the best of our ability at all times. We do so by safeguarding its assets and using them in an appropriate manner. We also take care to ensure that we always put our Company's interests first and to avoid any activities that may tarnish our Company's reputation for integrity.

ENSURING INFORMATION SECURITY

One of our Company's most valuable assets is its confidential information. Our Company has adopted a variety of policies and procedures to help us keep this information secure. It is important that we follow the guidelines these policies and procedures set forth, both on and off Company property, and during and after working hours.

Those of us with access to this information—such as information about work processes, project procedures, and corporate strategies and plans—must protect it from disclosure. For example, we must exercise caution when discussing sensitive Company information in public places and in open areas at Coudenys Management Systems Inc. We must also handle electronic or paper files cautiously, and should never leave them unattended or in plain sight of unauthorized persons. We must keep confidential information private, and may only share it with those fellow associates who have a business need to know it. We may not share confidential information with outside parties unless we have first obtained prior written approval from a director level manager. In addition, we may only acquire, use, access, copy, modify or alter confidential information for legitimate work purposes, and only if we have obtained written authorization from a director level manager.

Confidential information also refers to "intellectual property," which includes creations, discoveries, developments, improvements and works conceived or developed in association with our work for Coudenys Management Systems Inc. Our Company retains exclusive ownership over any and all intellectual property. This is true regardless of whether it was conceived during working hours or on Company premises. We have an obligation to assist Coudenys Management Systems Inc. in obtaining and securing any rights relating to such intellectual property, regardless of whether we were involved in creating or overseeing its development. Our obligation to protect Coudenys Management Systems Inc.' confidential information continues even after our employment ends. We must therefore return all Company owned documents and files at that time, and we may not use Company confidential information in any future activities.

SAFEGUARDING PHYSICAL ASSETS

Just as we work to ensure the security of our Company's information, we must also protect our Company's physical property. This includes the facilities, equipment, supplies and funds our Company provides us to perform our job duties. We protect these assets as we would our own, keeping them safe from harm, theft, loss or misuse. Limited personal use of our Company's equipment and supplies, such as printing out a short document on a work printer or making a local personal telephone call, is permissible. However, make sure this type of use does not interfere with your own or others' work responsibilities.

PROPERLY USING TECHNOLOGY

Coudenys Management Systems Inc.' information systems are critical to our success. Everyone with access to Company issued computers, cell phones and other electronic devices is responsible for using them properly. In particular, we may not use these electronic resources to access restricted information or to perform a prohibited or illegal act. For example, Coudenys Management Systems Inc.' information systems must never be used to access, store or communicate offensive, inappropriate or illegal material. These policies apply at all times, including after working hours and when traveling on Company business. Occasional personal use of our Company's computers, telephones, email and voicemail systems and the Internet is permitted. However, our use must be of minimal duration and frequency. In addition, it cannot cause undue burden on the system, create additional expense to the Company or interfere with our own or others' work responsibilities. All information contained on these systems, including email, voicemail and personal files, is Company property. Coudenys Management Systems Inc. reserves the right to monitor, access, retrieve, read and disclose all messages created, sent, received or stored our Company's systems, to the extent permitted by local law.

MAINTAINING ACCURATE RECORDS

Our commitment to integrity requires that we do our part to ensure the accuracy of our Company's records. All of the information we record must be accurate, timely, complete, fair and understandable. This applies to all of the information we enter in our corporate records, including those records that form the basis for our financial reports, such as time reports, expense reports, change orders and sales reports. When required, we must also submit appropriate documentation with these records.

Those of us with financial recordkeeping responsibilities are required to verify any financial results for which we are responsible. In addition, we may never create or maintain "off the books" accounts, such as slush fund accounts

To maintain Company records properly, we must retain and destroy them in accordance with our internal control procedures, legal requirements and government regulations. If you are notified that you have records that are relevant to an actual or pending subpoena, lawsuit, or government or internal investigation or audit, do not conceal, alter, delete or destroy any records covered by this notification, whether paper or electronic. In addition, do not conceal, alter, delete or destroy any records in anticipation of any such event.

During the course of our employment, we may be asked to participate in an investigation or provide information in connection with an audit. It is critical that we fully cooperate with any such request. We may never seek to improperly influence the audit or investigation process, or encourage anyone else to do so. Be sure to submit any subpoenas or written requests for information received from a third party to our CEO before taking or promising any action.

AVOIDING CONFLICTS OF INTEREST

A conflict of interest arises when a relationship or interest interferes—or appears to interfere—with our ability to make sound business decisions on behalf of our Company. We need to avoid any situation that creates even the appearance of bias. If you face a situation in which a conflict of interest has arisen or might arise, you must immediately disclose it to our CEO. This is particularly true if, in this situation, you have influence over decisions relating to contracts or leases. It is important to remember that while having a conflict of interest is not a violation of our Code, failing to disclose it is. Conflicts of interest can arise in a variety of different ways and are difficult to list comprehensively.

In order to avoid conflicts of interest, you may not take outside employment with a customer or competitor of Coudenys Management Systems Inc, regardless of whether the work is for pay. In addition, you may not conduct any form of outside employment that competes or interferes with the sales of Coudenys Management Systems Inc.' services.

At all times, you must put our Company's interests first and not take advantage of any actual or potential business opportunity that you learn about or develop through your employment and in which our Company might be interested. In addition, do not share information about this opportunity with another person so that he or she can compete with our Company. You may only pursue such an opportunity (or share it with another person) after our Company has evaluated it and has decided not to act on it.

Identifying conflicts of interest can be difficult. If you believe you may be involved in an actual or perceived conflict of interest, or plan to engage in an activity, transaction or relationship that you think may result in one, contact our CEO immediately for guidance.

GIVING AND RECEIVING GIFTS AND ENTERTAINMENT

Giving and receiving business gifts and entertainment are legitimate business practices that are designed to build corporate goodwill. Although exchanging such courtesies is widely accepted, we must exercise caution when doing so. Be particularly careful not to offer or accept gifts or entertainment if they are lavish or given with the intent to influence the recipient's business actions or decisions. Likewise, do not offer or accept gifts or entertainment that could create an appearance of impropriety. You must receive advance approval from our CEO before giving a courtesy to or receiving or soliciting one from a customer. Gifts commonly include items of value, goods and services, as well as meals or entertainment when the person giving the gift does not attend. Gifts are permissible when they are:

- Nominal in value;
- Infrequent;
- In good taste;
- Unsolicited; and
- Not cash or cash equivalents.

Entertainment includes events where both the person offering and the person accepting attend, such as meals, sporting events or concerts. We may accept entertainment when it is:

- Irregular or infrequent;
- Reasonable in value.
- Unsolicited;
- In a setting that is appropriate for a business;

If you are offered a gift or entertainment that does not fall within these guidelines, you must obtain approval from our CEO before accepting it.

It is important to distinguish between exchanging gifts and entertainment with commercial contacts and doing so with government contacts. Strict rules apply when you offer or give gifts or entertainment to government customers, employees and officials.

AVOIDING INSIDER TRADING

During the course of our employment, we are likely to come to know information about our customers, vendors and other business partners that is not known to the public. Generally speaking, we may not buy or sell a company's securities if the information we possess about that company qualifies as material, nonpublic information. This activity is known as "insider trading" and is a violation of our Code and securities laws. To determine whether you possess material, nonpublic information about a company, assume that information is "material" if it could motivate a reasonable investor to buy, sell or hold a security and assume it is "nonpublic" if it has not yet been disclosed to the public.

Insider trading laws also prohibit tipping. "Tipping" generally occurs when an individual provides material, nonpublic information to relatives, friends or fellow associates who then trade on the basis of that information. Keep in mind that, even if you do not make a trade based on the information you provide, you may be liable for violating insider trading laws. The consequences for engaging in insider trading are very serious and may include possible civil and/or criminal liability for those involved.

ENSURING ACCURATE COMMUNICATIONS

Coudenys Management Systems Inc. needs to speak with one voice about our Company and its business. Our Company has therefore designated certain corporate representatives to speak to the public. In the event the media or an investment analyst contacts you requesting information about any facet of our Company's operations or business relationships, and you have not been specifically designated to respond, refer the inquiry to our CEO.

OUR COMMITMENTS TO OUR CUSTOMERS AND BUSINESS PARTNERS

Our customers and business partners are essential to our success, and we are dedicated to preserving the trust they have placed in us. We must treat our customers and business partners with fairness and respect at all times. As such, we endeavor to always deal fairly, to compete ethically and to carefully protect our business partners' confidential information.

DEALING FAIRLY

As a new organization, we must compete vigorously in order to gain a strong foothold in the marketplace. However, at no time may our competitive methods be anything other than ethical and lawful. This requires that we be truthful and honest when interacting with others on Coudenys Management Systems Inc.' behalf.

In particular, our marketing and sales practices must always be fair. This means we may not misrepresent the quality, features or availability of our services. In addition, we may never make statements about our competitors' services that are false or misleading, or make comparisons that are unfair or unsupported.

Dealing fairly also means we keep our word to our customers, vendors and other business partners and fulfill all contracts according to their exact specifications. We always use honorable means to meet and exceed these parties' reasonable expectations. In the same spirit, we do not take on work that we are unable to fulfill. At all times, we strive to establish our Company's reputation in the marketplace as an organization that is fully committed to doing business with integrity.

FOLLOWING COMPETITION LAWS

We are striving to become key players in the global marketplace. As such, we must strictly follow free market rules, which ensure that only objective factors (such as quality and price) determine who succeeds and who fails. In short, this means we may never violate applicable competition laws, which include Canadian antitrust laws and competition laws in effect in the other countries where we do business.

Competition laws prohibit us from entering into discussions with our competitors regarding fixing prices, allocating markets, dividing customers or otherwise restricting competition. In addition, we may not enter into formal or informal agreements with customers, vendors or other business partners that may limit competition.

GATHERING COMPETITIVE INFORMATION

To compete effectively, we must know what our competitors are doing. Although it is certainly appropriate to gather competitive information, we must always make sure we do so ethically and legally. Generally speaking, we may gather and use competitive information that is publicly available, including information from newspaper or magazine articles, corporate financial reports and nonconfidential proposal information. However, it is inappropriate to use inadvertently disclosed confidential information or competitive bid information. In addition, it is unethical and oftentimes illegal to seek to obtain such information. If you possess competitor information that you believe was sent to you inadvertently or was obtained in an unethical or illegal manner, contact our CEO immediately.

Always be cautious when requesting competitive information from a fellow associate about a prior employer. Confidential information about prior employers should stay confidential even after that employment relationship ends.

KEEPING CUSTOMER AND THIRDPARTY INFORMATION SECURE

We are also responsible for protecting confidential information belonging to our customers, vendors and other business partners that we acquire through the work we do on behalf of Coudenys Management Systems Inc. We must never disclose this information to unauthorized persons, even after our employment with our Company ends.

In addition, we must respect all intellectual property belonging to others, including information relating to results of auditing standards, registrations or management systems. When a piece of written work, logo or name is owned by another company or an individual, we may only use that property if we have obtained prior express permission from its owner.

If you have any questions regarding your responsibility to protect third-party confidential information, please consult our CEO.

OUR COMMITMENT TO GOVERNMENT CUSTOMERS

When working with government customers, we must be aware and abide by the special laws, regulations and procedures that apply to government contract work. It is important to note that many government contracting rules are far more detailed than the guidelines set forth in this section. In addition, state, local and foreign governments may also have special rules that apply. To ensure compliance, all of us who work on government contracts must familiarize ourselves with and follow the laws, rules and regulations that pertain to our work. The consequences for violating government contracting rules are serious, both for our Company and the individuals involved. If you have questions or concerns, seek advice from our CEO.

SELLING TO GOVERNMENT CUSTOMERS

At times, we may inadvertently come to know confidential information relating to government procurement. Common examples of this type of information include nonpublic bid or proposal information, cost or pricing data, proprietary information about techniques or indirect costs or agency source information. We may never seek to obtain this information and cannot use it in any way, especially to prepare a bid or proposal. If you become aware of confidential information related to government procurement, notify our CEO immediately.

The law also imposes stringent requirements on us when we develop and negotiate contract proposals. We must always ensure the cost data we provide to government contract negotiators is accurate and complete.

Finally, we must exercise caution when engaging third parties. At no time may we engage any company that is owned by a government employee to be a Coudenys Management Systems Inc. subcontractor, vendor or other business partner. In addition, we may not engage any agent or consultant who claims to have influence with government officials or who you believe will exert improper influence to win a government contract.

WORKING ON GOVERNMENT CONTRACTS

When we are part of a team working on a government contract, special rules and regulations apply to us. First and foremost, we must always be truthful and accurate when dealing with government employees, officials and agencies. This means that we must:

- Know and comply with all contract requirements
- Ensure all reports, certifications and statements to the government are current, accurate and complete
- Before charging time or costs to a project, make sure it is permissible and allowable to do so
- Assign all time allocations and costs to the proper category, as well as the appropriate contract
- Retain records in accordance with contract requirements
- Never dispose of written records or other documentation until the
- Required retention period has ended
- Use government property for specified purposes only, and never for personal or noncontractual use

Regulations also require that we fulfill our contracts completely and in accordance with contract terms. Deviating from a contract's specifications without authorization—such as by making substitutions in materials or vendors, or by failing to perform required tests and inspections—is prohibited.

OUR COMMITMENTS TO OUR COMMUNITIES

We are all encouraged to work to make a positive difference in the communities where Coudenys Management does business. This includes involving ourselves in political activities and causes, as well as working to protect our environment. Most importantly, it means operating as good citizens of our global community and following the international laws that apply to our work.

FOLLOWING ANTIBRIBERY LAWS

Bribery negatively affects not only our business, but also the communities where we live and work. For this reason, our Company has enacted a zero tolerance policy for all forms of bribes and kickbacks. In short, this means we can never offer, authorize, give or promise a bribe or kickback when conducting business on behalf of Coudenys Management Systems Inc, regardless of whether we are dealing with a government official or a commercial customer. In addition, we may not engage a third party to perform any such activity on our behalf.

We have an obligation to strictly follow all anti bribery laws, such as the Canadian legislation which implements the OECD Anti Bribery Convention is the CFPOA. CFPOA prohibits giving or offering any advantage or benefit, directly or indirectly, of any kind to a “foreign public official”, in order to obtain or retain an advantage “in the course of business”, “foreign public official” includes a person who holds a legislative, administrative or judicial position of a foreign state or performs public duties or functions for a foreign state and official or agent of a public international organization

A situation may occur where you are asked for a “facilitating” or “grease” payment to expedite routine government services under certain circumstances. While some local laws and customs may allow this practice, Coudenys Management Systems Inc.’s policy strictly prohibits all such payments.

The consequences for violating anti bribery laws are severe, including fines for both the individual making the payment and our Company, as well as possible jail time for the individuals involved. Be sure to raise any questions or concerns you may have regarding anti bribery laws with our CEO.

COMPLYING WITH TRADE CONTROLS

As our work expands outside Canada, we must ensure that we strictly comply with all restrictions affecting international trade. This includes import and export control laws and trade sanction rules. These laws and rules dictate that certain products, services and technology may not cross borders or transfer between particular citizens of different countries.

In order to comply with these laws and rules, we must abide by all licensing and customs requirements. This means that, prior to importing a service, we must always verify whether it is subject to any prohibition or restriction. In addition, we need to ensure exact recordkeeping of specific information concerning the import.

In exporting situations, we must first verify that the recipient is eligible to receive the item in question. We must also ensure that we screen our customers, contractors, vendors, agents and representatives against applicable government lists of parties restricted from trade.

PRACTICING ENVIRONMENTAL STEWARDSHIP

As good corporate citizens, we must comply with the environmental laws, rules and regulations in effect in the locations where we do business. In addition to meeting these requirements, we look to exceed them whenever possible. To reduce our environmental footprint, we constantly strive to maximize the efficient use of natural resources during our workday and when designing our business products and processes. Submit any suggestions and ideas regarding ways to bring our practices closer to these goals to our CEO.

ENGAGING IN POLITICAL ACTIVITIES

Each of us is encouraged to be active in our communities by becoming involved in political activities. However, when engaging in personal civic and political affairs, we must be clear that our views and actions are our own, and not those of our Company. We may not use our Company's resources (including work time) to support political parties, causes or candidates, or to promote our personal political views.

OUR COMMITMENTS TO EACH OTHER

Each of us deserves to work in an environment where we are treated fairly and with respect. In addition, we have a right to a safe, healthy and secure workplace in which our talents and strengths can flourish.

MAINTAINING A POSITIVE WORKPLACE

By creating a welcoming work environment, we capitalize on the varied backgrounds, experiences and talents of a diverse workforce. This helps to ensure success wherever we do business. To promote diversity, we do not make employment related decisions on the basis of any characteristics protected by applicable law. Such characteristics may include age, color, gender, gender identity, national origin, physical or mental disability, race, religion, sexual orientation and all other legally protected personal characteristics.

We are likewise entitled to a working environment that is free from harassment. “Harassment” generally includes offensive behavior that interferes with another person’s work environment or has the purpose or effect of creating an intimidating, hostile or offensive work environment. Harassing conduct can take many forms—it can be physical, spoken, written or visual, and can be sexual or nonsexual in nature. Regardless of its form, this conduct is strictly prohibited. This is true regardless of whether an associate or non associate commits the conduct, and regardless of whether the harassment claim is enforceable under local law.

PROTECTING ASSOCIATE DATA

Coudenys Management Systems Inc. collects and uses private and sensitive information about our associates for routine business purposes. Depending upon where we are doing business, data privacy laws may vary. We must follow all applicable data privacy laws, as well as related Company practices and procedures at all times. This means we must respect the privacy of one another’s confidential information by only accessing and/or sharing it when there is a legitimate business need to do so, and only after having obtained the proper approvals. Before communicating private and sensitive associate information to a third party, you must obtain prior approval from our CEO. When providing access to this information, you must do so according to our corporate security procedures.

ENSURING WORKPLACE SAFETY

Coudenys Management Systems Inc. has made a commitment to provide us a safe work environment. To assist our Company in meeting this goal, each of us is responsible for upholding safe work practices and following all of the safety and security procedures and policies that apply to our jobs. Report any workrelated injuries, accidents and other safety issues or concerns to your manager or department head at once.

Performing work while under the influence of alcohol, illegal drugs or improperly used prescription medication is unsafe and puts us all at risk. This behavior is absolutely prohibited, whether we are on or off Company property, and whether we are using such substances before or during work hours. Working under the influence of any of these substances will be regarded as serious misconduct. The only exception to this rule is when alcohol is consumed in moderation at business dinners and at certain authorized Company events.

There is no greater threat to workplace safety than acts or threats of violence. Any such act may subject the individuals involved to discipline, up to and including termination. Personal weapons that can be used to harm others may never be brought into the workplace. In addition, you cannot be in possession of such weapons on workplace grounds, except when allowed by local law. If you feel someone in our workplace is in immediate danger, contact the local authorities at once.

WAIVERS AND AMENDMENTS

Situations may arise from time to time that warrant an amendment to, or a formal waiver of, a provision in our Code. When warranted, our CEO will approve the amendment or waiver.