



Code of conduct

Le Groupe P.F. Brisson Peinture Inc.

Integrity Kit



TABLE OF CONTENTS

| | |
|--|----|
| 1 – COMMITMENT OF SENIOR MANAGEMENT | 1 |
| 2 – PRINCIPLES | 2 |
| 2.1 CONFLICTS OF INTEREST | 2 |
| 2.2 – POLICY ON GIFTS; RECREATION AND INVITATIONS..... | 4 |
| 2.3 – INVITATIONS TO TENDER AND CONTRACTS | 5 |
| 2.4 – CORRUPTION | 5 |
| 2.5 – POLITICAL CONTRIBUTIONS..... | 6 |
| 2.6 – COMPLIANCE WITH LAWS..... | 6 |
| 2.7 – RESPECT FOR THE ENVIRONMENT..... | 7 |
| 2.8 – HEALTH AND SAFETY | 7 |
| 2.9 – USE OF EQUIPMENT AND WORK TIME | 8 |
| 2.10 – PROTECTION OF CONFIDENTIAL INFORMATION | 9 |
| 3 – IMPLEMENTATION..... | 9 |
| 4 – CODE COMPLIANCE..... | 10 |
| 4.1 REPORTING | 10 |
| 4.2 DISCIPLINARY MEASURES | 11 |
| 5 – REQUESTS FOR INFORMATION..... | 11 |
| 6 – AUTHORIZED AND IMPLEMENTED | 11 |
| 7 – CERTIFICATION | 12 |



1 – COMMITMENT OF SENIOR MANAGEMENT

The Code of Conduct of Le Groupe P.F. Brisson Peinture Inc. attests to our commitment, in the performance of our activities, to take into account the principles of long-term respect for physical, social and economic environments as well as our intention to practice sound governance. It is the expression of a voluntary process intended to achieve progress, above and beyond legal requirements.

From this perspective, one of the objectives of Le Groupe P.F. Brisson Peinture Inc. is to raise the overall level of awareness in order to promote the development of best business practices and healthy competition. Our company thus wishes to seize the opportunity it has been given to act as a leader when it comes to governance in Quebec and stand apart through the quality of our work and the integrity of our business practices.

This code sets out the general principles governing acceptable conduct in all our relations with one another and with our clients, suppliers, partners and the communities in which we live and work.

This Code of Conduct is founded on the values and the philosophy of Le Groupe P.F. Brisson Peinture Inc., which have contributed to our success and our reputation since it was founded in 1984.

VISION, MISSION, VALUES

Vision: Be the benchmark for painting, wall covering, epoxy coating, water & sandblasting in the Outaouais & Montreal regions.

Mission: Offer our expertise in commercial, industrial and institutional painting and civil engineering so that our customers experience exceeds their expectations & ensures the success of their projects.

Values: The Groupe P.F. Brisson Peinture Inc. team shares a set of values that are the heart and soul of the company:

- **Professionalism:** Demonstrate great skill and expertise promoting close cooperation and healthy communication, while acting responsibly in harmony with the environment.



- **Quality of work:** Perform its work according to the highest standards of the industry, effectively meeting the expectations of its clients in a safe environment.
- **Integrity:** Act at all times with integrity, honesty and ethical, to earn and maintain the trust and respect of all.

The values of Le Groupe P.F. Brisson Peinture Inc. affirm its principles and serve to guide its daily activities. All employees of Le Groupe P.F. Brisson Peinture Inc. pledge to adopt best business practices at all times, in compliance with the laws, standards and codes in force and in keeping with the company's values.

SCOPE OF APPLICATION AND RESPONSIBILITIES

This charter applies, without exception, to all administrators, directors and employees of Le Groupe P.F. Brisson Peinture Inc. In addition, suppliers and partners are invited to read it and comply with it.

By taking into account these values, Le Groupe P.F. Brisson Peinture Inc. adopted this Code of Conduct, which defines the point of view and the expectations of Le Groupe P.F. Brisson Peinture Inc. in regards to the conduct that must be adopted by the company, its employees and representatives.

2 – PRINCIPLES

2.1 CONFLICTS OF INTEREST

A conflict of interest arises in a situation where an employee of Le Groupe P.F. Brisson Peinture Inc. has a personal interest that influences or appears to influence the impartial and objective performance of his or her official duties. A personal interest denotes, in particular, a benefit for this employee or in favour of persons or organizations with which the said employee has or has had a business, personal or political relationship.



Employees are thus expected to:

- Avoid situations where their personal interests may enter into conflict with those of the company, for example by participating in the preparation of a bid for a company in which they hold a personal interest.
- Refrain, at all times, from performing their duties at Le Groupe P.F. Brisson Peinture Inc. for their own benefit or the benefit of someone they know, either directly or indirectly.
- Refrain, at all times, from having an interest in any entity doing business with the company, its subsidiaries or joint-venture companies, unless the facts are disclosed in full and authorized.
- Know that Le Groupe P.F. Brisson Peinture Inc. will deem serious the discovery of any conflict of interest that was not reported.
- Avoid actions or relations that may constitute a conflict of interest or create the appearance of a conflict with their professional responsibilities or the interests of the company, or through which the impartiality of their actions or decisions on behalf of the company may be cast in doubt.
- Disclose external activities, financial interests or relations that may constitute a potential conflict of interest or create the appearance thereof. Declarations must be made in writing and transmitted to the president of the company.
- Ensure that any other activity performed outside their work hours does not enter into a conflict of interest, real or apparent, with the activities of the company and/or their job.
- Refrain, at all times, from seeking to influence or seeking to influence negotiations or transactions with Le Groupe P.F. Brisson Peinture Inc. for purposes of securing a benefit for any person.
- Refrain, at all times, from profiting from a situation, internal information or the authority conferred by their position in order to secure a benefit from any person.
- Refrain, at all times, from discriminating in favour of or favouring specific clients or suppliers for personal reasons.
- Refrain, at all times, from using the name of the company to obtain reductions or any form of personal preferential treatment, without written authorization.



In order to avoid a conflict of interest or prevent a situation from evolving towards a conflict of interest, employees or directors must notify their immediate superior when any of the situations cited below occurs;

- They recommend the hiring of a member of their immediate family or a friend;
- Their duties give them direct authority over a member of their immediate family or a friend;
- A member of their immediate family works for a supplier or a competitor;
- A member of their immediate family or a close relative is a member of the management or a major shareholder in a company owned by a supplier, a competitor or a client.

2.2 – POLICY ON GIFTS; RECREATION AND INVITATIONS

Le Groupe P.F. Brisson Peinture Inc. has adopted a policy as well as procedures concerning the acceptance of donation, gifts, entertainment or other benefits for its employees. Le Groupe P.F. Brisson Peinture Inc. has also set up a registry of gifts, donations and solicitations for purposes of recording all gifts, donations and invitations offered by Le Groupe P.F. Brisson Peinture Inc. or received by employees of Le Groupe P.F. Brisson Peinture Inc. from any person when they correspond to the amounts cited below.

Employees are expected to:

- Ensure that all gifts and invitations they offer are appropriate and compliant with the regulations cited in this Code of Conduct.
- Notify and obtain prior authorization from their immediate superior concerning any donations, gifts or invitations they wish to offer or that are offered to them.

Any donation, gift or invitation to a public servant, regardless of its value, must be disclosed so that Le Groupe P.F. Brisson Peinture Inc. can record it in the registry of gifts, donations and solicitations.

- Inform management and refuse to accept the donation, gift or invitation offered by a partner of supplier, where the estimated value could place them in an embarrassing situation or feeling indebted to.



- Ensure to never solicitate donations, nor gifts, nor invitations from a partner or supplier that go against the criteria and requirements provided for in this section
- Do not offer or receive: donations, gifts or invitations without charge on behalf of a public.

We can accept, offer or extend gifts of symbolic value where they meet the following criteria:

- They are not in cash and cannot immediately be converted into cash (e.g., securities, cheques, or money orders).
- They are consistent with accepted commercial practices in Canada.
- They may not be interpreted as an attempt at corruption or influence peddling, or as a form of payment for a transaction or a particular recommendation.
- They do not contravene any laws or compromise our integrity or that of Le Groupe P.F. Brisson Peinture Inc. (or in cases where we suggest or offer a gift, the integrity of the recipient or his or her organization).
- They do not compromise our reputation or the reputation of the company in the event that they are made public.

2.3 – INVITATIONS TO TENDER AND CONTRACTS

It is forbidden to communicate or attempt to communicate, or to engage in acts of intimidation, influence peddling or corruption with the objective of:

- Exerting influence.
- Colluding or entering into agreements or arrangements with other stakeholders for purposes of fixing bids to submit.
- Influencing unit prices submitted or the selection of the bidder within the framework of any type of invitation to tender.

2.4 – CORRUPTION

Le Groupe P.F. Brisson Peinture Inc. does not engage in nor accept corruption in any form. Corruption consists of offering, giving, receiving, soliciting or accepting a gift, money, guarantee or benefit for purposes of



influencing the actions of any person in the performance of their public and legal duties. Corruption is a criminal offence in Canada.

Le Groupe P.F. Brisson Peinture Inc. does not seek to influence, for private purposes, any person or organization by using its official position or using force or threats. Extortion occurs when a public servant solicits or illegally obtains money or material goods through intimidation. Extortion occurs by means of threats of physical or material violence, or threats of personal accusations of a crime, or threats to reveal compromising information. Extortion is a criminal offence in Canada.

Employees are expected to:

- Comply with the law. This Code of Conduct is intended to serve solely as a reminder of certain established standards.
- Refrain from deception, fraud or breach of trust for purposes of obtaining an unfair or dishonest advantage.
- Refrain, at all times, from illegally appropriating or misappropriating property or funds entrusted to them.
- Refrain, at all times, from engaging in any form of corruption, extortion or intimidation.

2.5 – POLITICAL CONTRIBUTIONS

An employee may participate in or personally contribute to political activities.

Under no circumstances is an employee authorized to participate in donations to political parties for financing activities on behalf of Le Groupe P.F. Brisson Peinture Inc. It is important, therefore, to distinguish between a personal political contribution and a contribution made on behalf of the company.

2.6 – COMPLIANCE WITH LAWS

Employees of Le Groupe P.F. Brisson Peinture Inc. pledge to carry out their activities in compliance with the applicable laws, standards and regulations. They also pledge to comply with the company’s general regulations, policies and internal procedures as well as the rules of conduct and code of ethics specific to their profession.



Employees are expected to:

- Refrain, at all times, from contravening the regulations cited above, directly or indirectly.
- Refrain, at all times, from allowing, aiding or inciting clients, suppliers or any other person from taking measures that contravene the regulations cited above.

Any form of sexual, psychological or moral harassment is strictly forbidden.

2.7 – RESPECT FOR THE ENVIRONMENT

Employees of Le Groupe P.F. Brisson Peinture Inc. pledge to perform their duties in a responsible manner in regards to the environment in order to ensure that environmental laws and regulations are respected. Employees also pledge to conserve resources and reduce waste and harmful emissions.

2.8 – HEALTH AND SAFETY

Le Groupe P.F. Brisson Peinture Inc. is determined to provide a healthy and safe work environment in which its employees, visitors, suppliers and clients feel safe. The company encourages all its employees to get involved in the health and safety program, where applicable.

Employees are expected to:

- Comply with health and safety guidelines and regulations.
- Comply with the guidelines and regulations of the prevention mutual, where applicable.
- Participate in improving the health and safety program in place.
- Practice active vigilance by immediately reporting incidents, anomalies, malfunctions, concerns, or potentially dangerous behaviours to their immediate superiors.
- Refrain from exposing themselves or anyone else to a situation that may compromise their health and safety.



2.9 – USE OF EQUIPMENT AND WORK TIME

The property (tangible and intangible) and resources of the company, including work time, must be used solely for the benefit of the company. Employees may deal with personal matters, provided that the time used is reasonable and does not disrupt the progress of work, not incur additional costs for the company.

The name and logo of the company are trademarks and may not be used by employees, except in the performance of their duties and in accordance with the standards established by the company.

Employees must provide receipts (relevant documents or proofs of purchase) for all expenses incurred on behalf of the company; they must also justify their expenses and follow the established reimbursement procedure.

Under certain conditions, Le Groupe P.F. Brisson Peinture Inc. allows employees to use certain property (tools, equipment, etc.) and services (telephones, fax machines, computers, etc.) belonging to the company for personal use:

- 1.** Employees must obtain prior authorization from their immediate superior;
- 2.** The employee must be the one borrowing or using the property or services;
- 3.** Only employees capable of operating the property may use or borrow it;
- 4.** Using or borrowing property must not hinder the company's productivity;
- 5.** The property borrowed must be returned within the time required by the immediate superior, and it must be in good condition, failing which the employee will be required to pay the costs associated with repairing or replacing it.

Responsible and reasonable use will allow everyone to continue benefiting from this advantage.



Employees are expected to:

- Return company property at the end of their work contract.
- Protect company property.
- Refrain, at all times, from stealing, selling, lending, giving, neglecting, destroying or wasting the company's property.

2.10 – PROTECTION OF CONFIDENTIAL INFORMATION

Within the framework of this code, the expression "confidential information" denotes any information received, regardless of the means of receipt, by employees, by Le Groupe P.F. Brisson Peinture Inc. or concerning Le Groupe P.F. Brisson Peinture Inc. in any form (verbal, written, electronic or other) its activities or clients, including, but without limiting the generality of the foregoing, any financial or marketing information or information on costs, business projections, bid submissions, price policies, methods, factors or formulas for establishing prices, trade secrets, marketing strategies, designs, sketches, calculations, plans, technical knowledge and methods, reports, control and quality procedures, training manuals, information on clients, agreements with clients, names or lists of clients, suppliers or distributors, information on staff at Le Groupe P.F. Brisson Peinture Inc. and any other information deemed confidential in nature.

No employee of Le Groupe P.F. Brisson Peinture Inc. may use, disclose, sell, circulate or otherwise distribute to any person or otherwise make public any confidential information for the duration of his or her functions and upon termination, except within the framework of his or her duties as an employee of Le Groupe P.F. Brisson Peinture Inc.

All staff members thus remain bound by this obligation of confidentiality even upon termination of their employment.

3 – IMPLEMENTATION

The standards and regulations cited in this document illustrate the company's vision and values.



All the standards cited above must be understood and upheld by the employees of Le Groupe P.F. Brisson Peinture Inc.

The latter are invited to share their opinions and comments concerning this code and to ensure that it remains relevant.

4 – CODE COMPLIANCE

4.1 REPORTING

Le Groupe P.F. Brisson Peinture Inc. encourages the reporting of non-compliance with this code by employees, suppliers and clients, without fear of intimidation and in a spirit of respect for the discloser's anonymity.

Employees are expected to:

- Comply with the code as well as the laws and regulations governing the company's activities.
- In accordance with the company's directives, report any violation of this code, suspected or proven, without regard for the identity or position held by the person suspected of the violation.
- Refrain, at all times, from engaging in reprisals, directly or indirectly, towards an employee who reports a violation of this code or of the laws and regulations in force.

In accordance with the directives set out in the reporting policy at Le Groupe P.F. Brisson Peinture Inc., a violation of this code may be reported to any of the following persons:

- Your integrity officer;
- Your immediate superior.

No reprisal measures will be taken by the Management of Le Groupe P.F. Brisson Peinture Inc. against an employee who reports in good faith a violation or breach of this code or of the laws and regulations in force.



4.2 DISCIPLINARY MEASURES

The employee who contravenes this code shall be subject to disciplinary measures based on the seriousness of the violation, up to and including dismissal and/or legal proceedings.

5 – REQUESTS FOR INFORMATION

This code was developed in order to guide and assist you in resolving issues and dilemmas you may encounter in the performance of your duties and to assure that your decisions are consistent with the values held by Le Groupe P.F. Brisson Peinture Inc. Remember that your good judgment is your primary tool. When in doubt, ask yourself the following questions;

- Is it consistent with the company's values and rules of operation?
- Does this decision weigh on my conscience?
- What would happen if it appeared in the newspapers?
- What would happen if someone else was doing this to me?
- Is this honest?
- What would happen if my children, parents, friends and colleagues found out?
- What would happen if everyone did this?
- Would I be embarrassed if? (I need to discuss this with my superior or colleagues?)

You are probably on the point of crossing a line and must contact your integrity officer and/or immediate superior.

Please refer any of your requests for information or further details on the application of this code to:

Myriam Sauvé

Tel.: 819-777-5959 poste 211 or 1-877-377-5959 poste 211

Email: m.sauve@brissonpeinture.com

6 – AUTHORIZED AND IMPLEMENTED

Date: October 16th 2015

Signature: Myriam Sauvé



7 – CERTIFICATION

I, the undersigned, _____ hereby attest that I have read and understood this Code of Conduct and its appendices, where applicable, and that I pledge to comply with it.

I hereby pledge to comply with the principles set out in this Code of Conduct, to share the organizational values defined therein, and to actively participate in the implementation of the commitments and objectives of Le Groupe P.F. Brisson Peinture Inc. in the area of ethics and integrity. I hereby pledge to report any conflictual situation as soon as it occurs.

Signature: _____

Title: _____

Date: _____