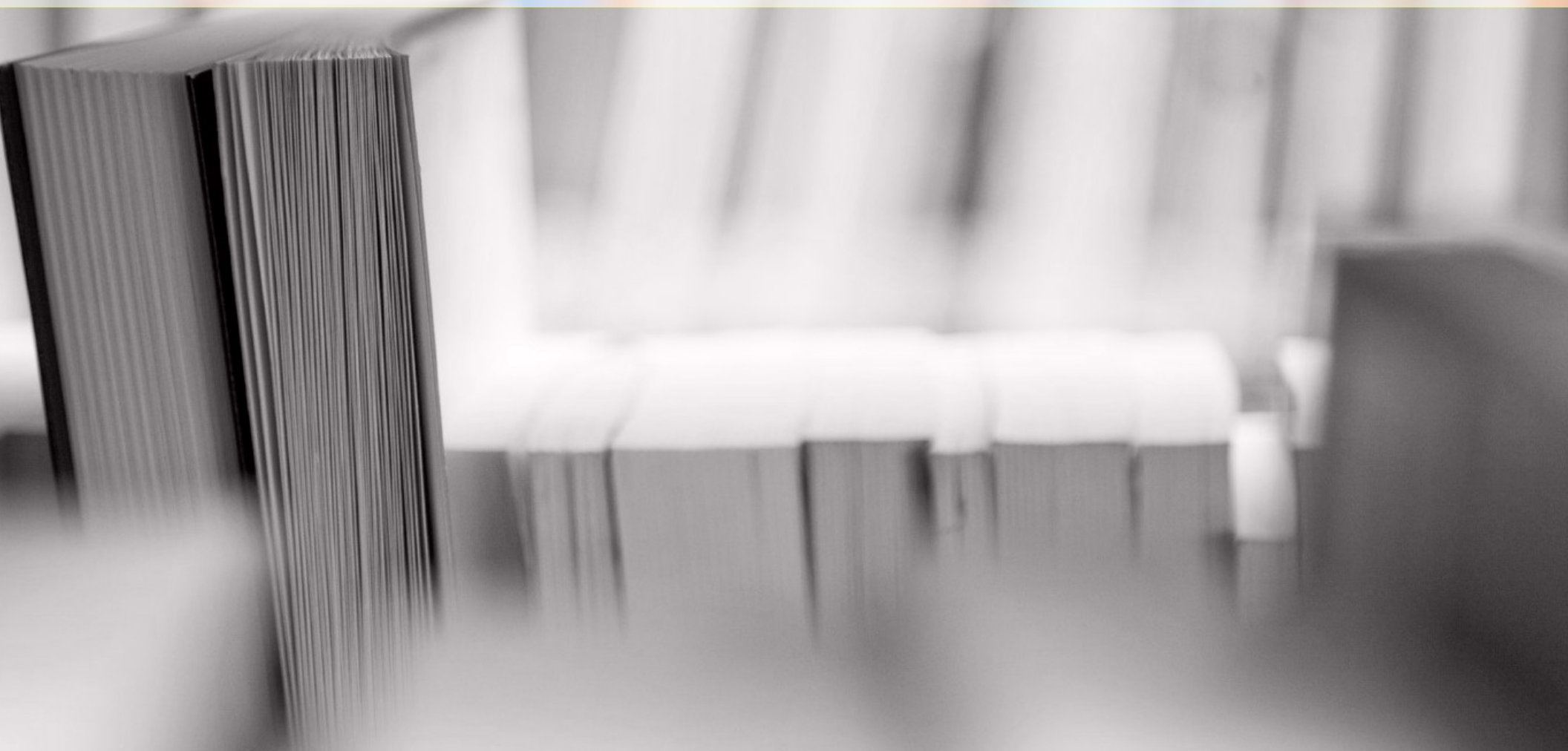




CODE OF ETHICS AND CONDUCT



A GUIDE TO DOING THE RIGHT THING



Doing the right thing is about having
integrity and **doing what's right.**
...even when no one is watching.



A MESSAGE FROM RICK FANTHAM

We have navigated lots of turbulence and significant changes to our business in 2020, I am so proud of Emco teammates for their resilience and unwavering commitment to do the right thing. Doing the right thing is having integrity and doing what's right even when no one else is looking. It's about holding ourselves accountable to a standard where we can be proud of both the What and How.

Guided by our core values of fairness and caring, trust and respect, generous listening and straight talk, Emco continues to maintain the highest ethical standards and integrity. I am confident that you act in a professional, businesslike manner, and comply with all relevant laws and regulations. Results are critical to our success, but just as important is how we achieve our results.

This Code of Ethics and Conduct is designed for you, to guide your actions in a challenging business environment. At Emco, you have the freedom to live into your dream and with that freedom, comes accountability. I am proud of the way we deliver on both standards and I am privileged to be making this journey with my dream team, you....thanks a lot.



Rick
RICK FANTHAM
President

ALWAYS DO THE RIGHT THING - INTRODUCTION

This Code of Ethics and Conduct (the “Code”), in addition to the standards, controls, policies, and principles found in our Standard Practice Instructions (SPIs), provides expectations and guidance for your actions as an Emco teammate. The Code is designed so each and every teammate is guided to: Do the Right Thing.

Your Responsibility as an Emco Teammate

Doing the right thing is about having integrity and doing what is right even when no one else is watching. We cannot say this enough. Our policy is to maintain the highest standard of ethics in all our business relations and our reputation for ethical business practices is one of our most valued assets. It is maintained through your behaviour and by avoiding any action that might reflect unfavourably upon you or Emco.

No one at Emco is ever expected or authorized to commit an illegal or unethical act, or to instruct others to do so - not in the name of business efficiency, not to get results, not for any reason.

Where should you start?

Teammates are required to read, review, understand and follow this Code. You are required to sign a Declaration confirming your agreement to follow this Code and Schedule B if applicable. Teammates must review all of our SPIs and abide by them and all applicable laws.

Ask Questions and Report Concerns

No code can cover every situation, so you must comply with both the letter and spirit of this Code. We emphasize disclosure and discussion.

- Ask questions, seek guidance and report suspected violations of this Code or the SPIs.
- Seek advice from your manager before engaging in any activity that you suspect might be in violation of this Code, the SPIs or any law.
- Seek guidance from the Internal Audit or Legal departments or your Region Manager if you are uncomfortable sharing information with your manager.
- You must raise the issue with higher levels of management if your matter is not resolved through discussion with your manager.

Retaliation against teammates who come forward to raise genuine concerns in good faith will not be tolerated – you can discuss with or report to your manager, your Region Manager, the Internal Audit Department, the Legal Department or others such concerns without fear for your job, retaliation, or other consequences.

**Know what is expected
– Get involved –
Do the Right Thing!**

Thank you for representing Emco in a way that all teammates can be proud.

Any breach of this Code will be cause for disciplinary action, up to and including termination of your employment for cause and without any compensation.



MANAGER'S NOTE

Lead by example

We expect our managers to serve as positive role models and inspire others to embrace our Code by:

- Creating an open work environment where teammates feel comfortable raising concerns
- Preventing retaliation against those who speak up
- Living our core values
- Encouraging ethical decision-making
- Rewarding integrity
- Seeking help in resolving issues when they arise

Act with integrity and
in Emco's best interest at
all times.

KEEP ACCURATE RECORDS

Every day, Emco teammates create records of business transactions – for example: sales orders and bids, job accounts, purchase orders, time records, expense reports and benefit claims.

Every record must accurately reflect the true details of the transaction.

- Ensure all transactions are legitimate, properly authorized, executed and recorded.
- All records must make full, fair, accurate and timely disclosure of all transactions.
- Records must be retained and discarded in accordance with Emco policy and procedures.
- Teammates must create and retain a shipping document for all material that leaves or is returned to the Profit Centre.
- Ensure that all products that leave the Profit Centre have the proper documentation, with the proper credit release authorization.

Do not falsify documents, manipulate, or misrepresent information or commit fraud in any manner.

Please also review:

SPI 217 – Employee Business Expenses
SPI 310 – National Credit Policy
SPI 320 – Release of Material
SPI 706 – Records Retention



PROTECT EMCO ASSETS

We have many assets such as inventory, vehicles, equipment, cash, computers, communication networks, phones, and mobile devices. Teammates must protect all Emco assets and ensure they are used for legitimate business purposes. Theft, carelessness, waste, and misuse have a direct impact on your location, are a reflection of your character, can impact the team's morale and reputation, and could subject Emco to reporting obligations, fines and penalties.

- Use vehicles and equipment with safety and care and in compliance with all laws.
- Ensure assets are secured each evening.
- Safeguard Emco computers and other mobile devices.
- Teammate purchases must be approved by your manager.

Please also review:

SPI 215 – Sales to Employees
SPI 221 – Health & Safety
SPI 297 – Passwords
SPI 299 – Travel with Computers
SPI 341 – Contracts, Agreements & Leases
SPI 344 – Irregularity Report

Theft of Emco assets will not be tolerated and may subject you to discipline if you do not follow Emco's safeguarding policies.

Teammates must protect Emco assets and accurately document all business transactions.

PROTECTING YOUR EMCO DEVICES



Shutdown or lock your devices when not in use, even for a minute!



Do not leave any electronics unattended in your car, even if you are stopping on your way home to run a quick errand



Use a strong, unique PIN or password which is dissimilar to other accounts



Do not share your password with anyone. No one will ever ask for your password over the phone or via email



Avoid connecting USB devices and storage media obtained from unknown sources



Avoid connecting to unknown or untrusted WiFi hotspots or access points



Avoid clicking on unknown attachments/phishing emails; only open emails from trusted sources



Backup your data using OneDrive



Do not leave any sensitive information on notes attached to devices

CONFLICTS OF INTEREST

Our conflicts of interest policy is straightforward – we all have an obligation to act in the best interest of Emco at all times. Conflicts of interest may arise when you, a family member or a friend engage in activities that compete with, or appear to compete with, Emco's interests. You must consult management if you suspect, or are unsure about, a conflict of interest.

You must avoid a conflict, or an appearance of a conflict, between Emco's interests and your personal interests (i.e. any business or other interests outside of your employment with Emco). Examples of when a conflict of interest arises include when you:

- Have outside employment that interferes with your Emco responsibilities or affects your job performance;
- Use Emco's equipment or supplies for any such outside employment or another party;
- Participate in an outside business or other activity that has business dealings with Emco where there is the possibility of preferential treatment to you, or that results in economic or other personal benefit to you, because of your position with Emco;
- Act as a spokesperson for an outside business or activity, unless it is made clear you are speaking for yourself and your views are your own and not in any way related to Emco;
- Participate in vendor SPIFF or reward programs in a manner that violates our policies.

Without prior written approval, you may not:

- Accept something of value such as gifts, discounts or favours from a supplier (including SPIFFs), customer or a competitor where there is an expectation that something will be given in return or where the favour is not equally available to all Emco teammates, other than as specifically allowed by this Code;
- Own shares (other than shares listed on a stock exchange), be a director, officer, employee, or consultant to any company that does business with Emco, that wishes to do business with Emco, or that is a competitor of Emco;
- Sell or lease to Emco, or buy or lease from Emco, any property or services;
- Represent Emco in any transaction in which you or a related party has an interest.

Teammates may participate in supplier SPIFFS and supplier rewards programs under the following conditions:

- The Profit Centre Manager must approve the SPIFF/reward program in advance;
- The supplier must provide the payment directly to Emco and not to the teammate;
- The Profit Centre Manager is responsible for determining and communicating how the supplier payment will be distributed to teammates.



WHO IS CONSIDERED TO BE A “FAMILY MEMBER” UNDER THE CODE?



A family member can be any of the following: spouse, domestic partner, parent, sibling, child, grandparent, grandchild, niece or nephew, aunt or uncle, cousin, stepchild, or in-law. It can also be anyone living in your household, or anyone you are dependent upon or anyone dependent upon you or one of your relatives.

Remember, potential conflicts are not limited to just relationships with relatives or family members. Conflicts of interest may arise with anyone with whom you have a friendship or personal relationship.

Ask Questions and Obtain Approval

Determining whether a conflict of interest exists is not always an easy thing to do. Always share the situation with your manager and obtain your manager’s written approval in advance. You should always ensure the business decision made while a conflict exists is made in a transparent, visible and appropriate manner.

Please also review:

SPI 341 – Contracts, Agreements & Leases



You must disclose any conflict, or an appearance of a conflict, between your personal interests and Emco’s interests, for example, when you:

- Let your business decisions be influenced (or appear to be influenced) by personal or family interests or friendships;
- Hire or supervise family members or closely related persons;
- Have a financial or personal interest in a third party conducting or seeking to conduct business with Emco;
- Use Emco property, information or resources for personal benefit or the benefit of others.

BUSINESS GIFTS, ENTERTAINMENT AND TRAVEL

A gift is an item that you provide to, or receive from, a third party.

Examples of entertainment and travel include:

- Dinners and other business meals with customers or suppliers
- Taking customers to a sporting event, such as a hockey game
- A round of golf
- Fishing and other customer loyalty trips
- A teammate visiting a manufacturer's plant where the manufacturer pays for some or all of the trip such as hotel, meal or flights
- Emco paying for a customer to visit a manufacturer's facility

Your actions and decisions must be made impartially, free from influence (and the appearance of influence) by gifts, entertainment and travel.

Giving or receiving a business gift, entertainment or travel requires careful consideration by you and your manager and must meet all other requirements, Emco's SPIs and this Code.

Emco teammates:

- May give or accept an infrequent, nominally valued gift, entertainment or travel as long as it is valued at less than \$250. If in excess of this amount, you must obtain prior written approval for the gift (which must be attached to your Summary of Gifts, Travel and Entertainment Form), or, the item must be disclosed on your Summary of Gifts, Travel and Entertainment Form and the summary must be approved;
- Never give or accept cash (gift cards are allowed if in compliance with this Code);
- Never give or accept gifts, entertainment or travel that are or could be illegal;
- Never give or receive a gift, entertainment or travel to or from a government employee or official, public official, member of the judiciary or other public body member (see also Bribery and Corruption section);
- Never receive discounts, products or samples that would not be available to all Emco teammates;
- Never contribute Emco money or property to any political party, political candidate, or holder of public office, unless you have received prior written approval (this includes indirect contributions such as tickets to events where the proceeds go to a political party);
- Avoid lavish, extravagant or inappropriate business expenses.



**YOU SHOULD NEVER ACCEPT ANY
GIFT, ENTERTAINMENT OR TRAVEL
IF YOU FEEL IT WOULD AFFECT
YOUR ABILITY TO ACT IN EMCO'S
BEST INTERESTS.**



BUSINESS GIFTS, ENTERTAINMENT AND TRAVEL CONTINUED...

Gifts, travel or entertainment given to third parties must:

- Be made with the knowledge and consent of the manager of the customer if to their employees;
- Comply with the customer's gift policy in addition to Emco's SPIs and this Code.

All business travel and entertainment expenses are to be paid by the teammates and must be supported by appropriate itemized receipts for reimbursement. When two or more teammates incur a business expense, the person of senior rank (by reporting structure) should pay for the entire expense. It can be billed to the appropriate department when submitting the expense.

Please also review:

SPI 215 – Sales to Employees

SPI 217 – Employee Business Expenses

We expect that you will represent Emco in a respectful manner and in a way that protects Emco's reputation. Socializing with business partners can be helpful in developing a good working relationship, but being visibly intoxicated or exhibiting indecent behaviour or attending inappropriate venues is never acceptable. You should always act in a manner that promotes Emco's best interests.

It is each teammate's responsibility to ensure all business gifts, entertainment and travel are appropriate and reported honestly and accurately.

A high-angle, top-down photograph of a diverse group of people standing in a circle on a light-colored wooden floor. They are all reaching their arms towards the center, where their hands are stacked on top of each other. The people are wearing various casual and business-casual clothing, including jeans, button-down shirts, and sweaters. The image conveys a sense of teamwork, collaboration, and shared purpose.

Doing the right thing is about maintaining a place where we are all proud to work.

RESPECT IN THE WORKPLACE

We all deserve to be treated with dignity and respect. Emco is committed to attracting, developing and retaining a diverse and inclusive workforce and establishing a work environment that embraces our strengths and differences, bringing out the full potential in each of us.

You play an important role in creating a work environment in which teammates and business partners feel valued and respected for their contributions; respect each other's talents, abilities and experiences; value the input of others; and foster an atmosphere which embodies our Core Values of fairness and caring, trust and respect, generous listening, and straight talk.

- Emco supports its teammates with disabilities, including providing reasonable accommodation that takes into account each teammate's accessibility needs due to disability.
- Emco is committed to creating a workplace free from discrimination, unreasonable conduct and harassment of any kind (including sexual harassment).
- Every teammate is expected not to, nor threaten to, nor allow anyone else to, discriminate against or harass any person for any reason whatsoever (including on the basis of race, religion, creed, colour, sex, marital or family status, sexual orientation, age, national and ethnic origin, ancestry, place of origin, political belief, gender identity or expression, or physical or mental disability).
- Any threatening, insulting or abusive acts or acts of violence, harassment, sexual harassment, discrimination, intimidation, bullying or other disruptive behaviour will not be tolerated.
- You must report to management any legitimate concerns you may have and can do so without fear for your job, retaliation, or other consequence.
- In situations involving actual and/or potential acts of violence, teammates should take immediate action including dialing 911, assisting injured people and leaving the location when necessary.

Please also review:

SPI 211 – Employment Equity
SPI 212 – Accommodation of Teammates with Disabilities
SPI 213 – Human Rights, Harassment, Discrimination, Bullying, Workplace Violence
SPI 220 – Smoking
SPI 221 – Health & Safety

PROVIDE FOR A SUBSTANCE FREE WORKPLACE

Teammates cannot:

- Report to work or work under the influence of medication, alcohol, illegal drugs, cannabis, marijuana or other substances;
- Possess, sell, use, consume, smoke, transfer or distribute alcohol, illegal drugs, cannabis, marijuana or controlled substances while working or on Emco premises;
- Bring, or allow anyone else to bring, without prior written approval, alcohol, cannabis or marijuana to any Emco workplace;
- Use lawful prescription medication, non-prescription drugs, medical cannabis or marijuana or other substances that causes, or could cause, impairment without informing your manager.

Acting with integrity is about more than Emco's image and reputation, or avoiding legal consequences – it's about maintaining a place where all are proud to work.

If you have a drug or alcohol addiction, you must report this to your manager.

You are encouraged to seek assistance through Emco's Employee and Family Assistance Program (EFAP) for any drug or alcohol concerns.

1-844-880-9142

emco.lifeworks.com
Username: EMCO Password: EFAP

SAFETY FIRST

Our goal is to ensure that **NO ONE AT EMCO GETS HURT**. We are committed to safeguarding the health and safety of our teammates and business partners whether at our locations, in the marketplace or on the roadways.

Every teammate is responsible for working safely and preventing and reporting workplace accidents, unsafe work conditions, unsafe practices, violence in the workplace or any attempt, threat or suspicion of violence, bullying or harassment.

You must always report to your supervisor or manager if you are asked to or you observe someone:

- Performing a task that you think is unsafe or that the person is not properly trained to do (such as operating the forklift, delivery vehicle or handling hazardous materials);
- Allowing customers to pull their own orders from the warehouse or the yard;
- Using a vehicle or piece of equipment that is not operating properly and/or may be unsafe;
- Who is, or appears to be, impaired or under the influence of medication, alcohol, illegal drugs, marijuana, cannabis, or controlled substances.

You must always report to your supervisor or manager any Health and Safety incident or injury including any near miss, first aid, medical aid or lost time injury or incident.



NO ONE AT EMCO GETS HURT

Please also review:

- SPI 220 – Smoking
- SPI 221 – Health & Safety
- SPI 222 – Personal Protective Equipment
- SPI 223 – Forklift and Powered Lift Truck Policy
- SPI 224 – Early and Safe Return to Work
- SPI 225 – Incident Reporting and Investigation
- SPI 227 – Working Alone
- SPI 230 – Health and Safety Champions and Committees
- SPI 231 – Work Refusal Policy
- SPI 350 – Company Vehicles and Car Allowance
- SPI 356 – Delivery Drivers

**Safety is everyone's responsibility
– take precautions to work safely.**

PROTECT CONFIDENTIAL INFORMATION

While employed at Emco, you may become aware of confidential information. As a result, you must protect the confidentiality and privacy of such information and you must not disclose any confidential information to anyone outside Emco, unless the disclosure is properly authorized and in connection with a legitimate business purpose.

- Confidential information includes nonpublic information, customers' names/addresses, credit card information, teammate information, pricing and financial data, results of operations (SOPs) and business strategies.
- You must not use confidential information for your personal benefit or that of any company both during and after your employment with Emco.
- You may also become aware of confidential information about other companies (for example any previous employer you may have had and our customers, suppliers and other business partners). This information is the property of the other company and you must keep it confidential. It is illegal to use that information to buy or sell shares of that company, if it is publicly traded, until that information is disclosed to the public.
- These obligations continue even after you are no longer employed by Emco.
- You must return all confidential information (and other property that belongs to Emco) at the end of your employment.

Please also review:

SPI 317 – Credit Card Sales

SPI 340 – Legal Inquiries

SPI 711 – Privacy of Information



If you are requested to share confidential information, make sure that you have prior approval from your manager and that the information is handled in a protected and secure manner.

PROTECT THE PRIVACY OF OTHERS

You must comply with all privacy laws which prohibit the collection, use or disclosure of personal information without consent. Personal information that must be protected includes residential addresses and non-business related phone numbers, government-assigned identification numbers, salary and other compensation information, date of birth, credit card information, resumes, performance records and information relating to banking, benefits, leaves of absence and medical history.

Store personal information in a safe and secure manner (for example in a locked cabinet with restricted access or on a secure server), do not collect personal information by email, and ensure you securely shred any documents that contain personal information that are not required to be retained.



Whether you are sharing information internally or externally, always take reasonable and necessary precautions to protect any confidential information relating to Emco.

USE OF EMAIL, INTERNET, SOCIAL MEDIA AND TECHNOLOGY

Emco's information technology systems are a key component of our business operation and are provided for authorized business purposes. You must use these resources in accordance with Emco's SPIs. These resources are not personal or private.

Social media platforms such as Facebook, LinkedIn, Instagram, YouTube and Twitter can help you to form new relationships with business partners and strengthen existing relationships, but they also have the potential to negatively impact the public's perception of Emco or your personal or professional reputation if not used carefully and with integrity. Inappropriate personal use of, or content on, social media can likewise negatively impact your reputation and that of Emco, may have negative business consequences, and may be a violation of this Code, Emco's core values and Emco's SPIs. Our trademarks and/or trade names must never be used in a degrading, defamatory or otherwise offensive manner.

Reasonable personal use of mobile devices, email and the internet including social media is allowed as long as it does not:

- Consume a large amount of your time and interfere with your work performance;
- Involve illegal, sexually explicit, offensive or otherwise inappropriate material or is otherwise degrading, defamatory or offensive;
- Violate any other Emco policy;
- Negatively impact network performance;
- Relate to conducting a private commercial enterprise or for "moonlighting" purposes.

Please also review:

SPI 297 – Passwords

SPI 357 – Cell Phones, Smart Phones, & Portable Data Devices

SPI 364 – Information Systems Security Acceptable Use Policy

Remember to apply the same basic rules, principles and policies found in this Code, Emco's Core Values and Emco's SPIs to guide your online behaviour personally and while at Emco.

All messages sent through an Emco phone, phone system, internet, or email account and data created on, sent from, received by or stored in or upon Emco's computers or network are Emco's property even when on smartphones or other mobile devices. Emco reserves the right, without prior notice, to audit, monitor, access, record, delete and disclose such messages to ensure that these systems are not abused and to ensure compliance with company policies. You cannot have any expectation of privacy regarding any such data or devices.



You must immediately report to PC Support, the Internal Audit department or the Legal department:

- any lost or stolen computer, laptop, tablet, phone, mobile phone or other Emco device,
- any lost or stolen personal information or confidential information, or
- cybersecurity breach.

COMPLIANCE WITH ANTI-SPAM LEGISLATION

You must comply with the requirements of Canada's "Anti-Spam" Legislation ("CASL"). Before you send a Commercial Electronic Message (for example, email, text, instant message, collectively "CEM") there are three requirements:

1. You need consent;
2. You must include your identification information; and
3. The CEM must contain an unsubscribe mechanism.

There are two types of consent under CASL: express and implied. You must be able to show that you have consent prior to the sending of a CEM, or, you must be able to show that the CEM is excluded or is exempt from the application of CASL.

The monetary penalties for violations of CASL are significant. If in doubt please contact any member of the Legal or Internal Audit Departments if you have any questions.

Excluded CEMs are messages that relate to a person's occupation, that are responding to a quote, that are between employees of two organizations who have a business relationship, and so on. Exempt CEMs are messages that contain warranty information, factual information concerning a purchase, delivering a product or good or service, and so on. Further examples of exempt and excluded CEMs, as well as general information on CASL and webinars in English and French, can be found under "Say NO to Spam" on oneemco.ca under Legal.

Before sending any CEM you must review the "Current Unsubscribe List" available at optout.emco.ca/unsubscribe-list/



COMPETITION LAW COMPLIANCE

Teammates must interact with Emco's customers and suppliers fairly, honestly, ethically and lawfully and in compliance with the letter and spirit of all applicable laws, including those governing competition and business practices.

Teammates must not engage in any of the following activities and it is generally a criminal offence to do so. The penalties for doing so include imprisonment for up to fourteen years and/or fines of up to \$25 million or more. You and Emco may also be subject to a civil lawsuit and judgment in favour of another party.

- You must not discuss, enter into, or cause Emco to enter into, an agreement, arrangement or understanding with a competitor or potential competitor of Emco to:
 - fix, maintain, increase or control the price for the supply of a product;
 - allocate sales, territories, customers or markets for a product or supply of a product;
 - fix, maintain, control, prevent, lessen or eliminate the production or supply of a product.
- You must not discuss or enter into an agreement, arrangement or understanding with any competitor or other person to not submit a bid in response to a request for tenders or to submit a bid on agreed terms.
- You must not engage in any misleading advertising or deceptive marketing practices, whether made intentionally or unintentionally or recklessly. Such prohibitions include false or misleading statements or representations, statements and representations with respect to warranties, product performance and testing methods, ordinary price claims, "bait and switch" selling tactics, and certain sales above the advertised price.

Never discuss prices, sales, territories, customers, markets, bids, or jobs with our competitors



Question:

I was at a supplier sponsored golf tournament with employees from local competitors. Some people started discussing their customers and pricing discounts and promotions they were planning to offer in their upcoming market plan. I felt uncomfortable with the conversation and thought it was inappropriate so I told them to stop the discussion. Did I do the right thing?

Answer:

Yes, you absolutely did. You should object and stop the conversation and if it does not stop, you should leave immediately. You must also telephone the Legal Department (do not email) with details of the meeting outlining the date, the parties involved, and other relevant matters.

COMPETITION LAW COMPLIANCE CONTINUED...

There are also certain trade practices that may be adopted only with the prior approval of your Region Manager or Emco's Legal Department:

- Refusing to supply a product to a customer who is able to meet our usual trade terms in a case where the customer cannot obtain adequate supplies of the product elsewhere (Refusal to Deal);
- Refusing to supply a product to a customer because of that customer's low pricing policy, offering terms and conditions of sale less favourable than usual to a customer because of their low pricing policy, penalizing in any way a competitor or customer because of their low pricing policy, or attempting to inflate the price at which a customer resells a product (Price Maintenance);
- Requiring a customer to deal only or primarily in products supplied by Emco before supplying a product to that customer (Exclusive Dealing);
- Requiring a customer to purchase some other product from us before supplying a particular product to the customer (Tied Selling);
- Requiring a customer to sell a product only in a defined market or penalizing a customer if the customer sells the product outside the defined market (Market Restriction);
- Excluding a competing business from a market or taking steps to substantially reduce competition in a particular market, such as selling goods below cost to eliminate a competitor, requiring a supplier to refrain from selling to a competitor or a practice of selling goods to one customer at a discount, rebate, allowance or other advantage that is not made available to a competing customer (Abuse of Dominant Position);
- Refusing to deliver a product to a customer at the same price and on the same terms as we deliver the same product to other customers in the same area, unless there is a reasonable basis to do so based on factors such as distance and the number of units purchased (Delivered Pricing);
- Agreeing or arranging with competitors or potential competitors that substantially prevents or lessens competition, other than price-fixing, market allocation and supply restrictions mentioned above which are strictly prohibited (Agreements with Competitors).



THE TERMS AND CONDITIONS OF ANY LOTTERY OR CONTEST TO BE USED BY EMCO TO PROMOTE ANY PRODUCT OR SERVICE MUST BE APPROVED IN ADVANCE BY EMCO'S LEGAL DEPARTMENT.

Call your manager, your Region Manager, or the Legal Department immediately if you think your business activities might violate competition laws or if you have any questions.

Contact your Region Manager, or the Legal Department immediately if you are approached by a third party regarding business activities that might violate competition laws.

ENSURE STRICT COMPLIANCE OF GOVERNMENT REQUIREMENTS

Bidding and selling material to local municipalities, provincial or federal governments may involve special legal provisions and reporting requirements. Fraudulent or dishonest acts in fulfilling a government contract can trigger severe penalties for both you and Emco.

You must never make inaccurate statements, commit fraud or misrepresent Emco.

Please also review:

SPI 341 – Contracts, Agreements & Leases

A Note on Trade Associations

You must take extreme care when attending association meetings to avoid discussing anything which could lead to, or lead to the appearance of, anything illegal and/or anti-competitive activities, both during the formal and social programs. Any trade associations to which you or Emco belong should have formal procedures which are followed, such as preparation of agendas and minutes of meetings. If improper/anti-competitive matters are discussed, you must object and, if the discussion does not stop, you must leave the meeting and ask that the minutes record your departure.

If you are visited by a representative of the Competition Bureau, the police, the RCMP, the Department of Justice, or any other governmental investigator, you must treat the representative politely and tell them that we will cooperate. Note, however, that you are not required to answer any questions, and you must immediately contact your Region Manager or Emco's Legal Department.

Similarly, any subpoenas, orders, summons, or other legal process or inquiry must be reported immediately to your Region Manager or Emco's Legal Department.



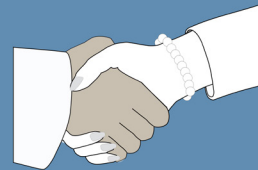
CORE VALUES

Emco is founded on strong core values which impact how we act and the decisions we make every day. "Do the right thing" is a fundamental belief shared throughout the organization and is integral to our success in building strong customer relationships that withstand the test of time.

Doing the right thing and being committed to the success of others. Showing others by our words and actions that we genuinely care about them personally and professionally.



**FAIRNESS
& CARING**



**TRUST
& RESPECT**

Acting with integrity and leading by example. Always doing what we say we are going to do. Being trusting and respectful of others.



**GENEROUS
LISTENING**



**STRAIGHT
TALK**

Listening carefully and deeply to ensure we fully understand each other. Being open to new ideas. Suspending our judgments in a way that encourages others to share their opinions and allows us to hear what others are truly saying.

Respectfully saying the things we really mean in a timely manner and in the spirit of fairness and support of others. Providing feedback and being committed to having the conversations that are needed.

BRIBERY AND CORRUPTION - COMPLY WITH NATIONAL AND INTERNATIONAL LAWS

Emco's commitment to the highest ethical standards applies both at home and abroad. All teammates must comply with Canada's Corruption of Foreign Public Officials Act ("CFPOA"), Canada's Criminal Code and the U.S. Foreign Corrupt Practices Act ("FCPA"), all of which prohibit bribery of government officials and the receipt of corrupt payments.

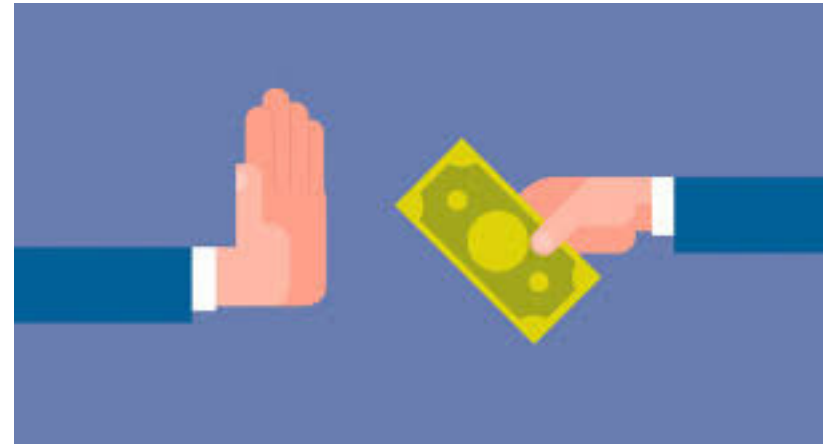
Teammates may not, anywhere in the world, offer, pay, promise or provide (directly or indirectly) any form of gift, entertainment, advantage or anything of value to any government official, public official, judiciary member or employee of government-owned companies (for example, hydro/energy, mining, communications, farming, liquor and gaming, hospitals, and other companies) to:

- Obtain or retain business;
- Induce the employee or official to do any act in violation of his or her lawful duty;
- Influence business decisions; or
- Secure an unfair advantage.

These prohibitions apply to our business operations and to anyone acting on our behalf, including freight forwarders, agents, consultants, suppliers and contractors. Ignorance is no defense. Teammates are advised to conduct due diligence about their business relations to reduce the risk of violating any anti-bribery laws. Businesses as well as individuals face severe consequences for violations.

If you hear rumours of improper payments or warning signs - never ignore them, contact the Legal Department or your Region Manager immediately.

At Emco, we do not take or pay bribes or allow our business partners to make or take bribes on our behalf.



A BRIBE MAY INVOLVE ANYTHING OF VALUE, NOT JUST MONEY

WHAT IS "ANYTHING OF VALUE"?

Corruption may involve the exchange of "anything of value." The concept of "value" is very broad and could include goods, services or merchandise, gift cards, event tickets, gift certificates, entertainment, travel perks/trips, use of vacation homes, free airfare or accommodations, special favours or privileges, donations to designated charities, discounts, free personal services, financial or property loans, co-signing of a loan or mortgage, or a promise of future employment.

BE VIGILANT - MONITOR THIRD PARTIES CLOSELY

Q&A about CFPOA/ FCPA

A Profit Centre is contacted by a customer who is working on a hotel project in St. Thomas in the Caribbean. The customer places a large fixture order and tells the PC that the material must be on the jobsite in less than thirty days. The Profit Centre contacts a freight forwarder to handle the transportation of the material to St. Thomas and explains the deadline for the shipment. The freight forwarder works with its contacts in the Caribbean and offers a customs agent in St. Thomas a new iPad if the agent can clear Emco's shipment immediately upon landing. The customs agent accepts the gift, clears Emco's shipment upon arrival and it arrives at the jobsite on time.

Question: Was the gift to the customs agent a violation of the CFPOA/FCPA?

Answer: Yes, the gift of the iPad to the customs agent is a violation of the anti-bribery provisions of both the CFPOA and FCPA since it was designed to corruptly influence a foreign official into expediting the shipment in exchange for a business advantage. Emco could be liable for the acts of the freight forwarder since it is acting as Emco's agent.

**TEAMMATES SHOULD
CHOOSE BUSINESS
PARTNERS CAREFULLY AND
COMMUNICATE CLEAR
EXPECTATIONS.**

**A BRIBE PAID TO A FOREIGN
CUSTOMS AGENT TO EXPEDITE A
SHIPMENT VIOLATES ANTI-BRIBERY
LAWS.**





AUDITS AND INVESTIGATIONS

Emco Auditors and investigators require your full cooperation. During your employment with Emco, you may be asked to participate in an audit or investigation. When this happens, you must cooperate fully and communicate honestly.

Emco takes all reports of possible misconduct seriously. We will investigate the matter, make a determination whether Emco policies or the law have been violated and take appropriate corrective action.

Please also review:

SPI 361 – Audit Services

Any retaliation against a teammate who raises a genuine issue is a violation of our SPIs

RESOURCES

National Support Centre

Main number: 519-453-9600

Internal Audit - Dial 5 then 2 and ask to speak to a member of the Internal Audit Department. You may also call 1-519-453-5168 to reach the Audit team.

Legal Department - Dial 5 then 8 and ask to speak to any member of the Legal Department.

Teammate Support Services

1-833-645-3921, teammatesupport@emcoltd.com, or text 266-268-7572

Employee and Family Assistance Program (EFAP)

Please visit oneemco.ca under "Pay & Benefits" for more information on these resources or call 1-844-880-9142.

ALWAYS DO THE RIGHT THING - IN CLOSING

It would be impossible to list every situation where ethics play a critical role in decision making but there are several key questions that can help you determine whether a situation is unethical, inappropriate or illegal. Ask yourself the following questions:

- Do my actions comply with the law and Emco's SPIs, principles and core values requirements?
- Should I misrepresent information or deviate from standard practice or policy?
- Would I feel comfortable describing my decision or actions at a team meeting?
- Would I feel comfortable sharing my actions with my family?
- How would this look if the information was in the headlines?
- Is this the right thing to do?

If the answer is "No" to any of these questions, then don't do it.

If you are still uncertain, ask for guidance. Please contact one of the following individuals:

- Your supervisor or manager
- Region Manager
- Internal Audit Department
- Legal Department
- Teammate Support Services

Attached to this Code as
Schedule A is a Declaration.
You must complete and
submit your signed Code of
Ethics.

Attached to this Code as
Schedule B is a Summary
of Gifts, Travel and
Entertainment which you
must also complete and
return if applicable.

