

Supplier Code of Conduct



All employees, suppliers, consultants, contactors and vendors are expected to act with the highest level of integrity and ethical care.



Canadian Nuclear
Laboratories

Laboratoires Nucléaires
Canadiens

∞Respect

∞Integrity

∞Stewardship

∞Excellence

CNL Supplier Code of Conduct

Introduction

Canadian Nuclear Laboratories (CNL) is Canada's premier nuclear science and technology organization. CNL is a world leader in developing peaceful and innovative applications from nuclear technology through its expertise in physics, metallurgy, chemistry, biology and engineering.

CNL delivers a range of nuclear services – ranging from research and development, design and engineering to specialized technology, waste management and decommissioning.

CNL is committed to ensuring that Canadians and our clients across the world receive energy, health, and environmental benefits from nuclear science and technology with confidence that nuclear safety and security are assured and that those benefits are delivered with demonstrable integrity.

CNL requires that commitment be extended to all of our suppliers of goods and services.

The purpose of this Supplier Code of Conduct ("Code") is to establish a common understanding of the standards of behaviour expected of all of CNL's contractors, consultants and suppliers ("Suppliers").

All of CNL's Suppliers are required to take responsibility for their own conduct and for those who work on their behalf on CNL projects. This Code applies wherever CNL business may be conducted, worldwide. However, the Code is not intended to supplant but merely to augment relevant express contractual obligations.

CNL's Expectations of Our Suppliers

Our Suppliers all have a role to play in ensuring our business is carried out in a fair, transparent, lawful, and ethical manner, aligned to CNL's Values. CNL is committed to a work environment that fosters fairness and integrity. Adherence to the standards set out in this Code is mandatory for all CNL Suppliers.

This Code sets out our expectations of CNL Suppliers in committing to do what is right and ethical, to make business decisions and take actions with that commitment in mind, and to also select and use sub-contractors, sub-consultants and other sub-suppliers that share our values as reflected in this Code.

The Code does not attempt to provide a detailed and exhaustive list of what to do in every aspect of your work with or for CNL. Instead, it represents a broad framework that will help guide you and your employees when ethical issues arise.

When in doubt, Suppliers should consider the following questions:

- Are our proposed actions fair, transparent, lawful, and ethical?
- Are those actions permitted under this Code?
- Are we authorized to take those actions within our relationship with CNL?
- Would we want to see those actions reported in the media?

If you are still uncertain, you must consult with the CNL person responsible for your work or CNL's Manager, Ethics & Disclosures for an assessment and determination. The Manager, Ethics & Disclosures is appointed by the Chief Executive Officer, is a senior employee of CNL and can be contacted by email at cnldislosures@cnl.ca or by telephone at 613-584-3311 ext 44944.

Our Values

These values are a compass to guide all who work for or on behalf of CNL in everything they do. They cannot be considered in isolation from each other as they will often overlap.

CNL Suppliers are expected to integrate the values outlined in this Code into their decisions, actions, sub-contracts, policies, processes and systems, when working for or on behalf of CNL.

Respect for People

Treating all people with respect, dignity and fairness is fundamental to our company and contributes to a safe and healthy work environment that promotes engagement, openness and transparency. We also expect that respect to be extended to our Suppliers.

Integrity

Integrity is the cornerstone of good governance. By upholding the highest ethical and lawful standards, we conserve and enhance public confidence in the honesty, fairness and corporate integrity of CNL, wherever CNL works or where work is being performed for CNL.

Stewardship

CNL, and therefore our employees and our Suppliers, are entrusted to use and care for public resources responsibly, for both the short term and long term.

Excellence

CNL is committed to excellence in the design and delivery of CNL's work, policy, programs and services. We require all of CNL's Suppliers to engage, collaborate and work proactively as part of a high performing organization in the delivery of CNL projects.

Reporting Breaches of CNL's Values

Any suspected or actual breaches of the Code or of CNL's Values, or of local or international law should be reported immediately, in total confidence, using either of the following methods:

- Making a direct report to CNL's Manager, Ethics & Disclosures, by telephone at 613-584-3311 ext. 44944, or by email at cnldisclosures@cnl.ca; OR
- Making an anonymous report using the CNL Disclosures Hotline, online at www.clearviewconnects.com, or by toll free telephone at 1-866-505-9912.

Any report made in good faith will not result in retaliatory action by CNL.

Supplier Commitment to CNL Values

Respect for People

CNL is committed to:

- encouraging teamwork, trust, personal accountability, and being open to others' points of view;
- delivering a safe and healthy work environment that is built on mutual respect, professionalism, and fairness;
- providing a work environment where all individuals are treated fairly and with respect and dignity, free from discrimination, harassment and violence;
- providing reasonable working conditions and fair wages for our workforce, and a zero-tolerance policy on the use of child or forced labour and for any other human-trafficking practices; and
- abiding by all relevant international, national and local laws regarding worker welfare and human rights on CNL sites or in the delivery of goods or services connected to CNL projects.

We require all of our Suppliers to share that commitment and to act in a respectful manner when dealing with everyone they come in contact with in the course of delivering CNL's business.

CNL requires all Suppliers to be able to demonstrate that, in their workplace, they:

- comply with all applicable health and safety laws, statutes and regulations and operate a safe and healthy work environment for their workers and all with whom they come into contact;
- do not use child labour or forced labour;
- do not tolerate discrimination, harassment and workplace violence;
- ensure employees are free to raise concerns without fear of reprisal; and
- have respect for the rights of workers to associate and bargain collectively.

Integrity

Integrity is the cornerstone of good governance. By upholding the highest ethical and legal standards, we conserve and enhance public confidence in the honesty, fairness and corporate integrity of CNL, wherever CNL works.

Compliance with the Law

All CNL Suppliers are required to comply with all applicable federal, provincial, and local laws, statutes, rules, and regulations.

To the extent that Suppliers are involved in CNL's work or operations outside Canada, they are also required to comply with international and local laws and regulations in jurisdictions where CNL conducts or seeks to conduct its operations.

Anti-bribery & Corruption

At CNL, we abide by the Canadian *Corruption of Foreign Public Officials Act* as well as all other international and national laws that apply to our business operations internationally.

All of our Suppliers and those working on their behalf must not engage in any form of corruption, extortion and/or embezzlement. This applies regardless of whether the intended recipient is a public official, a private individual or another company.

When working for or on behalf of CNL, Suppliers or those working on their behalf must never directly or indirectly allow:

- any kind of bribe, kickback, gift, or anything else of value to be offered or given where it could be perceived or known to be intended to gain improper influence or competitive advantage;
- any kind of bribe, kickback, gift, or anything else of value to be requested, demanded or accepted in return for any improper act;

- any grease or facilitation payments to be offered or paid. These are payments to public officials to expedite or secure the performance of any act of a routine nature that is part of that official's duties or functions;
- any payments, gifts or other benefits to be given to public officials, political parties or candidates for political office for the purpose of influencing government decisions in favour of CNL or the Supplier or for securing any other improper advantage.

Gifts, Entertainment or Other Benefits

Suppliers must never offer, request, give, accept or receive any gift, gratuity, entertainment, hospitality, or other benefit that may compromise or appear to compromise the good judgment or ability of a CNL employee or anyone working on CNL's behalf, to make business decisions in the best interests of CNL.

If a Supplier is unsure whether an offer of a gift or entertainment complies with this Supplier Code of Conduct and/or the internal Code of Conduct for CNL employees, the Supplier should consult with the intended recipient's manager. CNL expects Suppliers to maintain appropriate records of the offer or provision of gifts or entertainment to CNL employees or workers.

Anti-Competitive Behaviour

CNL believes in, and is obliged to compete fairly and transparently and makes no attempt to limit or restrict trade or engage in unfair or discriminatory trade practices. We comply with all laws regarding fair competition, including the Canadian *Competition Act*, and we require all of our Suppliers to do the same.

Confidentiality

Personal Information

CNL respects the privacy of employees, business partners, and clients who share their personal information with us. We are committed to respecting and upholding the principles set out in the *Personal Information Protection and Electronic Documents Act* (PIPEDA), which provides for the protection of personal information shared with CNL by Suppliers, our clients and by any third parties.

Sensitive Information

We expect all CNL Suppliers to protect any sensitive information against theft, loss, destruction, unauthorized access/release, or misuse. Sensitive information includes information that is proprietary, technical, business, financial, personal, or requires confidentiality, and regardless of whether it is received from CNL, our clients or from any other source.

Disclosure of Sensitive Information

Suppliers must not disclose CNL sensitive information, except as required by law, to anyone outside CNL, without prior and express written approval. Suppliers must not use CNL sensitive information for any improper purpose.

This applies even after the Supplier's contract is complete and extends to their employees after they leave the Supplier's employment.

Protection of Sensitive Information

Suppliers must protect CNL's intellectual property such as copyrighted information, trademarks and logos, patents, and trade secrets against loss or infringement, and use them only for CNL business.

We also expect that Suppliers will employ adequate internal controls and information-security measures and, for their computer systems, portable electronic devices, laptops and other storage devices, to ensure the safety of information that we or anyone connected with CNL entrust to them. This includes taking the necessary precautions in not leaving such information or devices in places where they could be damaged or inappropriately accessed.

When working with us, Suppliers should not store our or our customers' confidential information to shared data-storage devices that lack adequate protection.

In the event that a Supplier becomes aware of a possible data-security breach involving our or our customers' information, it must be reported to us immediately.

Conflicts of Interest

Any situation that creates or appears to create a conflict should be avoided. If an actual or potential conflict of interest is identified, or is unavoidably created, it must be disclosed to CNL promptly and properly managed thereafter. Conflicts of interest, unless correctly handled, may cause financial and reputational damage to CNL and our Supplier and may embarrass our clients.

CNL expects our Suppliers and their workers to be keenly aware of organizational and personal conflicts of interest that may impact upon their work for CNL and/or our clients.

Organizational conflicts of interest can arise from Supplier prior, current or proposed relationships with CNL clients or other CNL suppliers or contractors.

Personal conflicts of interest can arise through the existence of close family, friendship or financial relationships between a Supplier's employee and CNL's client, competitors or other current or proposed CNL suppliers or contractors.

The use of such relationships for improper personal or organizational advantage could cause serious commercial and reputational damage for CNL, the Supplier and CNL's client, and must be avoided.

However, it is not only the use of such a relationship for improper purposes that can cause damage. Even the existence of an otherwise innocent relationship can create a perception of a conflict of interest that could still cause commercial and reputational damage, even if not used improperly, unless the relationship is disclosed and managed appropriately.

A CNL Supplier is required to:

- take all reasonable steps to identify conflicts of interest in its business and where relevant, in its supply chain; and
- disclose any identified conflict of interest without delay.

Disclosure of any actual, potential, or perceived conflict of interest should be made using either of the following methods:

- Making a direct report to CNL's Manager, Ethics & Disclosures, by telephone at 613-584-3311 ext. 44944, or by email at cnldisclosures@cnl.ca; OR
- Making an anonymous report using the CNL Disclosures Hotline, online at www.clearviewconnects.com, or by toll free telephone at 1-866-505-9912.

Compliance with Trade & Export Controls

CNL complies with all international trade laws and regulations, including trade sanctions, and we expect our Suppliers to comply with all trade and export control laws that apply to their work.

Beware that export and import laws apply not only to goods but also to technology, software and technical information. Export laws may be violated by simply sharing information with foreign nationals without the information ever leaving its country of origin. When working with CNL our Suppliers must be careful to avoid such "deemed export" breaches and have procedures in place to recognize and avoid them.

Stewardship

We require our Suppliers to ensure that their workforce be aware of health, safety, security and environmental considerations and requirements related to their work with or for CNL.

Our Suppliers and their workforce are also required to follow the direction of the CNL Radiation Protection team and Emergency Response personnel including the Security and Fire Departments.

Implementation

Record Keeping / Audit

Best practices require that our Suppliers keep appropriate records in order to demonstrate their compliance with this Supplier Code of Conduct. Falsifying financial or business records or making false statements is against the law and will irreparably damage any business relationship with CNL

Suppliers must not destroy any records that may be relevant to any legal or regulatory proceeding.

CNL reserves the right to conduct an appropriate audit of Suppliers to ensure compliance with this Code.

Suppliers must cooperate with any appropriate audit and also with any investigation into a violation or suspected violation of this Supplier Code of Conduct.

Communication and Awareness Training

To ensure compliance with this Code, our Suppliers should communicate its content (or the Supplier's equivalent code of conduct) to all employees, sub-contractors contractors or other workers that are intended to work on our projects.

We expect our Suppliers to establish an appropriate ethics awareness training and monitoring program and also periodically to evaluate their compliance with this Code and to maintain ongoing dialogue with us to foster continuous improvement.

Any marketing materials, press releases or media interviews that include a reference to CNL, our customers or our work together must be approved in advance by CNL.

Reporting Concerns Without Retaliation

All CNL Suppliers are obliged to report any credible suspicions they have about possible violations of this Code or relevant laws or regulations, as they relate to their work with or for us.

That obligation also extends to any observed actual or suspected violations that do not have any direct or indirect connection to the Supplier's work with CNL.

Suppliers, their employees and any associated workers should feel free to report any suspected violation of the law or our Supplier Code of Conduct without fear of retaliation.

We expect our Suppliers also to take steps to prevent any retaliation against any of their employees or any third party for reporting a possible violation of laws and this Code in good faith. For clarification, "good faith" does not mean that they have

irrefutable evidence of violation or that their report has to be correct. It only means that they genuinely believe it to be true and accurate at the time the report is made.

We will make every effort to safeguard the confidentiality and, wherever allowed by law, the anonymity of the individual making the report, if so desired.

Any concerns or questions regarding compliance with this Code should be reported without delay to CNL's Ethics & Disclosures Office using either of the following methods:

- Making a direct report to CNL's Manager, Ethics & Disclosures, by telephone at 613-584-3311 ext. 44944, or by email at cnldisclosures@cnl.ca; OR
- Making an anonymous report using the CNL Disclosures Hotline, online at www.clearviewconnects.com, or by toll free telephone at 1-866-505-9912.

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