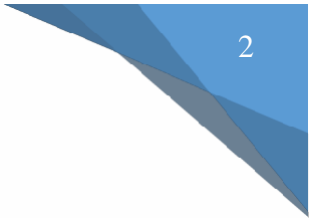




**CODE OF BUSINESS CONDUCT
AND ETHICS**

Effective Date: January 1, 2022



Code of Business Conduct and Ethics

Table of Contents

Important Notes..... 3

Purolator’s Values 5

Legal Compliance and Ethics 6

Environment, Health and Safety 7

Harassment and Violence Prevention 8

Employment Equity, Diversity and Inclusion..... 9

Conflicts of Interest.....10

Political Activities12

Anti-Corruption13

Competitive Practices.....14

Company Assets15

Confidential Information16

Intellectual Property.....17

Protection of Personal Information18

Information Security and Records Retention.....19

Financial Reporting20

Other Policies and Procedures.....21

Suggesting Changes22

IMPORTANT NOTES

Application of the Code

This Code of Business Conduct and Ethics (referred to as the “Code”) applies to all employees of Purolator. The term “Purolator” refers to Purolator Holdings Ltd., Purolator Inc. and Purolator International, Inc., collectively or individually as the context requires. The term “employees” refers to the employees, officers and directors of Purolator. The term “leadership team member” refers to employees of Purolator holding a “Director” level position or higher.

Condition of Employment

Compliance with the Code is a condition of employment. All employees are expected to understand the Code and exercise ethical judgment when making decisions. Violations of the Code (including the policies and procedures referred to in it) may result in disciplinary action up to and including dismissal.

In the event of a conflict between the Code and any other policy or procedure of Purolator (in other words, where it is impossible to comply with both), you are required to comply with the Code.

Questions

The purpose of the Code is to provide guidance and promote ethical behavior in support of Purolator’s values and policies. However, the Code does not provide an answer for every possible situation you might encounter. For this reason, each section of the Code indicates whom you can contact for more information. In addition, Purolator’s policies and procedures provide additional guidance on specific issues. If after contacting the appropriate person or department for more information and reviewing Purolator’s policies and procedures you still have questions about the interpretation or application of the Code, please contact Purolator’s Corporate Compliance Officer as follows:

Mail:

Purolator Inc.
Legal Department
2727 Meadowpine Blvd
Mississauga, ON L5N 0E1
Attention: Corporate Compliance Officer

E-mail:

corporatecomplianceofficer@purolator.com

Telephone:

1-800-326-4963
ext. 8776433

Amendments

Purolator reserves the right to amend the Code and any of its policies and procedures at any time. Significant changes to the Code or any of Purolator’s policies or procedures will be communicated broadly to employees and posted on PuroNet.



Reporting Violations

All employees are required to report violations of the Code. You may report a violation of the Code to your immediate supervisor or through Purolator's confidential submissions process, which may be accessed through any one of the following channels:

Mail:

ClearView Connects
P.O. Box 11017
Toronto, ON M1E 1N0

Internet:

www.clearviewconnects.com

Telephone:

1-866-981-5597

All reports of violations will be handled promptly and confidentially. You will not be discriminated against or otherwise penalized for reporting in good faith any violations of the Code. For more information, please see Purolator's *Confidential Submissions Policy*, which is available on PuroNet under "About Us".

Purolator's Values

1. **People First.** We recognize that our teammates and their families are key stakeholders. We will only be successful as a business if we provide our teammates with a safe and healthy workplace and we have the right people in the right roles with the support they need to succeed. We hire for attitude and train for skills.
2. **Customer Focus.** We will earn our customers' business each and every day. We will do this by thinking like a customer in everything we do.
3. **Transparency.** Trust can only be earned and maintained if we are open and honest with our teammates, customers, suppliers and other stakeholders - tell it as it is and avoid "I know, but I cannot tell you." We are on one team and need to act on the same information to reach our goals.
4. **Responsible Stewardship.** We are all custodians of this great Canadian institution, Purolator. We make Purolator a better place for our teammates and work together to strengthen the communities we serve, managing our business ethically and sustainably. We are proud ambassadors of the Purolator brand in our professional and personal lives.
5. **Performance Excellence.** We will win as "one team" - working collaboratively, giving our best to each and every one of our teammates. We will demand and recognize excellence, both in terms of what we achieve and how we achieve it.

The Code reinforces our values by articulating the standards of conduct expected of all Purolator employees in areas of critical importance to Purolator. Those specific standards of conduct are set out in the pages that follow.

Legal Compliance and Ethics

Purolator's reputation can be seriously damaged if we act illegally or unethically. Every employee has a duty to comply with the law and act ethically at all times. These are the most basic duties that underpin all other duties set out in the Code.

As a Purolator employee:

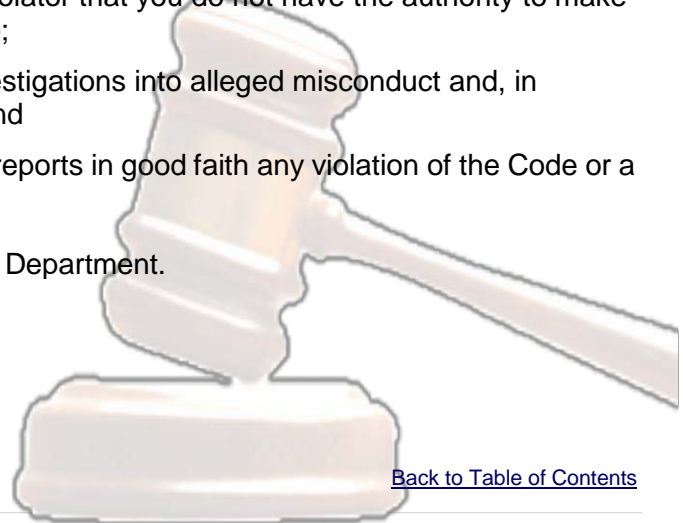
- comply with the legal requirements applicable to your job. Remember that ignorance of the law does not excuse you from your obligation to comply;
- do not ask or allow an outside party to do anything that you are not permitted to do as a Purolator employee;
- do not accept or offer bribes, kick-backs or any other payments or benefits that might be perceived as improper or illegal;
- do not exercise authority or influence over a matter in which you have a conflict of interest;
- be honest in all your dealings with Purolator, your fellow employees and our customers, suppliers and security holders. Take care not to deceive or mislead them, even if only unintentionally;
- do not take or divert property, information or other assets belonging to Purolator or other parties (including our customers) through fraud, deception, extortion or other illegal means. Ensure that you protect all assets entrusted to you for the benefit of the parties to whom they belong;
- do not falsify any record or present information in a manner that is misleading. Create and maintain accurate records. Ensure you have proper authorization prior to creating and or modifying a record. Records include, but are not limited to, expense claims, time cards, reports, regulatory filings, customer agreements or addendums, supplier agreements, and business cases;
- ensure that you always place compliance with our health and safety and environmental commitments ahead of operating objectives (including profit);
- do not make commitments on behalf of Purolator that you do not have the authority to make or that you know Purolator cannot live up to;
- cooperate with all internal and external investigations into alleged misconduct and, in particular, alleged violations of the Code; and
- do not retaliate against any employee who reports in good faith any violation of the Code or a Purolator policy or procedure.

Legal requirements arise primarily from:

- statutes
- regulations
- orders from courts and regulatory agencies
- municipal by-laws
- common law (court decisions having general application)

Many of Purolator's policies and procedures incorporate legal requirements to help ensure Purolator's compliance with the law.

For more information, please contact the Legal Department.



[Back to Table of Contents](#)

Environment, Health and Safety

Purolator is committed to protecting the environment and the health and safety of its employees. This commitment must always take precedence over operating objectives. All employees have the responsibility to work in a safe manner and to exhibit behaviours that foster a safe, healthy workplace and that protect the environment from harm.

As a Purolator employee:

- ensure you understand and comply with Purolator's environment, health and safety policies and procedures, and the related regulatory requirements applicable to your workplace;
- attend and actively participate in Purolator's environment, health and safety training programs. Do not hesitate to demand the training you are required to have in order to perform your job safely;
- lead by example. Demonstrate your commitment to the protection of the environment and to the health and safety of your fellow employees in the way you perform your job. For example, always wear the protective clothing and equipment required for your function and dispose of waste in compliance with Purolator's waste disposal procedures. Do not hesitate to alert your co-workers and management to any unsafe practices you observe them engaging in;
- prioritize mental health and seek support if needed;
- promptly report to your immediate supervisor any violations of environmental, health or safety laws, policies or procedures or unsafe conditions or practices that may endanger you or others;
- promptly report to your immediate supervisor any accidents or incidents that result or have the potential to result in personal injury or harm to the environment; and
- cooperate with your site's health and safety committee and with all environment, health and safety investigations, inspections and audits. Also ensure you actively participate in and contribute to the implementation of action plans to correct deficiencies and continuously improve Purolator's environmental, health and safety performance.

Everyone who has the authority to direct or actually directs how another person does work or performs a task has a **legal duty** to take reasonable steps to prevent bodily and environmental harm.



For more information, please contact your local Human resources business partner and the Corporate Social Responsibility department with any ideas and suggestions on ways to improve Purolator's environmental impact.

[Back to Table of Contents](#)

Harassment and Violence Prevention

Purolator is committed to a workplace that is free from harassment and violence, where employees are respectful and considerate toward one another, with customers, business partners and the public.

Every employee has the right to a workplace free from harassment and violence. This includes harassment (physical or psychological) and violence based on a person's race, national or ethnic origin, colour, religion, age, sex (including pregnancy and childbirth), sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability (including previous or present drug or alcohol dependence) or pardoned conviction. All forms of harassment and violence are prohibited.

Harassment includes:

- threats or bullying
- unwanted physical contact
- demands for sexual favours in exchange for favourable treatment
- offensive remarks, such as unwelcome, graphic or suggestive comments about an individual's body, appearance or dress
- obscene jokes or other inappropriate, sexually explicit or offensive language
- displaying pornographic material or sexually suggestive objects or pictures in the workplace
- using demeaning terms to refer to a person's national or ethnic origin or race

As a Purolator employee:

- treat others the way you would like to be treated, with respect, courtesy, fairness and sensitivity;
- do not take part in or passively condone any form of violence or harassment;
- exercise authority with care and in a way that is not considered violent or seen as harassment;
- report concerns of violence and or harassment to ensure these matters are recorded and investigated;
- conduct all investigations in a confidential manner that respects the privacy of those involved and
- do not be afraid to speak up and be assertive if you feel you are the victim of violence or harassment.

For more information, please contact your local Human resources business partner.

[Back to Table of Contents](#)

Employment Equity, Diversity and Inclusion

Purolator is committed to employment equity along with diversity and inclusion. This means pursuing employment equity compliance requirements and making every effort to make progress by recognizing and addressing barriers experienced by various groups including, but not limited to members of the designated groups identified under the *Employment Equity Act* (women, Indigenous peoples, persons with disabilities, visible minorities), the LBGTQ2S+ community, and newcomers to Canada. As one part of this commitment, Purolator complies with the *Employment Equity Act*. The purpose of this *Act* is to achieve equality in the workplace so that no person shall be unjustifiably denied employment opportunities and to correct the conditions of disadvantage.

Purolator pursues an integrated diversity and inclusion strategy, strengthened by employment equity planning and special measures to mitigate adverse impacts to its employees, customers and suppliers in accordance with the *Canadian Human Rights Act* and other relevant laws.

Purolator makes employment decisions based on a person's qualifications and abilities and not on race, national or ethnic origin, colour, religion, age, sex (including pregnancy and childbirth), sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability (including previous or present drug or alcohol dependence) or pardoned conviction. Except where accommodation is required, basing employment decisions on these factors is prohibited. Other criteria, such as collective agreements, are sometimes considered.

Employment decisions include:

- hiring
- promotion
- compensation
- discipline
- termination
- access to benefits and training

As a Purolator employee:

- do not, except where accommodation is appropriate, make employment decisions based on a person's race, national or ethnic origin, colour, religion, age, sex (including pregnancy and childbirth), sexual orientation, gender identity or expression, marital status, family status, genetic characteristics, disability (including previous or present drug or alcohol dependence) or pardoned conviction;
- you are strongly encouraged to "self-identify"; that is, to let Purolator know if you are a member of a designated group. In so doing, you provide Purolator with workforce information that is necessary to meet its obligations under the *Employment Equity Act* and to ensure that we are keeping up with the changing needs of our employees and identifying areas for improvement in our programs and services. The information you provide is protected by law and will not be shared with your coworkers or manager.
- do not be afraid to speak up and be assertive if you feel you are being discriminated against. Purolator is committed to providing an inclusive, respectful and safe environment that is free from discrimination and harassment for all as well as to complying with applicable laws pertaining to discrimination, human rights, and harassment. Retaliation against anyone raising legitimate complaints is forbidden.

[Back to Table of Contents](#)

For more information, please contact your local Human resources business partner.

Conflicts of Interest

I. Identifying a Conflict of Interest

A conflict of interest exists when your interests interfere with, or might be seen by others to interfere with, the interests of the company. Purolator employees must act honestly and with a view to the best interests of Purolator.

As a Purolator employee

- do not exercise decision-making authority or exercise any influence in relation to any existing or proposed business relationship with any person or organization in which you have a significant personal interest, unless you have disclosed your interest in writing and the conflict has been waived in writing by the President and C.E.O. or, in the case of a conflict involving an officer or director, the conflict has been addressed in accordance with applicable law and any protocols established by Purolator's board of directors from time to time;
- do not engage in work outside of Purolator if you are a leadership team member or you are prohibited through your employment contract from doing so unless you have obtained your manager's prior written consent. In seeking such consent, employees must also disclose the nature of the potential work engagement to Human Resources and Purolator's Corporate Compliance Officer for consideration.
- For all other employees, you are permitted to engage in work outside of Purolator (for yourself or another person or organization) as long as that work is not for a person or organization (other than an affiliate – Canada Post Corporation, Innovapost Inc. and SCI Logistics Ltd.) that could be considered to be a competitor, supplier or customer of Purolator and that work does not interfere or conflict with your ability to carry out your duties to Purolator. For greater clarity, work outside of Purolator includes, but is not limited to, employment with outside organizations, operating your own business or serving as a director on a charitable board.
- do not make presentations, publish articles or otherwise make public statements on issues or matters that concern Purolator's competitive position or could have a significant impact on Purolator's reputation without notifying Corporate Communications in advance, or where advance notification is not possible, as soon as possible after making the presentation or statement;
- do not use confidential, privileged or proprietary information to advance your own or others' interests (see the section of the Code titled "Confidentiality");
- do not use Purolator's facilities, equipment, time or materials for your personal benefit or the benefit of others. Purolator's resources (including your time while at work) are to be used solely to advance Purolator's legitimate interests; and
- do not accept significant gifts from employees who report to you or from anyone whom you have the ability to exercise direction or control, customers, suppliers or competitors.

You are considered to have a **significant personal interest** in another person or organization if you or any person with whom you have a close personal relationship (including family members) have an interest in the other person or organization that could influence, or could reasonably be perceived by others to influence, your judgment or impartiality in your dealings with that other person or organization.

[Back to Table of Contents](#)

II. Examples of a Conflict of Interest

- Recommending that a family member is hired for a position over which you exercise influence either directly or indirectly.
- Being involved, directly or indirectly, in any hiring decisions of a candidate that has a significant personal relationship with a supplier, over whom you exercise any influence.
- Exercising any decision making authority over a supplier with whom you have a significant personal interest.
- Serving as a director, officer, partner, consultant, manager or in a technical capacity for a competitor, supplier or customer or acting as a broker or intermediary for transactions involving Purolator.
- Accepting a significant gift or benefit from a vendor. For clarity, a significant gift or benefit for the purpose of this policy, is one that could influence, or could reasonably be perceived by others to influence, your judgment or impartiality in your dealings with the other party. For this reason, business entertainment in particular must be moderately scaled, attended by one or more representatives of the party providing the entertainment and intended only to facilitate business goals.
- Bribes or kick-backs of any kind.
- Making and or influencing decisions regarding any existing or proposed services agreement for which you have a personal direct or indirect interest.

III. Disclosing a Conflict of Interest

- Employees must avoid an actual, potential or perceived conflict of interest.
- Where you are unsure of whether the work outside of Purolator could be a conflict or be perceived by others as a conflict, you are required to disclose the conflict in writing to your manager and to Purolator's Corporate Compliance Officer for consideration.

For more information, please contact the Legal Department.

Political Activities

Access to government in a free and open manner, is a matter of public interest. Purolator actively and openly communicates with all levels of government to share its views on proposed laws, policies and programs that may affect Purolator's business or the transportation industry as a whole. Purolator believes it is important to contribute to the formulation of sound public policy in a manner that is compliant with the law and adheres to high ethical standards. For this reason, Purolator does not engage in lobbying of public office holders unless appropriately authorized and registered as required.

As a Purolator employee:

- do not communicate with government employees or elected officials on issues of public policy or to secure funding for Purolator initiatives without notifying the Legal Department in advance of such communication or, where advance notification is not possible, as soon as possible following such communication;
- prior to lobbying, you must ensure timely completion of required registrations;
- do not make any contributions to political organizations or their representatives (including candidates for political office) using Purolator funds or resources (whether directly or indirectly), even when the laws of your jurisdiction permit it, without the prior approval of the Legal Department;
- you may get involved in political issues on your own behalf by, among other things, getting involved in campaigns, speaking at public rallies and making contributions to political organizations and candidates. However, ensure that you do not use company time or resources in support of your personal activities and that you take the utmost care to avoid giving the impression that you are speaking on behalf of Purolator;
- do not provide any gifts or entertainment to, or pay the expenses of, any government officials without the prior approval of the Legal Department; and

Depending on the jurisdiction, **communications** with government officials may require registration even if those communications are initiated by a government official. Also bear in mind that goods and services (not just money) provided to political organizations or their representatives may also be considered to be **contributions**.

Lobbying is the act of communicating with a public office holder in an attempt to influence a public policy or program, law or resolution, regulation, decision of Executive Council or the awarding of contract, grant, contribution or other financial benefit of the Crown.

- ensure that you keep track of the details (i.e., name, date, location and subject matter discussed) of all meetings and communications with government officials which relate to public policy issues and provide those details to the Legal Department.

For more information, please contact the Legal Department.

[Back to Table of Contents](#)

Anti-Corruption

As Purolator's networks expand, we must be more vigilant in ensuring our compliance with laws that govern both national and international commercial transactions. Bribery and corruption are pervasive issues in international cross border transactions and that is why, Purolator must do its part to combat corruption in the national and foreign market while competing to serve our customers and be profitable.

As a Purolator employee:

- do not offer or provide payment, reward, advantage or benefit in any form to a foreign public official in order to keep or obtain an advantage in business;
- do not offer or provide payment, reward, advantage or benefit in any form to a third party for the benefit of a foreign public official in order to keep or obtain an advantage in business;
- do not offer or provide payment, reward, advantage or benefit in any form to a family member or friend of a foreign public official in order to keep or obtain an advantage in business;
- do not agree to provide a benefit to any government official, a member of the government official's family, or to a third party for the benefit of the government official in order to obtain an advantage in business;
- do not engage in deceptive bookkeeping practices to conceal bribery;
- do not submit documentation for non-existent expenses;
- do not accept "kickbacks" or payments of any kind for the purpose of facilitating a business transaction on behalf of Purolator;
- do not conceal or destroy, records or other documents for the purpose of concealing evidence of bribery committed by another individual; and
- do not conspire to commit bribery or engage in other deceptive practices.

Bribery is a corrupt practice that undermines good governance and fair competition in the global market.

Pursuant to the *Corruption of Foreign Public Officials Act (CFPOA)* there are limited exceptions of permissible benefits. Determining whether an exception applies involves an interpretation of the law. Therefore, you must consult with the Legal department to determine whether the above exceptions apply prior to offering a benefit that you think is permissible.

For more information, please contact the Legal Department.

It is a **Criminal** offence in Canada to offer or provide payment, reward, advantage or benefit of any kind to a federal or provincial government official in exchange for a business advantage. A conviction of bribery under the *Criminal Code* may result in imprisonment and or fines.

Competitive Practices

Purolator competes vigorously in the marketplace to provide products and services of value to our customers, earn a profit and enhance shareholder value. In doing so, Purolator must comply with all applicable competition and consumer protection laws.

As a Purolator employee:

- do not discuss or exchange any confidential or competitively sensitive information with competitors of Purolator;
- do not make any agreements or arrangements with any competitor of Purolator in relation to:
 - pricing (for example, list rates, surcharges, discounts and rebates); or
 - the allocation of customers or markets (for example, who will serve which customers or geographic areas); or
 - the supply of products and services to the market (for example, how much of a product or service will be made available to the market);
- do not make any agreements or arrangements with anyone (whether or not a competitor of Purolator) that could have the effect of unduly reducing, restraining or injuring competition in a market;
- do not make any agreements or arrangements with anyone (whether or not a competitor of Purolator) in relation to the terms of a proposal or the decision to submit or withdraw a proposal that is prepared in response to a call or request for bids or tenders;
- ensure that all communications about Purolator's products and services are accurate and disclose all relevant information, particularly if withholding information could create an impression of the products and services that is false or misleading;
- consult the Legal Department prior to entering into any arrangements with customers or suppliers that create a relationship of exclusivity, impose restrictions on the price at which the products or services may be resold, tie the sale of one product or service to the sale of another product or service or otherwise impose restrictions on the sale or resale of the products or services;
- consult the Legal Department prior to joining or participating in a trade or industry association; and
- contact the Legal Department immediately if you are aware of any potential violations of competition or consumer protection laws.

Competitor, for purposes of the Code, means anyone who competes or could potentially compete with Purolator in relation to one or more products or services.

Note that discussions or exchanges of certain competitively sensitive information and/or certain agreements or arrangements with competitors may be permissible in limited circumstances. Do not, however, initiate or participate in any such discussions, exchanges, agreements or arrangements without obtaining the prior approval of the Legal Department and complying with the protocols given to you by the Legal Department.

For more information, please contact the Legal Department.

Company Assets

Purolator must use its resources in the most efficient and effective manner possible. This means getting the best possible value for the goods and services it purchases and using those goods and services for the benefit of Purolator's business. It also means exploring and, where possible, pursuing opportunities for increasing the profitability of Purolator's business. In maximizing the value Purolator derives from its assets, Purolator will treat its suppliers and business partners fairly by making its expectations known and honouring its commitments.

As a Purolator employee:

- always use Purolator's assets for the benefit of Purolator's business, not your personal benefit or the benefit of others. In particular, do not pursue a business opportunity for yourself that you become aware of as a result of your role with Purolator or refer that opportunity to another person or organization for them to pursue;
- do not exercise decision-making authority or influence in relation to the procurement of goods or services for Purolator if you have a significant personal interest in the supplier of the goods or services (see the section of the Code titled "Conflict of Interest");
- do not solicit or accept a significant gift or benefit from a supplier (see the section of the Code titled "Conflict of Interest");
- do not make any commitments to suppliers that you are not authorized to make under Purolator's Delegation of Authority;
- respect the confidentiality of all confidential information provided to Purolator by a supplier (see the section of the Code titled "Confidential Information");
- engage suppliers who conduct themselves professionally and with integrity and share Purolator's commitment to high ethical standards;
- ensure that all significant commitments to suppliers are set out in a contract or purchase order and that all payments to suppliers are made by Purolator cheque, bank draft or electronic funds transfer pursuant to an invoice or other billing document that allows Purolator to track its expenditures; and
- respect Purolator's assets; do not incur unnecessary expenses or dispose of assets at less than their fair value.

Purolator's assets consist of anything of value to which Purolator is entitled, including:

- facilities
- equipment (e.g., computers, revenue vehicles)
- employee time
- corporate memberships
- tickets to sporting events
- supplier credit notes
- business opportunities

For more information, please contact the Procurement Department.

Confidential Information

Confidential information is one of the most valuable assets of any company. Whether the confidential information relates to financial, technical or other business matters, Purolator requires all of its employees to respect and protect confidential information belonging to Purolator and third parties.

As a Purolator employee:

- do not at any time during or after your employment with Purolator:
 - (i) disclose any confidential information to any person other than a current employee of Purolator who has a need to know the information in order to perform their duties for Purolator; or
 - (ii) use confidential information other than to fulfill the purpose for which it was disclosed to you;
- upon the termination of your employment with Purolator, return all confidential information and copies thereof to Purolator;
- do not claim any rights in or to any confidential information. No employee is granted any right, by license or otherwise, in respect of confidential information;
- do not oppose and ensure that you provide reasonable assistance to Purolator in securing any injunction or other legal remedy to protect confidential information from disclosure;
- before you give outside parties any confidential information about Purolator's business, ensure that you have received any required approvals to do so and that the outside party has signed an agreement that prohibits them from disclosing the information to anyone else (a "non-disclosure agreement");
- ensure you understand and comply with the terms of any confidentiality or non-disclosure agreements between Purolator and third parties;
- do not disclose to Purolator any confidential information belonging to your former employer, and do not place any other Purolator employee in a position where he or she might feel obligated to disclose to Purolator confidential information belonging to their former employer;
- do not knowingly accept any third party confidential information that Purolator is not legally entitled to possess; and
- treat all legal advice provided by the Legal Department as confidential information and do not ever disclose all or any part of it to others (even other Purolator employees) without first obtaining the approval of the Legal Department.

Confidential information is distinct from personal information (information about an identifiable individual) it refers to business information of a confidential or proprietary nature, whether in written, oral, visual or machine readable form, concerning the business or affairs of a person or organization, including, but not limited to, that person or organization's former, current or potential customers, suppliers, marketing or strategic plans, investment plans, results of operations, technical information, processes, trade secrets and know-how, except to the extent that it is generally available to the public through no fault of your own.

For more information, please contact the Legal Department.

Intellectual Property

Purolator employees and contractors create significant and valuable written works, technology, data compilations and artwork. They also identify problems and develop solutions by making improvements to equipment, tools and processes. These creations and solutions constitute intellectual property.

To maintain our technological and competitive standing, Purolator often registers its intellectual property. This measure ensures that we clearly own our intellectual property and have all rights to its use.

As a Purolator employee:

- treat intellectual property as confidential information (see the section of the Code titled “Confidential Information”);
- understand the different types of intellectual property you might create or be exposed to in your job;
- ensure that you respect and do not infringe upon the intellectual property rights of others;
- ensure that intellectual property issues are addressed in contracts with third parties, particularly those who are developing intellectual property for Purolator or using Purolator’s intellectual property; and
- speak to your immediate supervisor if you think something you have created in the course of your work duties should have intellectual property protection.

For more information, please contact the Legal Department.

Intellectual property includes:

- trade-marks
- trade names
- literary, dramatic, musical and artistic works
- inventions
- industrial designs
- integrated circuit topographies
- trade secrets

Protection of Personal Information

Purolator acknowledges its obligations under applicable privacy laws and takes its responsibility to safeguard all personal information entrusted to it seriously.

As a Purolator employee:

- assess the potential impact of new initiatives on Purolator's privacy obligations;
- collect personal information only with the consent of the person to whom it belongs and only to the extent reasonably necessary to fulfill the purpose for which it is being collected. Ensure you clearly communicate to the person disclosing their personal information to Purolator why it is being collected and how it will be used and disclosed by Purolator;
- use and disclose personal information only in a manner that is consistent with the consent that was originally provided by the person to whom the personal information belongs;
- retain personal information only for as long as reasonably necessary to fulfill the purpose for which it was collected. All personal information must be discarded in a secure manner;
- keep track of the location of all personal information entrusted to Purolator and implement controls to protect the personal information from loss and unauthorized access;
- take steps to ensure that all personal information in Purolator's possession is complete and up-to-date. In particular, ensure that you update Purolator on any changes to your personal information that is held by Purolator;
- immediately report any actual or potential breach of Purolator's security safeguards to Purolator's Privacy Officer;
- participate in any investigation into a potential breach of Purolator's security safeguards;
- promptly alert your Department Privacy Representative if you have any concerns about how your or anyone else's personal information is being handled; and
- contact the Legal Department immediately if you believe that someone has gained unauthorized access to Personal Information.

Personal information means information, in any form, about an identifiable individual (including Purolator's own employees), but does not include business contact information such as the name, title, business address, email address or telephone number of an employee of an organization. Examples of personal information include: age, identification numbers, e-mail address, income, ethnic origin, opinions of or about the individual, comments, credit records, account history and intentions (for example, to acquire goods or services).

For more information, please contact your Department Privacy Representative or e-mail privacy@purolator.com.

Information Security and Records Retention

Purolator considers information and records to be valuable corporate resources that contribute to achieving our objectives and require diligent management. This includes regular disposal of records that are no longer required, subject to record retention requirements. These records are created, managed and stored in hard copy and electronic format using Purolator's networks, including laptops and mobile devices.

Purolator networks are also used to communicate with internal and external stakeholders and must be used in a manner that does not compromise the personal and confidential information in the network. That is why understanding information security is critical.

As a Purolator employee:

- comply with all applicable Privacy, Information Technology and Records Retention policies and procedures;
- do not place any confidential or personal information in Purolator care and control, on the Internet or on any publicly accessible computer or device except for Purolator business;
- protect your confidential login credentials
- do not exchange confidential or personal information in Purolator care and control using instant messaging, social networking sites (e.g. Facebook, LinkedIn), or through their non-Purolator email accounts;
- encrypt removable media and password protect confidential information that is transmitted over email;
- create authentic, reliable and useful records required for the operation of Purolator's business and maintain those records for as long as required under Purolator's Records Retention Procedure;
- delete or destroy records (including all copies) once they are no longer required to be maintained under Purolator's Records Retention Procedure;
- do not create incomplete, inaccurate or misleading records; and
- limit your personal use of corporate computer systems.

Virtually everything employees document in the course of daily business, using computers, personal digital assistants, pens, cameras or audio or video recorders is a **record**. Documents and information created, distributed or received by computers such as e-mail correspondence, daily agenda entries, documents, graphics and spreadsheets are also records.

For more information, please contact the Legal Department.



Financial Reporting

Purolator's security holders extend capital to Purolator based in part on their understanding of Purolator's financial position. Maintaining the trust of our security holders requires Purolator to prepare financial statements that present Purolator's financial position, the results of its operations and its cash flows fairly in all material respects.

As a Purolator employee:

- understand and comply with all internal controls over financial reporting applicable to your role;
- maintain accurate books and records to support all financial transactions and accounting entries you are responsible for; and
- promptly alert your immediate supervisor or Corporate Accounting if you notice any potential financial or accounting wrongdoing, including any suspicious or unusual transactions or accounting entries.

Financial or accounting wrongdoing includes questionable and/or improper accounting, internal control or auditing practices or conduct (including fraud, deliberate error or misrepresentation).

For more information, please contact Corporate Accounting.

Other Policies and Procedures

Purolator continually develops and maintains numerous policies and procedures to explain Purolator's expectations in relation to specific issues. While the Code speaks to some of the areas of greatest concern, you are also expected to understand and comply with Purolator's other policies and procedures that apply to you. Set out below are the principal subject areas for which specific policies and/or procedures currently exist:

- Business Expense Reimbursement
- Company Vehicle Use
- Delegation of Authority
- Employee Departure Process
- Employee Discounts
- Employee Equity, Diversity and Inclusion
- Employee Leaves of Absence
- Employee Performance and Talent Management
- Employee Recognition
- Employee Recruitment and Selection
- Employee Relocations and Transfers
- Employee Training and Continuing Education
- Environment
- External Work
- Health and Safety
- Information Security
- Information Technology
- Protection of Personal Information
- Records Management and Data Governance
- Time Management
- Workplace Relationships
- Workplace Violence and Harassment Prevention

Please note, this is not an exhaustive list of Purolator's policies and procedures. All of Purolator's policies and procedures are available on PuroNet or can be obtained from your manager.

Suggesting Changes

The Code is a living document. This means that all of Purolator's employees are expected to understand and comply with it. It also means that it should continually evolve to address new challenges so that it remains relevant to us all.

If you have any suggestions for improving Purolator's Code of Business Conduct and Ethics, you are encouraged to submit your suggestions to Purolator's Corporate Compliance Officer. Please state the section of the Code you suggest changing, how you would like to see it changed, and a brief explanation of why you think the change would improve the Code.

Please submit your suggestions to the Corporate Compliance Officer in writing as follows:

Purolator Inc.
Legal Department
2727 Meadowpine Blvd
Mississauga, ON L5N 0E1
Attention: Corporate Compliance Officer

- or -

E-mail: corporatecomplianceofficer@purolator.com