Anti-Corruption and Bribery Policy

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History of changes

REV	Date	Modifications	Created /Modified by	Approved by
00	2019-06-06	Initial issue	Ridha D./ Legal	Mira M.
01	2019-06-12	Update	Mira M.	Mark G.
02	2019-06-26	Update	Legal	Mark G.
03	2021-05-20	Update	Allison G.	Mira M.

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Introduction

This Code of Conduct (the “Code”) sets out basic guidelines and principles of conduct and ethical behavior to guide directors, officers and employees of Hypertec (collectively “Hypertec” or the “Company”) in the performance of their duties for the Company. Certain matters addressed in this Code may also be more specifically covered by policies of the Company. Employees should be familiar with and follow all Company policies.

Ethical behavior in the performance of one’s duties essentially comes down to being honest and fair when dealing with other employees, customers, suppliers, competitors, Company stakeholders and the public. No one in the Company, from the executive officers to the employee paid by the hour, is ever expected or authorized to commit an illegal or unethical act, or to allow, direct or encourage others to do so.

The guidelines and principles set forth in the Code have been established by management of the Company.

The Code applies to all directors, officers and employees of the Company, in all jurisdictions in which the Company conducts business, unless the laws of those jurisdictions require otherwise. No one has the authority to allow exceptions to the provisions of the Code. Strict adherence to the Code is a condition of employment and any breach thereof will be cause for disciplinary action, which may include dismissal.

Employees who have concerns regarding the application of the Code to a particular action, situation or transaction should promptly discuss the matter with their immediate supervisor or an (other) officer of the Company, as appropriate.

The Code may be updated or amended from time to time to reflect changes in laws and policies as well as best practices. The most current version of the Code may be obtained by requesting a copy from the Human Resources Department.

Directors, officers and employees of the Company are required to acknowledge that they understand the contents of this Code and agree to be bound by its provisions. An acknowledgement form is attached hereto as Annex A.

The term “employee”, when used herein, includes officers of the Company and is, where appropriate, deemed to apply to the members of the board of directors of the Company.

Employees with executive or managerial responsibilities are responsible for communicating the guidelines and principles contained in this Code to all employees under their supervision and obtaining such employees’ acknowledgement as to their awareness and compliance with this Code. The acknowledgement form is attached hereto as Annex A.

1. Employment and Equal Opportunity

Employees must maintain professional relationships based on honesty and respect for individuals and organizations with a view to establishing lasting and equitable employment and business relationships. Employees must specifically encourage respect for others and cooperation and professionalism among colleagues.

The Company is committed to maintaining a challenging working environment in which ability and performance are recognized, free from any form of discrimination contrary to law and discrimination on the basis of personal relationships. Thus, every employee holding leadership responsibilities shall treat all other employees in a fair an equal manner and shall not allow any personal relationship to compromise this principle.

2. Company Resources

As a principle, employees must use Company resources (including physical property, intellectual property and confidential and proprietary information) solely to carry out their duties and responsibilities in the course of their employment. Limited, occasional or incidental personal use of Company physical property, such as telephones and personal computers, is permitted as long as such use does not interfere with the employee's duties, is not done for monetary gain, does not conflict with the Company's business and does not violate any Company policy or applicable law.

Every employee who uses Company physical property, such as computers, mobile devices, copying machines, vehicles, machines, and other tools, including information technology resources, Internet/Intranet, email and answering machine systems, has an obligation to take appropriate measures to ensure their proper security and use. Company resources should not be used for illegal purposes, or for personal benefit (except as may be allowed in company approved arrangements). Any waste, misuse, destruction or theft of Company resources or any improper or illegal activity must be brought to the attention of management.

Employees must not share their passwords or similar information or device used for identification purposes, nor should employees access coworkers' systems without express authorization. Employees that allow others to use their password or assigned resources will be held accountable for their use.

Consistent with local legislation, the Company may monitor the use of its information technology resources without the consent of any employee. Employees should not have an expectation of privacy in anything they create, store, process, send or receive on the Company's information technology resources, which information technology resources may be hosted by the Company on local servers or externally through third-party service providers located in Québec or elsewhere throughout the world.

Employees ceasing employment with the Company must return all objects, documents or data belonging to the Company including computer hardware and software, databases, mobile devices, credit cards, books, manuals, access keys and cards.

3. Confidential Information

Confidential information relating to the Company's business is a very important asset of the Company and must be treated accordingly.

Confidential information includes, but is not limited to, information (whether or not marked or identified as confidential information and whether written or verbal) not publicly disclosed about the Company's business, financial information, prices, markets, sales, profits, internal reporting figures, design, research and development efforts, new product information, intellectual property and other such trade secrets, negotiations or agreements with prospective clients, marketing plans and service strategies, manufacturing processes, equipment, information relative to past, present and prospective customers and suppliers, details related to past, current and potential mergers, acquisitions, divestitures, asset sales, joint ventures and investments and personal information about employees of the Company and its human resources.

During the course of their employment, employees may be provided with access to and knowledge of confidential information. Confidential information must be held in the strictest confidence, and reasonable prudence and care should be exercised in dealing with confidential information in order to avoid inadvertent disclosure. Confidential information must not be used other than as required in order to perform one's employment duties. Employees should be careful to avoid discussing confidential information in public places such as airplanes, restaurants and elevators. Moreover, employees shall not use confidential information for their, or anyone else's, personal gain.

The above restrictions apply not only to the Company's confidential information, but also to information received by the Company from third parties under an obligation of confidentiality.

The obligation regarding confidential information applies both during the course of employment with the Company and after its termination. Employees must return confidential information to the Company at any time upon request and, in any event, immediately upon the termination of their employment for whatever reason.

4. Intellectual Property

The Company's intellectual property is one of its most important assets. Examples of intellectual property include trademarks, trade dress, trade names, trade secrets, copyrights, internet domain names, patents, designs, inventions, improvement, discoveries and any other form of intellectual property (such as protocols, procedures, technical processes, research methods etc.).

The theft or unauthorized use of the Company's intellectual property could have a significant impact on its business. Therefore, the protection of the Company's intellectual property is one of the most important responsibilities of employees within the Company. This obligation continues even after employment ends.

Improper use of or reference to the Company's intellectual property, including in advertising, packaging, correspondence and contracts, can erode the Company's rights in these assets. To protect the Company's rights, employees should contact the Law Department with any questions.

5. Commitments and Expenditures

The Company has a policy that establishes authorization limits with respect to commitments and expenditures. These guidelines apply to all financial expenditures (including capital expenditures), and to all agreements that commit the Company's resources and define its business activities.

Employees are responsible for being familiar with the authorization limits policy, understanding the scope of their authority, and ensuring that they do not authorize commitments that exceed their authority.

6. Conflicts of Interest

In discharging their duties, employees must act honestly and in good faith with a view to the best interest of the Company, without considering personal interest or the potential for personal benefit. A conflict of interest may arise anytime an employee's personal interest affects the employee's judgment as to what is in the best interests of the Company or makes it difficult to perform the employee's duties for the Company objectively and effectively.

Employees who may have conflicting interests between their outside activities (personal, business or other) and any business interest of the Company in any transaction that they know is under consideration by the Company, must withdraw from any discussions, decisions or assessment related to the particular subject and inform their immediate supervisor of the matter and of the conflict. The "Conflict of Interest and Request to Engage in Secondary Employment or Outside Business or Professional Activities" form is available by requesting a copy from the Human Resources Department.

It is also very important to consider the appearance of conflicts of interest, since perceived conflicts can be as damaging to the Company's reputation as actual conflict. Actions taken and decisions made by any employee should be based on impartial and objective assessment of the facts in each situation.

Employees may confront a variety of situations that represent real, potential or perceived conflicts of interest. Some common situations of conflict of interest involve relationships, business gifts and entertainment, financial interest and investments, secondary employment and outside business activities. The Company expects all employees to be sensitive to such possibilities and to consult their immediate supervisor or representatives of the Law or Human Resources Department when ambiguous situations arise as these individuals can help determine whether there may be an actual, potential or perceived conflict of interest.

7. Corporate Opportunities

Employees should not take advantage of opportunities discovered by them as a result of their employment with the Company or through the use of Company property, assets, information or position. Employees cannot use their employment with the Company or Company property, assets, information or position for personal gain, nor can they compete with the Company in any way. Employees should seek to advance the legitimate interests of the Company when the opportunity to do so arises.

8. Media Relations and Disclosure of Information

Only certain officers are designated as official spokespersons of the Company. Unless authorized, no employee may give their personal opinion, disclose confidential information or discuss matters pertaining to the Company to members of the media (which includes any form of media – television, radio, online, social medium, print or otherwise) and the public in general. Any inquiry or request for an interview must be referred to the Company's spokesperson.

No material non-public information regarding the Company may be communicated to anyone until public disclosure of such information has been made to the general public, except if such communication is required for legitimate business reasons and where the person or organization to whom such information is disclosed is bound by an obligation of confidentiality.

9. Secondary Employment and Outside Business and Professional Activities

Secondary employment or outside business or professional activities which might come into conflict with employees' general duty of loyalty to the Company, interfere with their ability to devote their best efforts to the Company or impair their ability to make independent judgments, decisions or actions on the Company's behalf, must be avoided. No conflict should exist between the private interests of employees and their official duties to the Company.

To ensure that employees give their full energy, attention and commitment to their work and to the Company, employees are discouraged from engaging in secondary employment or participating in outside business or professional activities (such as, for example, commencing a business venture, agreeing to act as a consultant, serving in a professional association or directorship in any organization) without the express written consent of the Company, and, in any event, are strictly prohibited from engaging in secondary employment or outside business or professional activities that might conflict with the interests of the Company. The "Conflict of Interest and Request to Engage in Secondary Employment or Outside Business or Professional Activities" form is available by requesting a copy from the Human Resources Department.

10. Dealings with Business Partners and Fair Competition

The Company benefits from business relationships with others who share its values. The Company builds relationships with business partners (customers, vendors, suppliers, distributors, licensors, licensees, joint venture partners, etc.) based on integrity, legal and ethical behavior and mutual trust.

Employees should deal fairly with the Company's customers, suppliers, other employees and business partners, and should not take unfair advantage of anyone through manipulation, concealment, misuse of confidential information, misrepresentation of material facts or any other practice that does not meet accepted business standards of fairness.

The Company is committed to the principles of fair competition in the purchase of products and services. All suppliers should be treated fairly, ethically and impartially. The Company's suppliers should be selected on the basis of normal commercial considerations such as availability, suitability, service, quality, price, reputation, delivery and other factors bearing directly on the product, service or supplier. Employees involved in the review and selection of suppliers, vendors and service providers should avoid actions that convey or imply that decisions will be influenced by gifts or favors, or by personal or family relationships.

Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe, kickback, or other such form of inducement. In the same manner, the Company must avoid either the fact or the appearance of improperly influencing relationships with organizations or individuals with whom the Company deals in the course of its business.

11. Accuracy of Company Records and Internal Controls

Financial books, records and accounts must be maintained in reasonable detail, accurately reflect transactions and events, and conform to applicable legal and accounting requirements and to the Company's system of internal controls. Falsification of any record or financial report, including expense reports, will result in immediate disciplinary action.

12. Compliance with Laws and Regulations

The Company's business operations are subject to numerous laws and regulations, and its employees must comply with same as well as various rules, policies and guidelines of regulatory authorities and governmental agencies wherever it does business. Each employee is reminded that the law takes precedence in cases where there may be a conflict between the law and traditional or industry practices.

Any employee who is contacted in regards to a legal or regulatory proceeding that may implicate the Company must, where permitted by law, immediately inform the head of the Legal Department.

13. Employees Compliance and Reporting

All officers and managers shall maintain an "open door" policy with respect to answering any question or concern that employees may have in regard to the Code. Employees who have a concern regarding the application of the Code to a particular action, situation or transaction should promptly discuss the matter with their immediate supervisor or an (other) officer of the Company, as appropriate. Employees who are uncertain whether an activity in which they are engaged or an activity they are witnessing could be construed as a violation of the Code, must in a timely manner discuss the matter with their immediate supervisor, or an (other) officer of the Company, as appropriate. If the matter is not resolved through this discussion, the employee and immediate supervisor (or the other officer, as the case may be) are expected to raise the issue with higher levels of management or with the Company's Legal or Human Resources Department. If an employee has reasons to believe that this avenue is not appropriate, the employee may bring the matter to any member of the Board of Directors of the Company, as appropriate.

Retaliation against employees who in good faith report conduct that they believed may be illegal, unethical or in violation of the Code will not be tolerated. It is unacceptable to report a violation of this Code or a corporate policy knowing it to be false.

14. Investigation and Enforcement

Any member of management who receives a report of a potential violation of the Code, must, in a timely manner, inform the head of their department or division. The head of the department or division shall report the same, in a timely manner, to the head of the Legal and/or Human Resources Department. Reports of violations will be investigated under the supervision of the head of the Legal and/or Human Resources Department. Any employee who withholds information during the course of an investigation regarding a possible violation of the Code is subject to disciplinary action, which may include dismissal.

15. Waivers to Code of Business Conduct

The Company is committed to the adherence by its directors, officers and employees to the guidelines and principles of conduct and ethical behavior set forth in this Code. Subject to the provision below, no one has the authority to allow departures from the provisions of this Code.

Though the Company does not expect to provide waivers to this Code, should a waiver be requested, only the Board of Directors of the Company may waive departures from this Code.

16. Certification

Every director, officer and employee of the Company is required to acknowledge that they understand the contents of this Code and agree to be bound by its provisions. An acknowledgement form is attached hereto as Annex A.

Annex A – Acknowledgement Form

I, the undersigned, confirm that I have received and read the CODE OF CONDUCT of Hypertec (the “Code”), and I will follow the guidelines, principles and policies contained and referenced therein and take all the necessary steps to ensure its application in my work environment.

I agree that I will promptly discuss any concerns about a possible breach of the Code with my immediate supervisor or an (other) officer of the Company.

Signed at ________________, this __________ day of _______________, 20__.

____

Employee’s signature

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Employee’s name (print)