



Code of Conduct

This Code of Conduct applies to all employees of Circular Materials. It also applies, with necessary modification to the word “employee”, to all “independent contractors” engaged by Circular Materials. Every employee has the responsibility to know and follow this Code of Conduct and ask any clarifying questions.

Circular Materials' Values

As Circular Materials employees, we value a diverse, collegial, and responsive professional work environment in which we each feel respected and appreciated, and where we can participate in open and meaningful dialogue about shared values and organizational culture. These shared values and the principles of Circular Materials guide us in our decision-making, and our approach to working with our stakeholders and colleagues.

Circular Materials is committed to providing a safe, healthy workplace that promotes a high level of job satisfaction and a respectful and inclusive work environment. We believe that it is a shared responsibility of all employees to work towards the constant improvement of our workplace. To support the organization in maintaining an exemplary work environment, we require that all employees conduct themselves in an ethical and professional manner, at all times. Circular Materials' *Code of Conduct* provides rules and guidelines for ethical and lawful behaviour.

Circular Materials' Principles of Conduct

As Circular Materials employees, supporting the organization in meeting its commitments is an essential part of our job. It is also a matter of personal integrity. Personal integrity includes being accountable for our behaviour and upholding the values, principles, and standards upon which our organization is built.

All employees of Circular Materials are expected to be aware of and understand the Code of Conduct and all related policies.

All employees of Circular Materials shall undertake to:

- comply with all applicable laws, regulations, and organizational policies and procedures;
- carry out our duties and conduct our relationships with integrity, honesty, and fairness;
- avoid, or disclose and resolve, all conflicts of interest;

- foster a work environment based on trust and respect for all employees, free of harassment and discrimination;
- foster a work environment that is collaborative and inclusive;
- foster a work environment that celebrates diversity;
- sustain a culture in which ethical conduct is recognized, valued, and actively demonstrated by all employees; and
- represent Circular Materials in a way that maintains and upholds the organization's reputation.

Unacceptable behaviours shall include, but not be limited to the following:

- Causing physical harm to another person;
- Threatening, harassing, or discriminatory behaviour in the workplace;
- Threatening, harassing, or discriminatory behaviour on social media platforms;
- Willful damage or destruction to employer property, or employee property;
- Possession of a weapon while on employer premises, or while conducting business on behalf of the employer;
- Giving or receiving bribes or other payments to or from supplier(s);
- Disorderly or indecent conduct;
- Violation of health and safety practices, policies and procedures including violation of the Workplace Anti-Violence, Harassment, and Sexual Harassment policy;
- Theft, including physical and intellectual properties;
- The improper handling or use of Circular Materials' confidential information;
- Engaging in behaviour or actions that violate the conflict of interest provisions of this Code of Conduct;
- The improper handling or use of a producer's confidential information;
- Insubordination or dishonesty;
- Dishonest, illegal or improper business activities;
- Job abandonment;
- Misrepresentation or falsifying information, including accounting, travel, expenses or signing authority.
- Granting access to electronic systems containing confidential, proprietary or sensitive business information, or intellectual property to anyone other than those who need to access the information.
- The use, possession, sale, manufacture or dispensation of any illegal drug, alcohol, or paraphernalia associated with either;
- The use of alcohol, cannabis or illicit narcotics off employer premises that adversely affects the employee's work performance, the employee's own safety or the safety of others at work, or the employer's reputation in the community;

- Failure to report to management the use of any prescribed drug which may alter the employee's ability to safely perform his/her duties;
- Arriving to work late without providing advance notice and/or without reasonable cause;
- Failure to properly report absences; and
- Making any public statements (including social media) about the organization without the prior consent of the CCO or CEO.

Conflict of Interest

A conflict of interest arises when the personal or business interests of an employee supersede or compete with his or her official duties and responsibilities. Personal and business interests include financial and non-financial interests.

Definitions

- a) Conflict of interest: A conflict of interest may be a real conflict of interest, a potential conflict of interest, an apparent conflict of interest or a formal conflict:
 - i. A “**real conflict of interest**” exists when an employee has a direct or indirect personal or business interest that is sufficiently connected to his or her duties and responsibilities to Circular Materials that it influences the exercise of these duties and responsibilities;
 - ii. A “**potential conflict of interest**” exists when an employee has a direct or indirect personal or business interest that could influence the performance of any of his or her duties or responsibilities to Circular Materials at a time when he or she has not yet exercised that duty or responsibility;
 - iii. An “**apparent conflict of interest**” exists when reasonably well-informed persons could properly have a reasonable belief that an employee has a real conflict of interest, direct or indirect, even where there is no real conflict in fact;
 - iv. A “**formal conflict of interest**” exists when an employee has a direct or indirect personal or business interest which personal or business interest institutes a civil action against Circular Materials.

Generally, a conflict of interest may exist when an employee or a person related to the employee is in a position to benefit financially or avoid financial loss, either directly or indirectly, as a result of a contract or other matter of a monetary nature in which such person is involved.

Other personal interests lead to a conflict of interest when an employee has non-financial interests such as religious, political, corporate and/or institutional interests that supersede or compete with the duties and responsibilities of the employee.

- b) Confidentiality: During the term of this Agreement, the Employee may have access to information that the Employer considers to be confidential. Such confidential information includes, but is not limited to, any information concerning producer/steward data and other

information supplied to Circular Materials or by the programs served by Circular Materials, including any information or analysis derived therefrom, customers/clients (both present and prospective), suppliers, products, pricing, employees, business plans and forecasts, methods of distribution or procurement, management, financial, purchasing, marketing and or sales strategies and techniques of the Employer, inventions, production processes, trade secrets and other secret information and that such information constitutes valuable, special and unique property of the Employer (“Confidential Information”).

- c) **Conflict Disclosure Obligation:** Whenever a person governed by this Code of Conduct has a Conflict of Interest as described in this Code of Conduct, such person shall disclose such interest at the earliest practical time to their manager or, in the case of a manager, to their director, or in the case of a director, to the CEO.
- d) **Compliance with Competition Law:** All Employees shall comply fully with Canadian competition law.
- e) **Avoidance of Conflict Situations:** Employees are expected to arrange their personal and business affairs and conduct themselves in a manner so to avoid a Conflict of Interest. In cases where a Conflict of Interest cannot be avoided, the employee must declare the Conflict of Interest at the earliest opportunity.
- f) **Subsequent Discovery of Conflict:** Where a Conflict of Interest affecting an employee is discovered after the fact, it must be disclosed to HR as set out above at the earliest opportunity.

Gifts & Entertainment

Employees shall respectfully decline all gifts & Entertainment offered in connection with the employee’s status as an employee of Circular Materials.

Remuneration from External Sources

Employees who are invited to address or otherwise contribute to an external organization in a seminar, symposium or lecture forum, solely as a result of their position with Circular Materials, shall decline any related remuneration.

Consequences of Violating the Circular Materials Code of Conduct

Employees who breach the Code of Conduct may be subject to disciplinary action, possible termination of employment, and criminal charges being laid where an illegal act has been committed.

Circular Material does not consider reporting a known or suspected violation of the Code to be an act of “disloyalty to the Company” and it is against Company policy to retaliate against any

Employee who reports what he or she reasonably believes to be a violation or suspected violation of this Code. This means that Employees will not be disciplined, demoted, fired, threatened, harassed or discriminated against in any way for voicing concern about a violation or potential violation so long as the Employee acts honestly and in good faith.

Should you have a question or concerns about this Code of Conduct, please contact conduct@circularmaterials.ca.

Dated: November 4, 2023