

Application

This Code applies to all employees of all CrossSafety companies, subsidiaries and affiliates (collectively, “CS”). For the purposes of this Code, “**Employees**” include directors, officers, full time, part-time and temporary employees, and key contractors of CS.

Statement of Purpose

This Code articulates CS’s commitment to a culture of honesty, integrity and accountability, and outlines the basic principles and policies governing the conduct of all Employees.

Compliance with Laws, Rules and Regulations

Employees will conduct the business of CS in compliance with laws, rules, regulations and other legal requirements applicable wherever CS is carrying on business.

Compliance with Professional Codes of Conduct, Ethics and Practices

Employees who are members of a profession will carry out their work in accordance with codes of conduct, ethics and / or practices applicable to their profession. If in any situation the requirements of any professional code come into conflict with this CS Code, the Employee must communicate the concern to a CS officer for direction.

Conflicts of Interest – Personal versus CrossSafety

Employees shall conduct their affairs in a manner that ensures their private or personal interests do not interfere, or appear to interfere, with the interests of CS.

Duties to Clients

Employees’ relationships with clients shall be governed by the following principles:

- Help the client properly define its needs and how they can be met.
- Appropriately counsel clients in circumstances where needs can be met by several courses of action or options, identifying what we honestly regard as the optimal course of action for the client.
- Never prescribe or recommend a course of action that is unwarranted or unnecessary.
- Clearly articulate commitments and meet those commitments.
- Respect clients’ wishes regarding the treatment and communication of sensitive or confidential information.
- Maintain high standards of care and quality.
- In multiple client service scenarios, act objectively, honestly, and constructively (see “Preventing Conflicts of Interest in Oversight and Audit Assignments), and in a manner that properly balances clients’ interests.
- Charge for services in accordance with disclosed and agreed upon terms.

Fair Dealing

Employees must endeavor to deal fairly with CS's clients, suppliers, competitors and other Employees. No Employee should do anything which could be construed or interpreted as being dishonest or outside reasonable commercial standards of fair dealing.

Managing Conflicts of Interest in Oversight and Audit Assignments

As a result of the significant marketplace presence of CS, there will be scenarios in which CS is engaged by a client ("first party") to provide HSE oversight or audit services in relation to operations carried out by one or more different organizations that are also CS clients ("second party(ies)"). This may also occur in scenarios where we provide outsourced management of HSE programs for clients. In these "first+second party" scenarios, it may be the case that CS is providing services to the second party(ies) in operations carried out for the first party. For example, CS may be acting for a project owner (e.g. assuring safe work operations), and also providing services on that project to contractors working on that owner's project (e.g. supplying site safety supervisors). Alternatively, it may be the case that CS has both the first party and second party(ies) as clients, but CS is only providing services on a project or at a facility to the first or second party(ies). For example, CS may be providing services for an owner on a project, but not for contractors working on that project, who also happen to be current CS clients in other settings.

Scenarios in which a single professional firm provides services in which there are potential conflicts of interest is not unprecedented. For example, lawyers commonly act in real estate transactions for both the mortgagor and mortgagee. That is a situation where the interests of the two clients may be in conflict. It is dealt with by both clients mutually acknowledging and consenting to having common legal representation. Company financial audits are commonly carried out by accounting firms that also provide the same company with tax advice and other types of consulting services (in which case teams function independently of each other). That is a situation where the individual interests of different groups within the accounting firm may be in conflict with each other, and where the financial interests of the accounting firm may be in conflict with the client or stakeholders who rely on audited statements.

In all situations where CS has first and second party clients working at the same project or facility, there are similar potential conflicts of interest between different CS clients, and between CS and one or more CS clients. Given our significant marketplace presence, and our clients' expectations of support, we need to manage these potential conflicts while continuing to provide services in accordance with other dictates of this Code of Conduct.

In first+second party potential conflict scenarios, our course of action will be as follows: First, we must disclose in advance the existence of the relevant client relationships to the appropriate parties, and if contractually necessary, obtain mutual consents to act. Second, we must not permit client relationships to affect our objectivity or honesty in the performance of our duties. Third, in situations where the interests of our clients may conflict with one another, we must act in an impartial manner.

Corporate Opportunities

Employees are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position, and from using corporate property, information or position for personal gain. Employees are also prohibited from competing with the business conducted by CS.

Confidentiality

Employees shall maintain the confidentiality of information entrusted to them or which otherwise comes into their possession in the course of their employment except in circumstances where disclosure is authorized or legally mandated.

Protection and Proper Use of Company Assets

Employees shall ensure that company assets are protected and properly used for legitimate business purposes.

Record Keeping and Reporting of Information

All records and reported information must be accurate, complete, honest and timely.

Discrimination and Harassment

CS values the diversity of its organization and is committed to providing equal opportunity in respect of all aspects of employment. Abusive or offensive conduct of any kind is unacceptable.

Use of E-mail and Internet

E-mail systems and internet services are provided to assist Employees in the performance of their duties. Incidental or occasional personal use is permitted, but never for personal gain or improper purposes.

Employees messages (including voice mail), computer information and communication records are considered property of CS, and Employees should not utilize such systems with an expectation of personal privacy. Unless prohibited by law, CS reserves the right to access and disclose this information as necessary for business purposes.

Health and Safety

CS seeks to provide a safe and healthy place to work. All employees are expected to observe all safety rules, practices and policies of CS and to follow instructions concerning safe work practices.

Reporting of Illegal or Unethical Conduct

Employees are encouraged to report to a CS officer any illegal or unethical behaviour. Our Whistleblower web service may also be used for this purpose. CS prohibits retaliatory action against any Employee who, in good faith, reports a violation or possible violation.

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