Better infrastructure solutions.
Better lives.

Anti-Corruption Policy

Upholding our Integrity Standards

Approved by the CPCS Board of Directors: 29/07/2025

This policy is applicable to:

CPCS

CPCS Transcom Limited and all its subsidiaries.

All CPCS People

Employees, directors, associates and exclusive associates.

Vendors and Suppliers

Based on nature of service and risk assessment.

OUR COMMITMENT

Our success is based on our individual and collective integrity, never on illegal and unethical behaviour.

We don't offer or accept anything of value to get business, keep business, or gain an unfair benefit or advantage.

Your responsibility

We expect that you'll always act with integrity as each of us represents CPCS and share a collective responsibility to safeguard our organization's values.

TO PREVENT CORRUPTION

CPCS strictly prohibits illegal conduct of any kind, including corrupt behaviours.

We value integrity in all our personal and professional interactions and relationships with all our stakeholders, including clients, partners, competitors, and government officials alike.

We're committed to upholding the highest integrity standards. And you must too.

There are laws

CPCS and its People, regardless of their nationality or location, must understand and uphold anti-corruption laws, such as:

- The *Canadian Corruption of Foreign Public Officials Act* (CFPOA)
- The *United States' Foreign Corrupt Practices Act* (FCPA)
- The *UK Bribery Act*
- And all other anti-corruption laws and regulations applicable to CPCS anywhere in the world.

International multilateral banks, such as the World Bank, as well as international development agencies, have strict policies against corruption in international transactions and projects.

Anti-corruption laws prohibit **bribery** and **fraud.** CPCS People must not engage in, allow for, or facilitate any corrupt act. They must seek advice from the Corporate Integrity Officer or General Counsel when unsure if a given act qualifies as corruption.

Understanding corruption

Anti-corruption laws make it illegal to offer, promise, give, solicit, or receive "anything of value" in exchange for an "improper advantage."

Because CPCS works in many parts of the world and various fields within the infrastructure sector, CPCS People are involved in a range of transactions that may pose a higher corruption risk.

This includes competitive bids for government contracts in countries, where bribes, kickbacks and facilitation payments may be viewed as a part of regular business practices.

Corruption comes in many forms and guises; chief among them are **bribery** and **fraud**. CPCS People can seek advice from our Corporate Integrity Officer and/or General Counsel when in doubt about whether something could be considered as corruption.

Bribery

Bribery is the offering, giving, receiving, or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party, to gain an advantage or benefit. The term “anything of value” covers cash as well as anything that can have value to the receiver, such as free trips, gifts, payment of education or living expenses, donations, home improvement work, investments, etc. Even a promise to offer something in the future in return for an undue business advantage constitutes bribery.

Bribery can involve many different parties to a transaction, but it always involves at least two primary parties: the person who pays the bribe and the person who receives it. Both raise serious ethical and legal issues and involve a breach of trust and duty by both parties.

Bribery can also be made indirectly when it involves a third party that acts as an intermediary between the person paying the bribe and the person receiving it.

If in doubt about whether something could be considered as a bribe seek advice from the Corporate Integrity Officer and/or General Counsel.

- **Facilitation Payments:**

  Facilitation payments (often called “speed money” or “grease payments”) are small payments (e.g., less than $50) to government or public officials with a view to speeding up routine governmental transactions to which the payer is already entitled by law. Unlike bribery, facilitation payments do not result in the receipt of an undue benefit; rather, they simply speed up or facilitate the transaction. An example includes payments to speed up processing of invoices.

  CPCS prohibits facilitation payments. Facilitation payments are illegal in most countries and a willingness to offer them often leads to demands for larger, more significant payments.

- **Kickbacks:**

  Kickbacks arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other benefit or advantage. Paying kickbacks to win is one of the most common forms of bribery.

  Examples and methods of kickback include: promising a percentage of a contract, expensive gifts, hiring a subcontractor with inflated fees (compared to services rendered).

Note – In exceptional circumstances where immediate extortion or immediate threats of violence directed to a CPCS employee is involved, a facilitation payment, as defined herein, may be permitted to safeguard the health, safety and security of CPCS staff. It is crucial to document and report such incidents immediately, enabling the company to take appropriate measures to prevent and address similar situations in the future.

Fraud

Fraud can be defined as any act of omission, including misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain financial or other benefit or to avoid an obligation.

CPCS Integrity Code, applicable anti-corruption laws, and many of the contracts we enter into prohibit fraud. We don't tolerate fraudulent behaviour.

WHERE TO TURN FOR HELP:

At any time, you can seek advice from our Corporate Integrity Officer and/or General Counsel if something is unclear in this policy or if you're unsure if a specific act could be perceived as or considered corruption.

Contact us at: integrity@cpcs.ca

Q&A

You're travelling in a rush to deliver a workshop in another country. When you arrive at the airport, you're pulled aside for a customs check. The customs officer requests a fee in cash to speed up the process. What should you do?

If this is not an official fee, and is paid directly to the customs officer, this is a bribe and prohibited. You must refuse the request, then document and report the matter to the corporate integrity officer.

However, if this is an official fee that the customs office charges for published fast-track services, you must first ask for a receipt or documentation that proves the fee is legitimate.

Q&A

A client is delaying the payment of an invoice. When you follow up for payment, the client tells you they're backlogged and asks for a facilitation payment to speed up the process.

What should you do?

You must not agree to the facilitation payment, as this is considered a bribe.

You must refuse the request, then document and report the matter to the corporate integrity officer.

You become aware of a CPCS policy that allows you to be reimbursed for up to $150 spent on home office equipment. However, you have no need for new home office equipment.

Should you spend the $150 on a personal expense instead, such as a new pair of headphones?

All expense claims made should be based on the policy and must be work-related. Spending the allotted amount on personal items is a violation of the policy and considered fraud.

Clients and contracted third-party entities

Special care is required when dealing with government or public officials, including former officials, or when interacting with immediate family and close associates of government and public officials (often called "politically exposed persons" or "PEPs"). Anti-corruption laws are strict about this. Although there may be occasions where such interactions are appropriate and justified, engaging with PEPs may lead to circumstances that place CPCS and its People at risk of corruption. Similar care should be taken when interacting with candidates for public office, regardless of their current employer or organization.

Pitfalls can be avoided by exercising prudent judgment and by following the Gifts, Entertainment and Hospitality Policy and using the Third-party Due Diligence Form.

Third-party risk is among the highest corruption risks faced by companies, making it crucial to exercise caution when engaging with any third-party entity.

CPCS People must ensure that third-party entities are vetted based on our Third-party Due Diligence Form. These parties must also understand and uphold our Integrity Code and supporting policies.

Q&A

You're a project director or project manager involved in a bid for a major new contract. In a meeting with one of the decision makers, he mentions that his son is looking for a job in the infrastructure consulting field. He hints that any help you can provide will be remembered when the ministry is deciding how to award the contract.

Should you offer any help?

Offering to assist his son in order for CPCS to obtain a business advantage is considered a bribe and is prohibited, even if you don't provide any assistance. You must document and report the conversation to the corporate integrity officer.

After a long bidding process, the client has selected CPCS to deliver a project, on the condition that you work with a specific third-party consultant they've named. Should you agree to do so?

The contribution of the proposed third-party consultant must be assessed based on the requirements of the project. If there's a legitimate reason or need for the third party, they may be engaged to work on the project. However, they must first sign a third-party due diligence form declaring that they have not participated in bribery.

If there's no legitimate work for the third-party consultant to do or if they refuse to sign a third-party due diligence form, you must refuse the request.

Avoiding corruption

Learn to spot corruption

- Bribes come in many forms, and they're not always obvious. For example, a gift, tickets to a concert, a restaurant meal, the promise of a job, the offer of a trip, or a charitable contribution could be considered bribes if offered in exchange for any action, or undue omission that leads to a favourable treatment.
- Fraud includes omitting or misrepresenting a fact that knowingly or recklessly misleads, or attempts to mislead a client or an official to obtain financial or other benefit or to avoid an obligation.

To prevent corruption and promote a corruption-free culture, you must:

- Firmly refuse offering, paying, requesting, or accepting bribes or kickbacks, no matter who is instructing you.
- Steer clear of involvement in any fraudulent or dishonest activities.
- Refuse to authorize or condone corrupt activities or behaviours.
- Actively address and confront potentially corrupt behaviour by subordinates or third-party entities in contract with CPCS.
- Never attempt to cover up or conceal any corrupt or potentially corrupt activities. Report them!
- Don't participate in activities that could facilitate corruption. For example, drafting an agreement to cover up an illegal transaction, making fraudulent claims, perjury, fabricating or presenting false evidence in whatever form or circumstance.

Ask first and obtain necessary approvals. Before you offer or accept any business courtesies, check our policies, and ask for help if you are not sure of what to do. Giving anything of value to a government official requires following the appropriate approval procedures. If an offer is permitted by our policies, be accurate and complete in recording payments or expenses.

Act promptly when confronted with corruption:

If you're asked to pay a bribe, make facilitation payment, or get involved in a kickback scheme, do this:

- Politely refuse and treat the person requesting the bribe with courtesy.
- If the person requesting a bribe continues, inform them that CPCS has a policy for business courtesies and that you must abide to anti-corruption laws.
- Make a detailed record of the event and include witnesses if possible.
- Immediately report the incident to our Corporate Integrity Officer or General Counsel.

If you suspect or know that someone working at or with CPCS is involved in potentially corrupt behaviour, you must promptly report the behaviour to our Corporate Integrity Officer and/or General Counsel. They'll help determine what should happen next.

If you have a valid reason to believe that a report to the Corporate Integrity Officer may not be handled appropriately, you can report directly to CPCS external director, Kerry Gerber at kgerber@cpcs.ca or report anonymously by completing this online form.

Non-compliance

Corruption is illegal, and penalties can be severe. CPCS adopts a firm stance against all forms of corrupt practices committed by its personnel and the third parties it works with. Failure to comply with this policy may result in consequences, including termination of employment or contractual relationships.

Moreover, violating anti-corruption laws may lead to potential imprisonment, monetary fines, and penalties, as well as the possible debarment of CPCS from bidding on public projects.

IMPORTANT NOTE: Risk to life or liberty

Despite taking every precaution, you may still be confronted with immediate challenging situations, including being threatened, facing detainment or personal harm.

For example, you could be asked to pay to secure an emergency admission into hospital. Such a payment may be well beyond what is considered a facilitation payment.

Your health and safety is what matters the most to us. Should you be forced into an extortion situation, use your best judgment to uphold our integrity standards while reducing any risk to your life or liberty. CPCS will support you should you be forced into an extortion situation. Immediately after the danger is past, you must report the incident to our Corporate Integrity Officer or General Counsel. They'll help determine next steps.

Raising concerns

All CPCS People have a duty to promptly raise concerns, hints and behaviours violating this policy and our Integrity Code.

4 ways to do this:

- Report to your manager or a member of the Talent Management team.
- Report directly to the Corporate Integrity Officer: integrity@cpcs.ca.
- Report anonymously by completing this online form (received by the Corporate Integrity Officer)
- If you have a valid reason to believe that a report to the Corporate Integrity Officer may not be handled appropriately, you can report directly to CPCS external director, Kerry Gerber: kgerber@cpcs.ca.

For more information on how to report suspected misconduct, refer to our Integrity Code, Integrity Reporting and Investigation Policy, or visit the section ABC of our intranet C+ or website.

Related policies and procedures

In addition to the information in this policy, CPCS has related policies and procedures including but not limited to:

- *Integrity Code*
- *Gift, Entertainment and Hospitality Policy*