

# Code of Conduct & Ethics

This Code of Conduct and Ethics (this “Code”) sets forth the basic principles we are committed to with respect to our dealings with all of our stakeholders and also acts as a guide to assist our employees in meeting the ethical standards reflected in the Code.

As a statement of the basic principles we are committed to with respect to our stakeholders this Code complements a number of our corporate policies, including those dealing with insider trading, environmental responsibility, occupational health and safety, and the policies set out in the Employee Handbook, all as amended from time to time.

As a guide to assist our employees, this Code cannot address every situation that may arise. Where an employee is in doubt about how to act in any situation, he or she should first consider whether his or her action is or would be legal, ethical, honest and fair. It may be helpful for an employee to consider whether he or she would be unwilling or embarrassed to discuss a possible course of action with a friend, family member or co-worker; if so, there is a strong chance that this course of action may violate this Code. If still unsure, an employee can discuss the matter with their supervisor or Human Resources. Employees will not be penalized, discharged, demoted, suspended or discriminated against for enquiring, in good faith, about actions which may violate this Code.

This Code applies to all of our employees, including all of our officers and directors. Failure to abide by this Code will lead to disciplinary action, proportionate to the breach. In the case of a serious breach, an employee may be dismissed for just cause. Our consultants, independent contractors, agents and other representatives will be required to meet the same ethical standards as our employees and will face the same types of consequences, up to and including termination of any consulting, contract, agency or representative relationship with us.

Waivers of this Code may from time to time be granted in limited circumstances to our employees, officers and directors. Any employee that is not an officer and who requires a waiver of this Code may seek such a waiver in writing from our Vice President, Human Resources. Any director or officer who requires such a waiver must seek it in writing from our Compensation and Corporate Governance Committee and any such waivers granted will be publicly disclosed in accordance with applicable law, rules and regulations.

From time to time, an employee may become aware of a violation of this Code by others. Any violations of this Code should be reported, anonymously at their option, through our Employee Complaint System with EthicsPoint. We will ensure that an employee will not be penalized, discharged, demoted, suspended or discriminated against for reporting in good faith any violation of this Code. Details regarding our anonymous Employee Complaint System can be found in our Employee Handbook.

We have developed a reputation for providing innovative solutions to customers, consistent financial returns to shareholders, treating employees with fairness and respect and demonstrating our commitment to all our stakeholders. The success we have achieved has been based on the dedication and hard work of our employees, the entrepreneurial spirit of our operations managers and the leadership of our management. Our reputation and our success could not have been possible without our commitment to a corporate culture rooted in fairness, integrity, honesty and concern for people. We believe this code will help strengthen these principles and allow us to build on our past successes.

### **Protection of Personal Information**

We are also committed to protecting personal information relating to our employees and other stakeholders. Such information will only be collected, used and disclosed for legitimate business purposes and in administering the working relationship, such as providing employee wages and benefits, discipline purposes or as otherwise required or permitted by applicable law. We will comply with all applicable privacy and data protection legislation in force.

### **Respect for Human Rights**

We will strive towards providing our employees with a workplace free from discrimination or harassment. In particular, we believe that all our employees should enjoy equal employment opportunities without regard to their sex, race, ethnic background, religion, disability or any other personal characteristic protected by law. We will comply with applicable human rights legislation in place from time to time within those jurisdictions where we do business.

Our employees will not discriminate against or harass any fellow employees, or any other persons with whom they come in contact in the course of their employment, on the basis of sex, race, ethnic background, religion, disability or any other personal characteristic protected by law. Our Workplace Discrimination and Harassment Policy can be found in our Employee Handbook.

### **Compliance with Law**

We believe in fully complying with applicable laws, rules and regulations in the jurisdictions in which we conduct business. Our employees will not engage in unfair or illegal trade practices or violate the laws of the jurisdictions in which we conduct business.

### **Conducting Business with Integrity, Fairness and Respect**

We firmly believe in conducting business with integrity, honesty and fairness, where we compete. Our employees will respect and act in a manner sensitive to the communities and environments where we conduct business.

### **Fair Dealing**

We will seek to secure business on the basis of offering our customers products and services that provide personalized solutions for the unique challenges that they face. We will operate our business in a managed and profitable manner without jeopardizing our core values of integrity, ethics and mutual respect for all stakeholders.

Our employees will not, directly or indirectly, offer bribes or kickbacks, nor promise any other improper benefit for the purpose of influencing any customer, supplier, public official or any other person, nor will they, directly or indirectly, accept bribes, kickbacks or any other improper benefit which could influence or appear to influence them in the performance of their duties.

### **Financial Reporting**

We will maintain financial, accounting and business records that fully and accurately reflect all the transactions and business in which we engage, in accordance with applicable accounting principles, policies and practices.

No employee or anyone acting on the instruction of any employee will take any action to violate our financial reporting policies or to circumvent our system of internal controls. Our employees will carry out transactions in accordance with the direction provided by our management and our board of directors.

### **Conduct of Senior Financial Officers**

We expect our chief executive officer, chief financial officer and senior accounting staff to engage in honest and ethical conduct, including meeting the standards established for all of our employees in this Code. These senior officers shall promptly disclose to our Audit Committee any breaches by them of this Code, particularly the existence of any transaction or relationship which could give rise to a conflict of interest. Our Conflict of Interest Policy can be found in our Employee Handbook.

### **Improper Securities Trading**

We have adopted, will continue to maintain and will strictly enforce a policy restricting our directors, officers and other “insiders” from purchasing or selling Inscape shares for specified periods of time prior to the release of our financial results and/or when such persons have knowledge of any material non-public information with respect to our business. In addition, these insiders are prohibited from engaging in certain other activities that could enable them to improperly profit from changes in our share price, including through the purchase of put or call options, “short sales”, late trading and market timing.

Our employees recognize that it is illegal under applicable securities laws to purchase or sell Inscape shares, or any other public securities, based on material non-public information. None of our employees will engage in illegal trades of our securities. Furthermore, our employees will not improperly disclose any material non-public information to any third party. All of our directors, officers and other insiders will comply with the terms of our policies and procedures that can be found in our Employee Handbook.

### **Public Disclosure of Material Information**

As a public company, we are required to:

- Make timely and accurate disclosure of material information to the public; and
- Avoid selective disclosure of material non-public information.

We are committed to strictly observing all applicable legal requirements relating to disclosure of material information. We have adopted a Corporate Disclosure Policy which we will enforce for disclosures of material, non-public information. Some of our employees are party to material information on a regular basis. Each such employee acknowledges that applicable securities law requires the timely public disclosure of material information relating to our business, operations and financial condition. Each employee who is responsible for public disclosures agrees to comply with applicable securities law and our Corporate Disclosure Policy in providing full, true and plain disclosure of all material information relating to our business, operations and financial condition.

### **Compliance with Antitrust and Competition Laws**

We will comply with applicable antitrust and competition laws in the jurisdictions in which we compete. Accordingly, we will not collude in any way with any competitor to:

- Fix prices, discount or terms of sale; or
- Divide markets, market shares, customers or territories.

### **The Environment and Occupational Health and Safety**

We are committed to environmental responsibility and occupational health and safety. Accordingly, we have adopted and will strictly observe our Health & Safety Policy which requires us to, among other things, comply with or exceed applicable occupational health and safety laws. The full text of our Health & Safety Policy, Sustainability Policy, and specific guidelines regarding the promotion of workplace health & safety, as well as protecting the environment are set out in our Employee Handbook.

### **Avoidance of Conflicts of Interest**

We expect our employees to honour their duty of good faith and fidelity, and to perform their duties in a manner which seeks to ensure our best interests ahead of their own interests. We further expect that none of our employees will:

- Take advantage of any business opportunity discovered through his or her position or through the use of our property or information;
- Use his or her position or our property or information for personal gain;
- Compete with us; or
- Take any steps which involve or create the appearance of a conflict of interest.

### **Use of Confidential Information**

We expect our employees to treat as confidential all trade secrets and proprietary information relating to us and our customers and suppliers. We also expect that our employees will prevent the misuse or improper disclosure of confidential information relating to other employees.

### **Corporate Policies**

In addition to the corporate policies referred to in this Code, we maintain and may adopt from time to time a variety of policies and procedures governing various matters, and we expect our employees to abide by them.

#### **Resources for Employees** Inscape website: [www.inscapesolutions.com](http://www.inscapesolutions.com)

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**EthicsPoint**  
[www.ethicspoint.com](http://www.ethicspoint.com) or 1-800-499-8645

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