



BUSINESS CODE OF CONDUCT

April 2021

POLYCOR INC.



Dear colleagues,

As a leader in the natural stone industry, Polycor is committed to providing its employees with a safe and healthy work environment governed by our core values. Honesty and integrity are the building blocks of a healthy work environment and have made the Polycor family a strong business today. Over the years, we have developed and nurtured a culture of respect, promoting ethical behaviors and values to form our Company's DNA. Just as a nation needs a constitution, a business also needs to define its values. In the same way that countries grow, we also aim to grow as a business, extend our reach and integrate new employees and their families. Along with our business partners, we are proud to share who we are and what we represent.

The values outlined in this Code of Conduct aim to ensure an ethical, safe and honest work environment for our employees and all members of the Polycor Group, and we encourage you to apply them to your day-to-day actions and decisions.


Patrick Perus

CEO, Polycor Inc.

INTRODUCTION

By focusing on respect, integrity, and professionalism, Polycor Inc. (hereinafter "Polycor" or the "Company") strives to protect the reputation that has contributed to our success and allowed us to become a world leader in the natural stone industry. As the Company continues to grow through its acquisitions and client base, it is important that Polycor provide its employees with clear guidelines regarding their legal and ethical obligations and how we should approach any potential issues that may arise.

This Business Code of Conduct (hereinafter "Code") is the primary source of information that employees, officers, and directors refer to when faced with specific questions addressed in this Code or when in doubt about how to proceed in any given situation.

The purpose of this Code is to provide employees with general guidelines on a range of issues relating to business conduct. However, it is important to note that this Code is not intended to be an exhaustive list of potential problems and therefore does not cover every situation that may arise. Ethical conduct extends beyond mere legal compliance or adherence to this Code.

It implies reflecting on the consequences of your actions and decisions in a given situation to uphold the principles of accountability, integrity, respect, fairness, and good faith. We strongly encourage employees, managers, and directors to seek guidance or address any question they may have to their immediate supervisors or the designated contacts identified in this Code.

The obligations and guidelines outlined in this Code are mandatory. The Company expects all employees, managers, and directors to fully comply with its terms and conditions from the CEO to the newest employee.

APPLICATION

This Code covers all aspects of Polycor's business activities and applies to all its employees, subsidiaries, and affiliates. In this Code, any reference to Polycor is also a reference to any of these entities. Moreover, any reference to "employee(s)" is a reference not only to such persons but also to executives, directors, managers, suppliers, and contractors, whether internal or external. Accordingly, this Code must be included in all contracts entered into by the Company with clients, suppliers, or contractors. Such clients, suppliers,

or contractors must comply with the terms contained herein.

This Code will address the following non-exhaustive list of business conduct issues:

- Compliance with laws, rules, and regulations (p.);
- Conflicts of interest (p.);
- Hospitality, gifts, or benefits (p.);
- Corruption (p.);
- Insider Trading (p.);
- Confidentiality, information security, and records management (p.);
- Environment (p.);
- Health and safety (p.);
- Discrimination and harassment (p.);
- Business relationships with clients, suppliers, and competitors (p.);
- Political involvement and activities (p. 8);
- Communications, Internet, and social media (p. 8);
- Intellectual property (p.);

- Audits (p.);
- Illegal or non-compliant conduct (p.);
- Sanctions (p. 13).

COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

Polycor and its employees must comply with the laws, rules, regulations, and agreements that apply in any jurisdiction where the Company conducts business (hereinafter "**Laws**").

We expect all our employees to adhere to these Laws at all times. Polycor is committed to respecting and obeying all Laws relating to its business and industry, including, but not limited to, the following:

- Maintaining a safe and healthy work environment;
- Not using forced labor in any form, in compliance with ILO Conventions 29 and 105;
- Not employ minors, as defined by applicable child labor laws such as ILO Convention 182;
- Complying with applicable minimum wage, overtime, and maximum hour laws;

- Providing a work environment free from all forms of discrimination or harassment;
- Complying with applicable environmental regulations that are related to the Company's business interests;
- Conducting our operations in full compliance with laws prohibiting restraints of trade and other unfair trade practices;
- Prohibiting the unauthorized disclosure of any non-public information and the misuse of material non-public information in securities trading;

Employees are encouraged to address any questions they may have regarding the matters mentioned above pertaining to the Laws in their business activities to their immediate supervisor or the persons listed in Schedule "B" attached hereto.

CONFLICTS OF INTERESTS

It is every employee's responsibility to avoid situations of conflict of interest, whether real or potential, that could impact their objectivity and independent judgment in carrying their business activities.

A conflict of interest arises whenever we allow or appear to allow personal interests or relationships to impair our

judgment and ability to make decisions with integrity and honesty.

A conflict of interest may also arise when an employee's private interest, such as financial gain or career development, interferes or appears to interfere in any way with the interests of the Company or their ability to make objective and fair decisions when performing their duties. A conflict of interest may also arise when it is in the interest of an employee, a family member, a relative, or a company employing a family member to do business with the Company, whether or not the interest is financial in nature.

Examples of real or potential situations of conflict of interest that may arise in the course of your employment include:

- Starting a company that offers products similar to those of the Company;
- Agreeing to work for a supplier or a client in the future while continuing to do business with them as part of your duties at Polycor;
- Providing paid services to one of the Company's clients or suppliers on your own time;

- Working part-time at a company that sells a competing product or service;
- Accepting payment from another company in exchange for information about the Company;
- Failing to investigate a subordinate or coworkers' wrongdoing because they are a friend or relative;
- Sharing confidential information about the Company with any third party, including a competitor;
- Making a purchase or business choice on Polycor's behalf that will (or is likely to) favor a company in which you have an interest or that benefits you, a friend, or a relative;
- Cashing in on a business opportunity that the Company might have pursued;
- Conducting business with or working for a competitor;
- Accepting outside work or commitments could prevent you from performing your duties at Polycor entirely and competently.

Certain situations are not necessarily conflicts of interest but carry an inherent risk of giving rise to a real or apparent conflict of interest. These situations generally include any circumstance in which a person's actions may result in a benefit, financial or other, to them, a friend, a relative, or business partner. In the event of such situations, you should notify Polycor immediately to ensure that you are not in a situation of real or potential conflict of interest and, if applicable, to resolve the situation, especially if:

- you are using information acquired in the course of your duties for your benefit or the benefit of a third party;
- you are employed by or have a business relationship with a third party, including taking consulting fees and providing advice to another company, whether or not that Company is Polycor's direct competitor;
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- you have a relative who is an executive at one of Polycor's service providers.

Upon the occurrence of new information that may give rise to a real or potential conflict of interest,

employees must file the disclosure form attached hereto as Schedule "D", and which forms an integral part of this Code.

Employees must immediately notify their immediate supervisor of any real or potential situation of conflict of interest. Should you have any questions or comments regarding the application of this Code or the existence of a conflict of interest situation, you may contact the Company's General Counsel.

HOSPITALITY, GIFTS, OR BENEFITS

Clients who offer employees gifts, favors, or incentives may be acting with the intent of receiving benefits in return rather than simply being motivated by pure generosity. Offering or receiving gifts, money, favors, or products can be perceived as a way to influence a business relationship and can place you in a situation of conflict of interest.

Employees are strictly forbidden from soliciting or accepting money favors or products from clients and suppliers, as well as accepting loans, commissions, or other similar amounts. Should an employee receive any gift, gratuity, favor, hospitality, or entertainment

from a customer or client, the employee must:

- Inform the customer that they are bound by a hospitality, gift, or benefit policy;
- Disclose receiving such an offer to their immediate supervisor by completing and submitting the attached Gift Disclosure Form as Appendix "C", which is an integral part of this Code; and
- Wait until you have received approval from your immediate supervisor before accepting the gift.

CORRUPTION

Employees must never offer, make or authorize payment, either in money or items of value, as an inducement to influence the behavior of, or obtain a business advantage from, any third party. The Company is committed to respecting and complying with the laws of the jurisdictions in which it conducts business designed to prevent bribery and corruption, including, but not limited to:

- United States *Foreign Corrupt Practices Act* ("FCPA");
- Quebec Anti-Corruption Act;

- The OECD Anti-Bribery Convention;
- UK Bribery Act;
- The United Nations Convention against Corruption;

Therefore, employees are strictly prohibited from soliciting, offering, or accepting bribes or other improper payments, including commissions, to influence the behavior of or obtain business advantages from any third party.

INSIDER TRADING

Employees must be cautious when acquiring shares of Polycor or any other Company linked to Polycor's activities in any way. Employees are strictly forbidden from buying, selling, recommending or communicating about the shares of any company, including those of the Company, if they have "material inside information" concerning that Company.

"Material inside information" is defined as "Any information about a company or its products that might change the perceived value of a security when disclosed to the public". Examples of what may be considered material inside information include financial results, acquisitions or dispositions of businesses or assets, internal business

plans, new products, a change in senior management, obtaining or losing a client, etc.

Unless you have obtained confirmation that information is publicly disclosed, employees are strictly forbidden from trading in the Company's securities or any corporation to which the information relates or disclosing such information to a third party (also known as "tipping off").

CONFIDENTIALITY, INFORMATION SECURITY, AND RECORDS MANAGEMENT

It is essential to ensure the security of Polycor's confidential information and that of its customers and business partners and protect the personal information of Polycor's employees and customers. The term "confidential information" means "any information relating to Polycor that requires more extensive security measures and should not be disclosed to the public. Such information remains confidential regardless of the form in which it is found. Confidential information includes any non-public information entrusted to Polycor by a client, supplier, or business partner (hereinafter **"Confidential Information"**).

Confidential Information may include but is not limited to: strategic plans, acquisition or merger projects, financial information, new product or marketing plans, customer lists and pricing, research and development, manufacturing processes, intellectual property and trade secrets, as well as compiled lists, reports or databases containing employee, client, and director personal information, etc. Employees shall not discuss Confidential Information with or in the presence of any unauthorized persons, including family members, friends, and third parties. Employees must comply with their confidentiality obligations, namely by not disclosing Confidential Information obtained during their employment. This obligation continues beyond termination of employment.

Employees are all responsible for the protection and proper use of Polycor's assets, including Confidential Information. Employees should never use Polycor's Confidential Information for illegal purposes.

"Personal information" refers to confidential information about a private individual, making it possible to identify them (hereinafter "**Personal Information**"). Polycor is committed to ensuring the confidentiality of Personal

Information, namely concerning its employees and clients.

Polycor commits to gather, disclose, and use Personal Information under all applicable privacy laws.

Notwithstanding the foregoing, Polycor employees will not expect privacy concerning communications made using technology or equipment provided by Polycor (e.g., emails, internet/intranet activities, voicemails, computer files, network, etc.). Polycor also reserves the right to monitor or search any piece of Polycor property at any time if there are reasonable grounds for such monitoring or search.

Information Security: All necessary measures must be taken to protect Polycor's system and its Confidential and Personal Information security. Polycor's system includes all equipment, media, software, and computer tools that have been installed (hereinafter the "**System**").

Polycor is committed to protecting the Confidential and Personal Information that it holds at all times. Polycor will not disclose to a third party or another employee whose duties do not require any Confidential or Personal Information relating to an employee, customer, etc., except as permitted by law or required by court order.

In the interest of maintaining security :

- You are required to comply with Polycor's policies regarding the protection of Personal Information and Confidential Information, including when consulting and transmitting such information through any type of electronic exchange channel;
- Employees must take appropriate measures to dispose of or transmit documents containing Confidential Information or Personal Information to preserve their confidential nature (encrypting, shredding, archiving, etc.);
- Access codes or passwords entrusted to employees must remain confidential. Employees are responsible for their use of the System, including their access codes and passwords. Therefore, employees should never share their access codes or passwords with anyone and change them without delay if they know or are suspicious that their privacy has been compromised. To limit the risk of breaches in Polycor's security measures, employees must change passwords used to access the System regularly;
- Employees must keep confidential Information or documents containing Personal Information to which they have access from public view and must take care to ensure that such information does not fall into the hands of those who are not authorized to read it. Employees must also take care to ensure that documents containing Confidential or Personal Information are kept in a safe place where only authorized persons are allowed access;
- Polycor's affairs must not be discussed in a way to jeopardize the Confidential and Personal Information held by Polycor;
- Employees must ensure that they protect Polycor's System against theft and the loss of equipment and information. They must report all incidents of theft, vandalism, or loss of materials;
- Employees are only allowed to use the software provided by Polycor and must not install any other software on the System;

- Employees must ensure that access to their workstations are locked, documents containing Confidential Information or Personal Information are put away, and access to workspaces or storage areas are locked as soon as they leave their workspace;
- Should employees need to use USB flash drives, CDs, or other removable and portable storage devices, they must contact the IT department to ensure their device is approved. The IT department must ensure that appropriate security measures are in place to secure the information based on its level of sensitivity.
- Employees must remain vigilant when receiving an email from someone they do not know or an email requesting unusual information or referring to an attachment;
- Employees must attend and complete cybersecurity training courses when required;

Employees must report any real or suspected security incidents (including suspected computer viruses, spam or phishing attempts, unauthorized access, etc.), computer attacks, or weak

security systems. A designated IT representative must immediately be informed when an employee fails to comply with computer security measures or if an unexplained change to a part of the System is detected.

Records Management: This applies to all types of documents, irrespective of who created them, whether they are in paper, electronic, or any other format, regardless of whether they are located on Polycor's premises, servers, or infrastructures. Employees are responsible for:

- ensuring that business records or other documents that they maintain or generate are reliable, complete, and stored, transmitted or destroyed safely, specifically when these documents contain Confidential Information or Personal Information;
- ensuring compliance with internal and legal requirements for records management.

Generally speaking, and especially when business records contain Confidential Information or Personal Information, employees must refrain from:

- saving Confidential Information or documents containing

Personal Information to any personal device other than those officially approved by Polycor;

- removing Confidential Information or documents containing Personal Information from Polycor's offices except when necessary. When necessary, employees must take appropriate security measures to protect such information, for instance, password protection, encryption, and refraining from leaving information unattended in public places.

ENVIRONMENT

As a producer and manufacturer of natural stone, Polycor is committed to respecting the applicable environmental laws, at all times, in all jurisdictions where we operate to preserve and improve our natural environment. Our factories play a vital part in the communities where we operate. That's why sustainable development, whether economic, social, or environmental, is important to us.

Employees are expected to comply with all environmental laws as well as with Polycor's related policies. They are also expected to report any situation of real or potential non-compliance

immediately. Without limiting the generality of the foregoing, employees must report any environmental incident, whatever the type, cause, severity, regardless of whether or not it is an emergency and of where it may have occurred. Employees are expected to be mindful of the Company's aim and efforts to become carbon neutral and to maintain carbon neutrality once it is achieved. This must be reflected in their daily decisions and actions at work.

HEALTH AND SAFETY

Polycor strives to provide a safe and healthy work environment to its employees, but we are all responsible for maintaining and ensuring our safety and the safety of others. Employees must follow the Company's safety rules, avoid dangerous behavior, and report incidents at all times.

Employees must ensure that they report to work in a condition to perform their duties responsibly and free from the influence of any substance that could prevent them from conducting work activities safely and effectively. Employees are strictly forbidden from reporting to work under the influence of illegal drugs or any substance, legal or otherwise, that may impair their judgment or cause them to be physically or mentally impaired (e.g., judgment, concentration, comprehension,

coordination, visual acuity, or reaction time), including, but not limited to, cannabis in any quantity or form. Polycor has a zero-tolerance policy with respect to the foregoing.

Employees are required to comply with health and safety laws as well as with the Polycor Group's related policies and to report any real or potential situation of non-compliance without delay. To obtain a copy of these policies; please contact your local director, whose contact information can be found in Schedule B attached. Without limiting the generality of the foregoing, employees must report all health and safety incidents no matter the type, cause, or seriousness, whether or not they are an emergency and regardless of where they occur.

DISCRIMINATION AND HARASSMENT

Polycor is committed to providing a work environment free of discrimination and harassment and one in which all individuals are treated with respect and dignity. Accordingly, any discriminatory practice based on race, color, sex, age, religion, ethnic or national origin, disability, or any other unlawful basis will not be tolerated. Any other form of illegal discrimination such as abusive, harassing, or offensive conduct or unwelcome sexual advances

will also not be tolerated. The foregoing also applies to pre-employment situations, including resume reviews, job interviews, or other situations during the hiring process. The Company has implemented a Harassment Policy, which is an inherent part of this Code. Please contact your local director, whose contact information can be found in Schedule B attached, to obtain a copy of these policies.

Employees are urged to report harassment or discrimination to their immediate supervisor or the persons identified in Schedule "B" attached.

BUSINESS RELATIONSHIPS WITH CLIENTS, SUPPLIERS, AND COMPETITORS

Honesty, integrity, and equal treatment are a fundamental part of the Company's business practices. Employees must comply with competition, antitrust, and other applicable laws in all jurisdictions in which the Company operates. All clients, suppliers, and competitors must be treated fairly. Employees must refrain from taking unfair advantage of the Company's business partners or third parties through improper billing, manipulation, confusion, misuse of privileged information, or any other unfair practice, including acquiring

competitive information by unethical means. All suppliers should also be treated equally under the Company's Procurement Policy, attached as Appendix "E" and forming an integral part of this Code.

POLITICAL INVOLVEMENT AND ACTIVITIES

Employees may voice their views on important public issues, but it must be clear at all times that they are speaking for themselves and that their opinions do not reflect those of the Company. Polycor's employees may engage in legitimate political activities provided that they are not carried out during work hours and do not use the Polycor brand or property. Employees may seek public office, but they must notify their supervisor to discuss the impact such office may have on their work and duties at Polycor.

Polycor and all of its employees must abide by the laws and regulations governing political contributions in every jurisdiction in which the Company operates. Political contributions include any payment or donation, including providing services for free or at favorable rates, irrespective of format or location, to a recipient involved in a federal, provincial, territorial or municipal political process. Political contributions

made on the Company's behalf are prohibited without the express prior consent of Polycor management. Political contributions made by Polycor employees on their behalf must be made using funds or assets that belong to the individual making the contribution.

Polycor and all of its employees must abide by the laws and regulations governing lobbying in every jurisdiction they operate. Any effort to reach out to a public office holder to make representations and advance Polycor's objectives is considered lobbying on behalf of Polycor. It is important to understand that, while lobbying is a legitimate activity, there are strict legal requirements, including disclosure requirements, that apply to ensure that such activities are transparent and ethical. Anyone seeking to lobby on behalf of the Company must consult and obtain permission from Polycor's management or legal department beforehand.

COMMUNICATIONS, INTERNET, AND SOCIAL MEDIA

Internal and External Communications:

As a representative of Polycor, employees should always be truthful in their communications to avoid misleading colleagues, customers, or suppliers. Employees must also use respectful and professional language,

both in written documents and public conversations. Please note that communications with the media, investors, and regulators, as the case may be, are the responsibility of designated spokespersons. Inquiries received by an employee must be referred to such persons.

Polycor's computer and communication systems: The Company's computer and communication systems, equipment, network, and associated software (the "**System**"), are a sensitive and relatively fragile environment. Making changes to a workstation's configuration or the software, processes, or technologies available to employees is strictly prohibited. It is also forbidden to use the System to store defamatory, obscene, sexually explicit, hateful, or discriminatory information or materials, or any other information or material of which the possession of or access to which is unlawful by operation of law or due to contractual engagements (the "Forbidden Material").

The use of the System, including the Internet, should be limited to work-related activities. Personal use must remain exceptional and of short duration. Any use of the Systems, including the Internet, must not interfere with the Company's regular

activities or compromise its systems and data integrity. Employees are also forbidden from using the System for chatting, commenting on Company affairs, accessing social media platforms such as Facebook, Twitter, etc., or accessing websites containing or giving access to Forbidden Material.

Social media: As a general rule, never assume that what is said or posted on social networks and public websites is private. Employees are responsible for what they say or post online. Any statements made online may be perceived as reflecting Polycor's positions or values and may result in unnecessary liability for both you and the Company. Employees are not authorized to speak or post on social networks or in any public online forum, or elsewhere on Polycor's behalf without the prior approval of Polycor's management. Authorized employees must ensure that any materials created by their activities are handled in compliance with the records management requirements set out in this Code.

Moreover, employees must observe the following guidelines:

- Employees must only disclose or comment on information that is in the public domain and must refrain from posting anything

that would or could reveal, directly or indirectly, confidential information concerning the Company or its clients, suppliers, and employees.

- Employees must refrain from posting opinions about Polycor products or services online as this may be perceived as providing a biased opinion, which poses certain legal and risks to the Company's reputation. Similarly, employees must refrain from posting comments, reviews, or ratings about competitors' products and services. Employees must uphold Polycor's reputation on social media and public websites at all times. Disparaging, misleading, or untrue statements about the Company, its products or services, and team members can cause serious harm to Polycor's brand. Moreover, employees must show respect for Polycor's competitors. In addition, you must refrain from engaging in any online petition, campaign, speech, or behavior that represents or encourages defamatory, obscene, sexually explicit, hateful, or

discriminatory content, opinions, or ideologies or which could otherwise materially harm Polycor's reputation.

INTELLECTUAL PROPERTY

Employees assign to Polycor their rights to any intellectual property related to Polycor's business interests created during their employment or agreement with Polycor and waive any moral rights thereto. Accordingly, any intellectual property developed or created by employees while employed or retained by Polycor, regardless of when and where it was developed or produced, is the exclusive property of Polycor. This also applies to intellectual property created by employees while employed or retained by Polycor that relates to the Company's business interests, regardless of whether such intellectual property results from activities performed in the course of their duties with the Company.

Employees are prohibited from applying for patents or other intellectual property registrations concerning intellectual property that belong to Polycor, nor can Polycor's intellectual property be used for personal purposes or gain.

Polycor's intellectual property must not be disclosed or used without proper

authorization, and employees are required to preserve and protect the Company's intellectual property. Along with safeguarding Polycor's intellectual property, Polycor and its employees have a responsibility to avoid infringing upon the intellectual property of others, for example, through unauthorized use or reproduction. Accordingly, employees should report any instance of infringement upon Polycor's intellectual property and any case of infringement upon the intellectual property of others by Polycor employees in the course of their employment or agreements with the Company.

AUDITS

Employees are strictly prohibited from coercing, manipulating, misleading, bribing, or otherwise attempting to fraudulently influence Polycor's external auditors at any time, particularly when they are aware or should be aware that their actions could result in Polycor's financial statements or any other audit reports being misleading.

ILLEGAL OR NON-COMPLIANT CONDUCT

Employees are required to report any activity or action that is or may be in

violation of this Code or any applicable law or regulation (an "Event").

Employees who witness any such Event should report the facts and circumstances to their immediate supervisor or use the Company's email address and hotline used solely for such information: integrity@polycor.com.

All complaints, reports and information will be treated as confidential to the extent possible by law and disclosed only to those requiring the information to properly conduct an investigation. The Company will investigate all reports to determine the appropriate measures to be taken.

We expect all employees to act honestly and in good faith when filing a complaint or report under this Code. Accordingly, employees will not be penalized for reporting or making inquiries about any apparent unethical behavior or seeking advice on handling any suspected violation or situation described in this Code in good faith.

Intimidation of or retaliation against an employee for reporting an incident in good faith is strictly prohibited and will be dealt with strictly.

COMPLIANCE / SANCTIONS

Employees are responsible for reading and ensuring that they understand the

information contained in this Code and for consulting with their immediate supervisor or the persons identified in Schedule "B" attached hereto, which forms an integral part of this Code, if they have any questions regarding its contents.

Failure to comply with this Code may result in disciplinary action up to and including termination of employment. Violations of this Code may also result in legal action or criminal penalties. Employees who witness a violation and fail to report it may be subject to disciplinary action. Supervisors or managers may be subject to disciplinary action to the extent that a violation reflects inadequate supervision. Supervisors or managers informed of a violation and fail to take appropriate action may also be subject to discipline, up to and including dismissal and a claim for damages.

WAIVER

A waiver of any provision of this Code may be granted if it is deemed necessary and appropriate under the circumstances. Any waiver of this Code for any employee may be made only by the Board of Directors, the Audit Committee, or the Corporate Governance and Compensation Committee and will be promptly

disclosed as required by applicable laws or stock exchange regulations.

SCHEDULE "A"

STATEMENT

By signing this statement, I acknowledge that I have received a copy of the Business Code of Conduct (the "Code") issued by my employer, Polycor Inc. I acknowledge that it is my responsibility to read and understand the information contained herein and consult with my immediate supervisor or the persons listed in the attached Schedule "B" should I have any questions concerning its contents.

I understand and agree:

1. that this Code is intended to be used as a general guide;
2. that this Code sets forth Polycor's policies and practices in effect as of the date of its publication;
3. that Polycor may change these policies, in whole or in part, at any time, with or without notice;
4. that in the event that Polycor modifies any of the policies contained herein, these changes will become effective immediately upon the issuance of the new policy by Polycor;
5. that as a Polycor Inc. employee, I am required to read and follow the policies set forth in the Code of Business Conduct, and I agree to do so; and
6. that if I do not comply with this Code, I may face disciplinary action, up to and including dismissal, legal action, or criminal sanctions.

Employee Name (Printed)

Date

Signature

SCHEDULE "B"

CONTACT INFORMATION

For any questions or comments relating to the present Business Code of Conduct or to report an event relating to the policies contained herein, please send an email to : integrity@polycor.com By email: integrity@polycor.com

Or contact one of the following people:

General Counsel	Me Terence Mathieu T. 1-418 692-4695 #1541 C. 1-418 254-2683 terence.mathieu@polycor.com
Vice-President of Human Resources	Ms. Nancy Proulx T. 1-418 692-4695 #1258 C. 1-418 670-4247 nancy.proulx@polycor.com Ms. Mélissa Leclerc 1-514-435-5285 Melissa.leclerc@polycor.com
Chief Financial Officer	Mr. Michael Singh C. 1-418-931-2236 Michael.singh@polycor.com
DIVISION	CONTACT INFORMATION
<u>POLYCOR INC.</u>	
Polycor (Curbs)	Mr. Mathieu Bergeron T. 1-418-323-2222 #233

	<p>C.418-455-3680</p> <p>mathieu.bergeron@polycor.com</p>
Polycor (Tiles and Slabs)	<p>Mr. Daniel Robert</p> <p>T. 1-819-652-2000 #4353</p> <p>C. 1-819-583-7186</p> <p>Daniel.robert@polycor.com</p>
Polycor (Quarries)	<p>Mr. Eric Mayer</p> <p>T. 1-418-692-4695</p> <p>C. 1-819-582-1282</p> <p>eric.mayer@polycor.com</p>
Polycor (Sales)	<p>Mr. Hugo Vega</p> <p>T. 1-418-692-4695 #1229</p> <p>C. 1-418-455-4758</p> <p>hugo@polycor.com</p> <p>Mr. Jean-François Lemieux</p> <p>T. 1-418-692-4695 #1224</p> <p>C. 1-418-575-2615</p> <p>jeff.lemieux@polycor.com</p> <p>Ms. Alexandra Niedbalski</p> <p>C. 1-602-684-6464</p> <p>alexandra.niedbalski@polycor.com</p> <p>Mr. John Machunis</p> <p>1-812-559-1001</p> <p>John.machunis@polycor.com</p>
Polycor (Marketing)	<p>Mrs. Fernanda Pedroso</p>

	<p>C. 1-514-465-5560</p> <p>Fernanda.pedroso@polycor.com</p>
ROA Canada inc. (Plants)	<p>Mr. Gabriel Ouellet</p> <p>C. 1-819-571-0777</p> <p>gouellet@can.rockofages.com</p>
ROA Canada inc. (Quarries)	<p>Mr. Cedric Amar</p> <p>T. 1-770-737-2851</p> <p>C. 1-678-756-2851</p> <p>cedric.amar@polycor.com</p>
<p><u>POLYCOR STONE</u> <u>CORPORATION</u></p>	
Polycor New England inc.	<p>Mr. Kevin Jack</p> <p>T. 1-603-224-1971</p> <p>C. 1-603-931-0145</p> <p>kevin.jack@polycor.com</p>
<p>Polycor Virginia inc.</p> <p>Polycor Oklahoma inc.</p> <p>Georgia Architectural Stone</p> <p>Georgia Stone Quarries</p> <p>Polycor Vetrazzo</p> <p>Carolina Quarries Inc.</p>	<p>Mr. Matthew Howard</p> <p>T. 1-812-287-7510</p> <p>C. 1-317-366-2868</p> <p>matthew.howard@polycor.com</p>
ROA Corporation (Manufacturing)	<p>Mr. Robert Boulanger</p> <p>T.1-802-476-0325</p>

	<p>C. 1-802-839-0419</p> <p>rboulanger@rockofages.com</p>
ROA (Quarries)	<p>Mr. Cedric Amar</p> <p>T.1-770-737-2851</p> <p>C. 1-678-756-4045</p> <p>cedric.amar@polycor.com</p>
Swenson (Quarries)	<p>Mr. Kevin Jack</p> <p>T. 1-770-737-2851</p> <p>C. 1-603-931-0145</p> <p>kevin.jack@polycor.com</p>
Swenson (Manufacturing / Retail)	<p>Mr. Kevin Jack</p> <p>T. 1-770-737-2851</p> <p>C. 1-603-931-0145</p> <p>kevin.jack@polycor.com</p>
Pennsylvania Granite Corporation	<p>Mr. Eric Mayer</p> <p>T. 1-418-692-4695</p> <p>C. 1-819-582-1282</p> <p>eric.mayer@polycor.com</p>
Granite Industries of Vermont Inc.	<p>Mr. Robert Boulanger</p> <p>T.1-802-476-0325</p> <p>C. 1-802-839-0419</p> <p>rboulanger@rockofages.com</p>

<u>POLYCOR WEST</u>	
	<p>Mr. Matthew Howard T. 1-812-287-7510 C. 1-317-366-2868 mhoward@ilco.com</p>
<p>The North Carolina Granite Corporation</p>	<p>Mr. Kevin Jack T. 1-770-737-2851 C. 1-603-931-0145 kevin.jack@polycor.com</p> <p>Mr. Cedric Amar T. 1-770-737-2851 C. 1-678-756-4045 cedric.amar@polycor.com</p>
<p>Polycor France</p>	<p>Mr. Jonathan Cantin C. 33 6 31 00 16 41 Jonathan.cantin@polycor.com</p>

SCHEDULE "C"
GIFT DISCLOSURE FORM
(valued over \$500)

SUBMITTER

Last name

First name

Position

Workplace / Division

GIFT INFORMATION

Donor:

Gift (Description):

Date Received:

Value/Cost:

SUBMITTER

Signature

Date

I hereby certify that the information contained in this form is true and accurate.

SCHEDULE "D"

REAL OR POTENTIAL CONFLICT OF INTEREST DISCLOSURE FORM

I am directly or indirectly involved in other business ventures or employment activities that involve or may involve a real or potential conflict with Polycor's interests:

No Yes (if so,
please describe):

I have direct or indirect investments, business commitments, or relationships that involve or may involve a real or potential conflict with Polycor's interests:

No Yes (if so,
please describe):

Over the past two years, I have been employed or involved in business ventures or companies that are in competition with Polycor:

No Yes (if so,
please describe):

I am bound by restrictive covenants, such as non-competition or non-solicitation clauses, from a previous or current employer or a previous or current business venture:

No Yes (if so,
please describe):

I wish to disclose the following real or potential situations of real or potential conflict of interest of which I am aware in my workplace:

If I have been previously employed by or involved with companies or business ventures in competition with Polycor, I understand that I may have had knowledge of or access to undisclosed confidential or proprietary information from those competitors. I understand that I must not share this information with anyone at Polycor unless it has been publicly disclosed or is otherwise available through legal means, and I confirm that I have not shared it. I also confirm that I have returned to my previous employer all property belonging to them, including any confidential or proprietary information and documentation, as well as any third-party information and documentation provided to me.

Name (Printed)

Date

Signature

SCHEDULE “E”

PROCUREMENT POLICY

PURPOSE

To establish standard policies and procedures for all employees who purchase or approve the Company's purchase of goods or services.

To provide instructions and guidelines for selecting vendors, approving expenditures, and creating purchase orders.

SCOPE

This policy applies to all Polycor employees in the United States, Canada, and France who purchase or approve the purchase of goods or services for the Company.

ETHICS – CONFLICT OF INTEREST

These rules apply to all interactions with current or potential suppliers. Failure to comply with this policy may result in disciplinary action up to and including termination of employment.

GIFTS

Clients who offer employees gifts, favors, or incentives may be acting with the intent of receiving benefits in return rather than being motivated by pure generosity. Therefore, offering or receiving gifts, money, favors, or products can be perceived as a way to influence a business relationship and can place you in a situation of conflict of interest.

Employees are strictly forbidden from accepting gifts, money, favors, or products from clients and suppliers. If an employee receives a gift at work or at home, they should disclose it to their immediate supervisor, who will then send it to the company social club to be redistributed to employees at random.

CONFLICTS OF INTEREST

Avoiding situations of conflict of interest that may impact objectivity and independence of judgment is important. For example, a conflict of interest may arise when it is in the interest of an employee, a family member, a relative, or a company

employing a family member to do business with the Company, whether or not the interest is financial.

An employee who finds themselves in such a situation should report it immediately to their immediate supervisor, who will assess the next steps to be taken. The Director of Purchasing can also be contacted to assist in managing the situation.

Employees in a position of real or potential conflict of interest are prohibited from participating in selecting suppliers, negotiating terms and conditions, or influencing employees responsible for these tasks.

CONFIDENTIALITY

It is important to preserve the confidentiality of our suppliers' data and documents. Polycor employees must not disclose to any third party, especially to competing suppliers, the prices and conditions provided by other suppliers.

SELECTING SUPPLIERS

While selecting suppliers is determined by a number of factors that could be specific to a given situation (price, availability, quality, location, etc.), all employees must follow the same set of guidelines when selecting suppliers.

New suppliers

To select a new supplier, Polycor employees must :

- Ascertain the supplier's reputation and stability by seeking business references. For example, this might involve checking their customer service performance, the duration of their business relationships, or whether their suppliers are paid fairly.
- Negotiate the terms of payment once prices have been established. Polycor's standard payment terms are 90 days following receipt of the invoice. Polycor cannot accept payment terms of under 30 days net without the prior authorization of the CFO or the COO. A minimum discount of 2% can be offered when invoices are paid within 30 days. During negotiations, suppliers must be informed that payments are issued twice a month. The first payment is made on the 10th, for invoices due between the 1st and the 15th of the

month, and the second payment is made on the 25th, for invoices due between the 16th and the end of the month. The Director of Procurement must be contacted to lead negotiations for new suppliers with an estimated annual spend of over \$100,000.

- The following supplier information must be collected and sent to the designated contact in the finance department:
 - The supplier's legal name and address;
 - Polycor's tax information: W-9 in the US, GST, and QST in Quebec;
 - The negotiated payment terms;
 - The supplier's Accounts Receivable contact information;
 - The liability insurance certificate for all carriers and subcontractors arriving at the site;
 - For the United States, proof of Worker's Compensation Insurance for all subcontractors who will be working on the site.

Choosing from among existing suppliers

When possible, Polycor employees should request bids or quotes from at least two qualified suppliers to select the most cost-effective supplier based on the relevant project requirements.

SPEND APPROVAL THRESHOLDS

All employees involved in purchasing or approving the purchase of goods or services for the Company will be assigned a spending threshold by the Company and are expected to comply with it.

All purchases equal to or greater than \$50,000 must be approved by the CEO or the CFO.

PURCHASE ORDERS

All orders placed with suppliers are required to be issued using a purchase order (PO) generated by the System and must be sent to the supplier prior to delivery. The PO must contain the following information:

- The PO reference number;

- The name and address of the division placing the order as well as the name of the employee issuing the PO;
- The name and address of the supplier;
- The currency;
- The terms of payment with a note stating that payments are issued on the 10th and 25th of the month;
- The description of the product(s) or service(s);
- The price per unit, quantity, and total cost;
- The incoterms;
- The estimated date of shipment or delivery.

The PO must be sent to the supplier by email or fax before the order is delivered.

Directors can grant exceptions for direct purchases or purchases with corporate credit cards.

Name (Printed)

Date

Signature