



# **Code of Conduct**

***2023 | Canada English Edition***

# Table of Contents

<b>1. Conducting Business the Badger Way .....</b>	<b>5</b>
<b>1.1 About the Code of Conduct.....</b>	<b>5</b>
<b>1.2 Living the Badger Values .....</b>	<b>6</b>
<b>1.3 Rules to Live By .....</b>	<b>6</b>
<b>1.4 Following the Code .....</b>	<b>9</b>
<b>1.5 Our Expectations .....</b>	<b>9</b>
<b>1.6 How We Uphold the Code.....</b>	<b>10</b>
<b>1.7 Raise Concerns and Speak Up: ConfidenceLine™ .....</b>	<b>11</b>
<b>2. Accept Individual Responsibility .....</b>	<b>13</b>
<b>2.1 Avoiding Conflicts of Interest .....</b>	<b>13</b>
<b>2.2 Gifts and Bribery .....</b>	<b>15</b>
<b>2.3 Insider Trading .....</b>	<b>16</b>
<b>2.4 Protecting Confidential and Personal Information .....</b>	<b>19</b>
<b>2.5 Clean Desk Policy .....</b>	<b>20</b>
<b>2.6 Progressive Discipline.....</b>	<b>21</b>
<b>3. Professional in Everything We Do .....</b>	<b>24</b>
<b>3.1 Protecting Badger's Assets .....</b>	<b>24</b>
<b>3.2 Ensuring Accurate Record Keeping and Reporting of Information .....</b>	<b>24</b>
<b>3.3 Computing Resources Policy.....</b>	<b>25</b>
<b>3.4 Limited Personal Use of IT Systems and Assets.....</b>	<b>29</b>
<b>3.5 Bring Your Own Device.....</b>	<b>30</b>
<b>3.6 Alcohol and Drug Policy.....</b>	<b>32</b>
<b>APPENDIX A: D&amp;A Concentration Limits.....</b>	<b>41</b>
<b>4. Honest and Open Communication .....</b>	<b>43</b>
<b>4.1 Corporate Disclosure.....</b>	<b>43</b>
<b>5. Have an Action Orientation.....</b>	<b>46</b>
<b>5.1 Adopting Fair Competition and Anti-Trust Practices.....</b>	<b>46</b>
<b>6. Respect People and Cultural Differences .....</b>	<b>48</b>
<b>6.1 Equal Employment Opportunity Statement.....</b>	<b>48</b>
<b>6.2 Anti-Discrimination and Anti-Harassment .....</b>	<b>49</b>

<b>6.3</b>	<b>Reasonable Accommodations .....</b>	<b>55</b>
<b>6.4</b>	<b>Privacy .....</b>	<b>56</b>
<b>6.5</b>	<b>Safety .....</b>	<b>57</b>
<b>6.6</b>	<b>Employment of Family .....</b>	<b>58</b>
<b>6.7</b>	<b>Fraternizing.....</b>	<b>59</b>
<b>6.8</b>	<b>Social Media .....</b>	<b>61</b>
<b>EMPLOYEE CODE OF CONDUCT ACKNOWLEDGMENT .....</b>		<b>63</b>

## Message from the President

### Introduction

Team Badger,

The Code of Conduct serves as a detailed policy, expanding upon our core values and principles, as well as governing our interactions with government agencies, customers, competitors, and colleagues. It is designed to safeguard the well-being of everyone involved in our business, ensuring a fair and ethical work environment.

I invite you to review the Code of Conduct, familiarize yourself with its principles, and apply them to your daily work. Our collective efforts will ensure that we maintain a position of safety, integrity, and leadership within our industry.

At Badger, we're not just committed to doing what's required, we're committed to doing what's right. By prioritizing integrity, we demonstrate to our colleagues, customers, and communities that Badger is an employer and partner worthy of trust.

Thank you for your cooperation in upholding the standards set in our Code of Conduct. I'm confident that together, we will continue to promote a culture of trust, integrity, and success.

Sincerely,

Robert Blackadar  
President & Chief Executive Officer



## Conducting Business the Badger Way

**BADGER**  
INFRASTRUCTURE SOLUTIONS

# **1. Conducting Business the Badger Way**

## **1.1 About the Code of Conduct**

The Code of Conduct (the “Code”) summarizes certain key values of Badger Infrastructure Solutions Ltd. and its wholly-owned subsidiaries and affiliates (collectively, “Badger” or “the Company”) and provides guidance on their application in providing services and representing the Company’s interests. The Code is not, however, intended to be all-inclusive, and should be read in the broader context of the Company’s other plans, policies, practices and procedures (“policies”) (which the Company reserves the right to modify, change, suspend or revoke at any time, to the full extent permitted under applicable law and consistent with the terms of any controlling collective bargaining agreements), as well as any employment, consulting or similar agreements governing the relationship between you and the Company. In the event that the Code conflicts with policies that are subsequently distributed to employees, the more recent document will prevail.

The Company also reserves the ultimate discretion (again, to the full extent permitted under applicable law and consistent with the terms of any controlling collective bargaining agreements) to apply or deviate from policy guidelines as circumstances warrant. The Code should not be viewed as any sort of contract or employment agreement, nor as providing any guaranteed length of employment.

Please read the Code and become familiar with the Company’s values and policies as soon as possible. The Code cannot possibly discuss or discuss every issue or scenario that you may face; thus, if you have any unanswered questions about the contents of the Code or any of the Company’s other policies, please discuss them with your supervisor or call Human Resources.

The Company operates in numerous states, provinces, and localities, some of which have additional laws that may affect or apply to your employment. Furthermore, the law is constantly changing. We do not expect to be able to update the Code with every potential change in applicable law. That said, we intend to comply with the then-current version of any applicable law. Thus, to the extent that anything in the Code conflicts with applicable federal, state, or local law, such applicable law will apply and control over the Code. Nothing in the Code or the policies it incorporates is intended to be or will be applied to prohibit employees from exercising their rights protected under provincial or federal law as may apply.

Moreover, please be advised that the Code works in conjunction with, and does not replace, amend, supplement, or otherwise affect any terms or conditions of employment stated in any collective bargaining agreement that a union has with the Company. Employees who are subject to a collective bargaining agreement should consult the terms of their collective bargaining agreement. Wherever the Code conflicts with the terms expressed in the applicable collective bargaining agreement with the Company, covered employees should refer to the specific terms of the collective bargaining agreement, which will control.

## **1.2 Living the Badger Values**

Badger's history includes a long-standing commitment to business excellence in all areas. Badger's values portray who the Company is and includes a commitment to integrity and ethical business conduct. In today's business environment, living Badger's values are critical for the Company's continued success.

Badger's values are intended to guide the conduct of all directors, officers, employees, contractors, and consultants. It is important that all members of the Badger team embrace these values, as they are fundamental to how the Company does business.

### **We live by the following principles:**

- Respect people, culture, and the environment
- Communicate frequently, honestly and openly
- Be professional in everything we do
- Always remember that we are a "safety" company
- Accept individual accountability for results
- Action orientation with long term focus
- Focus on performance and executing Badger's plan

## **1.3 Rules to Live By**

When operating a commercial vehicle, non-destructive excavation and related services can be extremely dangerous. Simple failures in executing certain day-to-day work tasks can and do result in serious injury and death. The following practices and procedures for Badger personnel operating in the field, otherwise known as Badger's "Rules to Live By", are intended to reduce the frequency and/or severity of incidents:

### **1. Defensive Driving**

All drivers of Badger's commercial vehicles (such as air vacs, hydrovac, service trucks, sewer flushers, TV camera trucks, etc.) must ensure that such vehicle in their care or control is operated and driven defensively at all times.

- Follow professional driving standards of the Smith System defensive driver training at all times.
- Only back up when necessary, using a spotter if available; and if you must back up, always Get Out And Look (G.O.A.L.) before backing.
- Eliminate all distractions while driving.
- Only utilize hands free electronic equipment while driving.
- Obey all applicable traffic laws including seatbelt usage, speed limits, and traffic control devices.

## **2. Boom Safety**

Always be aware of the boom position – look up and live.

- Never move the Badger with the boom out of cradle unless authorized by supervisor and noted on FLRA.
- Boom Limiter must be operated in the second/green position unless authorized by supervisor and noted on FLRA.
- Always maintain safe limits of approach with any overhead obstacles.
- For overhead communication lines, guy lines, streetlights, and pipe racks maintain a minimum clearance of 3 ft. (1 m.) at all times.
- Engage boom locks in applications where the boom does not need to move frequently.
- Always utilize remote hose when the boom cannot be safely positioned around obstacles.

## **3. Stop Work Authority**

Stop Work Authority means that any employee may stop any work task when a potentially unsafe condition is identified.

- Anytime “Stop Work” is exercised it will be reported immediately to supervisor.
- Work will not resume until the unsafe condition has been corrected.
- Always be concerned with individual safety and the safety of co-worker(s), other job site workers, and the public.
- Do not participate in any activities you feel are unsafe.
- Never perform a task that you are not properly trained or authorized to perform.

## **4. Fall Protection**

Always follow Badger safe work procedures for fall protection as is required on top of the Badger Hydrovac Unity and around excavations.

- Every unit shall have the proper fall protection equipment including a full body harness, a self-retracting lanyard (“SRL”) and the proper lanyard for on top of the Badger.
- Tie off while on top of the Badger at all times.
- Fall restraints must be used when any excavation reaches 3 ft. x 3 ft. x 4 ft. deep (1 m. x 1 m. x 1.2 m. deep) or when soil conditions are unstable.
- All fall protection must be inspected prior to use and noted on the FLRA.
- To ensure the unit will not be moved while workers are using fall protection, a “DO NOT OPERATE” tag shall be placed on the Power Take-Off (“PTO”).

## **5. Safety Devices**

Always respect and never tamper with or disable any safety device.

- Tampering with safety devices is strictly prohibited.

- Never alter or disable a safety device, including (but not limited to), back up alarms, Boom alarms, E-Stops, boom limiters, debris tank body up alarms, Geo-tab, PPE, guards, Lock Out Tag Out ("LOTO") equipment, water heaters, safety cameras, Lytx systems, and water pressure regulators.
- Never operate a vehicle or equipment when a defect prevents its safe operation.

## **6. Confined Spaces**

Company employees and contractors shall not enter any confined space until all requirements are evaluated per Badger's Confined Space Entry ("CSE") Program.

- Never break the plane of a Confined Space area without proper authorization and permitting.
- Hazards are identified, evaluated, and reviewed with supervisor and Badger HSE prior to entering.
- Workers entering the space must be trained on CSE hazards, entry procedures, and responsibilities.
- Appropriate signage and permits must be posted.
- Proper PPE equipment has been selected, inspected, calibrated, issued, and utilized by all employees.
- Rescue services are in place, when required.

## **7. Incident Reporting**

Badger requires immediate reporting of all incidents, no matter how small. This is necessary in order to ensure that if the incident involves injury, the injured individual(s) receives proper care. Immediate notification also allows for a proper investigation to learn what happened and how such future incidents can be prevented. Incidents that must be reported immediately include (but are not limited to):

- Injuries to employees, contractors, and/or members of the public.
- Vehicle accidents (on or off public roadways).
- Property damage.
- Oil/chemical spills.

All reports of non-compliance with these rules will be thoroughly investigated. If the Company determines that an incident was not reported immediately, appropriate corrective action against the offending employee(s), up to and including termination, will be taken, even on the first occurrence.





## ***“Badger’s Rules to Live By”***

- **Drive Defensively**
  - ✓ **I will** *always practice defensive driving and obey traffic laws.*
- **Boom Safety**
  - ✓ **I will** *always know my boom position and practice safe boom procedures.*
- **Stop Work Authority**
  - ✓ **I will** *always exercise Stop Work Authority in unsafe conditions.*
- **Fall Protection**
  - ✓ **I will** *always follow fall protection procedures.*
- **Safety Devices**
  - ✓ **I will** *always respect and never tamper with or disable any safety device.*
- **Confined Spaces**
  - ✓ **I will** *always obtain the proper permits before entering any confined space.*
- **Incident Reporting**
  - ✓ **I will** *always report incidents immediately, no matter how small*

### **1.4 Following the Code**

The Code sets out the behaviours and standards of conduct that the Company expects of itself and its personnel. It provides an overview of the policies and practices that must be followed by anyone who works for, or represents Badger including Badger’s directors, officers, employees (referenced herein, collectively and individually, and “Employees”), in all countries where the Company conducts business.

Although not themselves Employees, Badger’s business partners, including suppliers, contractors, independent consultants, and joint venture partners, are asked to adhere to the same or similar ethical standards when working alongside Employees.

Badger expects Employees to take action, up to and including the termination of a contract, upon learning that a business partner fails to adhere to the Code and the Company’s policies.

### **1.5 Our Expectations**

#### **Our Employees**

Badger expects its people to share a commitment to integrity, regardless of position, location, business unit, or level of seniority. All members of the Badger team have a responsibility to:

- Educate themselves about the requirements of the Code;

- Acknowledge, on an annual basis, that they have read and agree to abide by the terms of the Code;
- Keep up to date on policies relevant to their roles;
- Speak up, ask questions, and act when they encounter instances of wrongdoing; and
- Use good judgement in all business dealings.

### **Badger's Leaders**

Badger has higher expectations for its leaders who must also:

- Model appropriate behaviours that are consistent with the Code and Badger's values;
- Understand the link between the Code and the policies that apply to the teams they lead;
- Promote open communication and trust in the workplace so that Badger's people feel secure about raising concerns and identifying improvements and opportunities;
- Foster a positive work environment where principled and respectful actions are the norm; and
- Only ask people to do things that they would feel comfortable doing themselves.

## **1.6 How We Uphold the Code**

### **Annual Training and Certification**

When you start work with Badger, and annually thereafter, you are required to complete a review and acknowledgement of the Code.

### **Enforcement**

Failure to comply with the Code and all other policies may result in disciplinary action, up to and including termination of employment. If any actions are deemed criminal in nature, you will be held liable and accountable.

### **Legal and Regulatory Compliance**

Badger complies with the applicable laws and regulations in all of the Company's operating jurisdictions. Badger expects its people to have sufficient knowledge of these laws and regulations in order to identify potential risks and to know when to seek advice.

In all cases, if you are unsure how to proceed, contact your supervisor or call the ConfidenceLine™ (1-800-661-9675) listed in the "Raise Concerns and Speak Up: ConfidenceLine™" section of the Code.

## **1.7 Raise Concerns and Speak Up: ConfidenceLine™**

### **Badger's Policy**

All who work for Badger share a common goal – a safe and healthy workplace – and a commitment to the highest standards of honesty, integrity, and respect in their day-to-day jobs. As part of this goal, Badger has developed a policy that encourages raising concerns and speaking up and engaged a third-party hotline reporting service called ConfidenceLine™.

As discussed more fully in the sections that follow, Badger is committed to conducting business ethically while promoting a work environment that fosters mutual respect, open communication, and integrity. Badger expects its Employees to speak up, ask questions, and raise concerns about business practices that may indicate illegal or unethical behaviour. This includes raising concerns about actual or suspected violations of the Code, Company policies, and/or legal or regulatory standards.

Badger is committed to investigating all good faith concerns raised in accordance with the Code, and the Company strictly prohibits all forms of unlawful retaliation. Unlawful retaliation against a person who reports such a concern will not be tolerated, and violators will be subject to disciplinary action, up to and including termination. The same applies to any intentional abuse of the Company's reporting process, including the raising of malicious or knowingly false allegations.

### **Reporting**

It is important that everyone be provided with an avenue to report any issues that are detrimental or counterproductive. Badger encourages this reporting at the supervisor, manager, human resources, or executive level, but should a situation arise where an Employee is uncomfortable using any of these regular channels, the Company has engaged the third-party hotline reporting services of ConfidenceLine™. This gives everyone access to a third-party to help maintain confidentiality and security of anonymity without fear of personal or professional reprisal.

### **Summary**

ConfidenceLine™ provides you with an anonymous, confidential means for reporting sensitive workplace information relating to many issues, including but not limited to instances of fraud/theft, workplace violence, substance abuse, discrimination, harassment, conflict of interest, safety violations, malicious damage, and regulatory violations.

**CONFIDENCELINE™**  
**Toll Free 24/7, Confidential**

**1-800-661-9675**

**[www.badgerinc.confidenceline.net](http://www.badgerinc.confidenceline.net)**



# Accept Individual Responsibility



## 2. Accept Individual Responsibility

### 2.1 Avoiding Conflicts of Interest

#### Badger's Policy

Badger Employees must avoid all situations in which their personal interests conflict with their and the Company's professional responsibilities and ensure that all business transactions are conducted with the best interests of the Company in mind.

Conflicts of interest may be actual or perceived, and often, their impact on the business may be unclear or complicated. For this reason, all conflicts of interest must be disclosed promptly to your supervisor and as part of your annual acknowledgement of the Code.

Disclosing all conflicts of interest that may influence your business decisions, whether actual or perceived, allows management to mitigate risks.

A conflict of interest exists where you are in a position to influence a Badger business decision that may result in a personal gain for yourself, a relative, or someone living in your household.

Having a conflict of interest is not necessarily a violation of the Code, but failing to disclose the conflict promptly and properly is a violation.

### **Your Responsibilities**

#### ***You should:***

- Disclose any personal, romantic, or family relationships that might create an actual, perceived, or potential conflict of interest.
- Disclose material investments and other financial interests you have in a company or commercial enterprise that is a Badger competitor, supplier, or has a business relationship with the Company.
- Obtain approval from your supervisor before engaging in outside or secondary work that may interfere or conflict with your duties at Badger, including board or committee work for outside organizations.

#### ***Exclude yourself from the following:***

- Hiring, promoting, or supervision (in the same line of authority) of a family member, or person with whom you are in a romantic relationship.
- The process of selecting, managing, or influencing a relationship with a contractor, supplier, or other business partner if they employ or are controlled by someone with whom you have an immediate or extended family and/or other personal connection.

#### ***Do not:***

- Accept business courtesies other than of a nominal value from suppliers, customers, or competitors – especially if Badger is seeking requests for proposals for products and/or services offered by that supplier.
- Accept personal discounts or other benefits from suppliers or customers if they are not available to the general public or your colleagues.
- Use Badger resources, intellectual property, or facilities for outside activities unless you have previous approval from your supervisor and the use is otherwise permitted by Badger policies.

### **Summary**

You have a duty to ensure that nothing interferes with your ability to make all business decisions in the best interest of the Company.

If you have any questions about this policy, please contact Human Resources.

## **2.2 Gifts and Bribery**

### **Badger's Policy**

As a responsible business, Badger takes steps to ensure that corruption does not occur within its operations. The Company never offers, attempts to offer, promises, or accepts payments, gifts, or anything of value that could influence a business decision. This includes improper payments or other incentives made with a corrupt intent whether the exchange is made by Badger's Employees or a business partner.

Badger ensures that all interactions with public officials comply with the law. The Company never offers or gives any payments to public officials or others to secure or speed up the performance of actions to which the Company is legally entitled.

### **Your Responsibilities**

It is your responsibility to:

- Report all requests for bribes, facilitation, and other improper payments or incentives.
- Monitor the activity of all business partners engaged to act on Badger's behalf.
- Take special care when engaging in the following:
  - Ensure that business courtesies offered to public officials comply with Badger's policies and applicable laws and regulations.
  - Notify and receive permission from your supervisor prior to accepting any gift, trip, etc. of value over \$500.00.

### **Do not:**

- Solicit gifts, gratuities, etc. from vendors, contractors, etc.
- Accept meals, entertainment, travel, gratuities, merchandise, or promotional material that could influence your objectivity in making business decisions.
- Allow an improper payment or incentive in order to influence a business decision.
- Pay a bribe.
- Engage a business partner to act on Badger's behalf without performing thorough due diligence.

### **Summary**

Do not permit or engage in the exchange of any kind of improper payment or incentive. Make sure Badger's business partners adopt this practice when acting on the Company's behalf.

If you have any questions about this policy, please contact Human Resources.

## 2.3 Insider Trading

### Purpose

It is illegal under securities laws and regulations to trade in shares and other securities while in possession of undisclosed Material Information (as defined herein) and to communicate such information to others who might trade in such shares or securities. Such prohibited activities are often called "insider trading" and "tipping".

The rules and procedures outlined in this section have been implemented in order to prevent improper trading in Badger Securities (as defined herein) and the improper communication of undisclosed Material Information relating to Badger by Badger Personnel (as defined herein). In addition, this section is aimed at preventing Badger Personnel from engaging in activities that, although not illegal, may expose them or Badger to potential reputational risk.

### Definitions

As used in this section, the following terms shall have the following meanings:

- **"Applicable Laws"** means applicable securities laws and regulations.
- **"Badger"** means Badger Infrastructure Solutions Ltd. and, as the context requires, its subsidiaries and affiliates.
- **"Badger Personnel"** means all directors, officers, employees and consultants of Badger, their respective associates and/or affiliates and anyone associated with any of the foregoing persons, including family members and other members of their households.
- **"Badger Securities"** means shares, options, notes and any other securities that Badger may issue from time to time (such as bonds or convertible securities) and includes, for the purposes of this section, any instrument, agreement, or security whose value, market price or payment obligations are based on the value, market price or payment obligations of a security of Badger (such as stock options, deferred share units, restricted share units and performance share units) and any other instrument, agreement or understanding that affects, directly or indirectly, a person's economic interest in a security of Badger.
- **"Designated Insiders"** means Badger Personnel that Badger has designated as persons who are subject to certain trading restrictions due to their access to undisclosed Material Information about Badger.
- **"Designated Personnel"** means Badger Personnel who, (i) as participants in a material event or transaction, have signed a confidentiality or non-disclosure agreement containing trading restrictions, or (ii) have otherwise been identified as Designated Personnel by Badger.
- **"Legislative Insider Trading Prohibition"** means the prohibition under Applicable Laws against employees, directors, officers and persons in receipt of undisclosed Material Information buying or selling securities of Badger while in possession of such Material Information and prior to dissemination of such information to the public.



- **"Material Information"** means (i) any information relating to the business and affairs of an issuer that result in or would reasonably be expected to have a significant effect on the market price or value of any securities of such issuer, including any information that a reasonable investor would consider as important to a decision to trade any securities of an issuer, or (ii) any material fact or material change in the business, operations or capital of an issuer which would reasonably be expected to have a significant effect on the value or market price of the securities of such issuer.
- **"Policy"** has the meaning ascribed thereto in Section 1.
- **"Reporting Insiders"** means Badger Personnel who are directors or executive officers, or such other persons designated by Badger as reporting insiders within the meaning of *National Instrument 55-104 – Insider Reporting Requirements and Exemptions* (NI 55-104).

### **General Restrictions Applicable to Personnel**

- **Insider Training:** Badger Personnel are prohibited from trading in Badger Securities while in possession of undisclosed Material Information, subject to limited exceptions set forth in Applicable Laws. They are also prohibited from trading in another issuer's securities while in possession of undisclosed Material Information regarding that issuer gained through their work with Badger.
- **Tipping:** Badger Personnel are prohibited from disclosing undisclosed Material Information to, or "tipping", another party or recommending that another party trade in Badger Securities or another issuer's securities while Badger Personnel have knowledge of undisclosed Material Information. Tipping is a violation of law, even if the person disclosing the information does not personally make a trade or otherwise benefit from disclosing the information.

There are limited circumstances in which undisclosed Material Information may be disclosed in the necessary course of business, if there are no grounds to believe the undisclosed Material Information will be used or disclosed contrary to Applicable Laws. If Badger Personnel believe they are faced with these circumstances, they should send a request to the Chief Financial Officer of Badger (the **CFO**) to confirm whether such undisclosed Material Information may be disclosed.

- **Consequences of Non-Compliance: The consequences of insider trading and tipping can be severe.** Badger Personnel who contravene securities laws or regulations expose themselves to criminal, penal and administrative actions by the relevant authorities, which could lead to substantial fines, cease trade orders and imprisonment. Badger may (and may be required by Applicable Laws to) refer violations of this Policy or relevant laws to the appropriate regulatory authorities. Badger Personnel who violate this Policy will also be subject to disciplinary actions, which may include restrictions on future participation in securities-based incentive plans or termination of employment without notice or payment in lieu of notice.

## **Additional Restrictions Applicable to Reporting Insider, Designated Insiders, and Designated Personnel**

- **Trading Restrictions and Blackout Periods:** All Reporting Insiders and Designated Insiders are subject to “regular blackout periods” surrounding the release of Badger's quarterly and annual financial results. **Reporting Insiders and Designated Insiders may not trade in Badger Securities during the period commencing on the date following each quarter or year end, and ending at the conclusion of the second trading day following the release of Badger's annual or quarterly financial statements.**

In addition, the CFO may, on the recommendation of the board of directors of Badger, or a committee formed by the board of directors, from time to time as a result of special circumstances relating to Badger, such as an acquisition, project, event or any other transaction, designate a “discretionary blackout period” for such length of time as is deemed necessary and determine the Badger Personnel to which such discretionary blackout period applies. Such Badger Personnel will be Designated Personnel and will be prohibited from trading in Badger Securities during the discretionary blackout period.

Notwithstanding the foregoing, employees, consultants, directors and officers of the Corporation are not required to comply with Badger's policy on trading in securities set forth herein in respect of trades which are made pursuant to exemptions from the Legislative Insider Trading Prohibitions, including, but not limited to, trades made during blackout periods under any written automatic purchase or disposition plans established prior to the relevant blackout periods and approved by the board of directors of Badger, in accordance with Applicable Laws.

- **Pre-Clearing Trades:** All Reporting Insiders, Designated Insiders and Designated Personnel who wish to trade in Badger Securities must first submit a request to the CFO, who shall be responsible for approving and monitoring the trading activity of such persons. A request should specify the type of transaction (e.g., purchase, sale or exercise of stock options and confirmation on the intention to subsequently hold or sell the underlying securities). **No trade in Badger Securities may be carried out without the pre-clearance of the CFO.**

**Badger Personnel are reminded that, notwithstanding the pre-clearance of a trade by the CFO, the ultimate responsibility for complying with all applicable insider trading restrictions rests with the individual trading in Badger Securities.**

- **Filing Insider Reports:** Under Applicable Laws, a person or corporation who becomes a Reporting Insider of Badger must file an insider report within ten (10) days of the date of becoming a reporting insider within the meaning of NI 55-104, disclosing the Reporting Insider's (i) beneficial ownership of, or control or direction over, whether direct or indirect, Badger Securities, and (ii) interest in, or right or obligation associated with, a related financial instrument involving a Badger Security.

In addition, a Reporting Insider must file a subsequent insider report of any changes to the above disclosed information within five (5) days of the date of the change. Badger may assist any Reporting Insiders in completing and filing insider reports, but the ultimate

responsibility for complying with the insider filing requirements rests with the Reporting Insider trading in Badger Securities.

### **Document Control Information**

This Insider Trading Policy was approved by the Board and may be further amended at any time, subject to approval by the Board.

## **2.4 Protecting Confidential and Personal Information**

### **Badger's Policy**

Badger and its Employees must treat confidential information about the Company's business plans, operations and/or other activities as proprietary to the Company. Confidential information includes but is not limited to trade secrets, innovations, equipment designs, processes, computer codes, data, know how, improvements, discoveries, developments, techniques marketing plans, strategies costs, pricing, orders, contracts, customers, and client lists, or any other information that Badger would like to treat as confidential for any purpose.

During the course your employment you will come into contact with or produce confidential information. In addition to the Code, you may be required to sign a separate confidentiality agreement, which shall be maintained in your personnel file.

You may not communicate or disclose confidential information unless you have specific authority to do so.

### **Your Responsibilities**

Follow the Clean Desk Policy when handling sensitive information:

- Shred or otherwise destroy all documents containing confidential information when they are no longer necessary.
- Promptly remove confidential information from conference rooms, work areas, or other communal work areas after meetings have concluded.
- Confidential information sent through internal or external mail should be marked as "Confidential".
- If you need to leave your laptop, phone, or tablet for any length of time, lock it so that no one else can access it.
- For desktop computers, sign out and/or lock your screen when not at your desk.

### **Do not:**

- Read, display, or discuss confidential information in places where the discussion may be overheard, or the information viewed, such as in elevators, hallways, restaurants, bathrooms, stairwells, airplanes, or taxis.
- Disclose confidential information, unless specifically authorized to do so.

## Summary

Confidential information must always be protected and should only be disclosed when you have the specific authority to do so.

If you have any questions about this policy or what is considered confidential information, please contact Human Resources.

## 2.5 Clean Desk Policy

### Badger's Policy

**Sensitive Information:** The Information Classification Standard can be used to identify the sensitivity level of information. Information classified as Confidential, Highly Confidential, or Personal is protected by this policy.

This policy will also apply to information classified as "General" when the individual's workspace is publicly visible (e.g., working in public spaces like airports, coffee shops, inside a truck parked in a public place, etc.)

To meet basic security and privacy obligations:

- Documents containing sensitive information must not be left unattended at anytime.
- Personnel should turn work papers face-down before temporarily leaving their work area.
- Workstations, laptops, tablets, and Badger-issued mobile phones must be locked when personnel leave their work area.
- Sensitive information is disposed of in a secure manner (e.g., shredded).
- Individuals are advised to take steps against unauthorized eavesdropping of sensitive information, e.g.: position computer screens away from casual observation.

### Your Responsibilities

Whenever a work area (e.g., desk) is unoccupied for an extended time, the following will apply:

- All sensitive information must be removed from the publicly accessible or visible area of the workspace and be physically locked away (e.g., a drawer, filing cabinet, trunk of vehicle).
  - This includes electronic media, such as external hard and USB thumb drives and CD/DVDs.
  - This includes portable computing devices such as laptops, tablets, and mobile phones

Whenever a work area (e.g., desk) is unoccupied for a short time, the following will apply:

- All sensitive information should be protected from casual observation (e.g., turned over, placed in folder)

- Computer systems (laptops, desktops, tablets, mobile phones) will have their screens locked or be shutdown

At all times:

- Use the Information Classification Standard to classify and label information sensitivity. Manage the information consistent with its classification.
- Computer access codes (e.g., passwords, PINs) are not shared, or written down
- Whiteboards and other presentation materials containing sensitive information must be cleaned or removed when no longer needed
- Access badges, keys, etc. must not be accessible to unauthorized people.
- All wastepaper which contains sensitive information must be shredded or placed into secure bins designated for this purpose.
- Printers and fax machines should be treated with the same care under this policy.
- Any print jobs containing sensitive information should be retrieved immediately.

If you have any questions about this policy or what is considered confidential or sensitive information, please contact Human Resources.

## **2.6 Progressive Discipline**

### **Badger's Policy**

Badger's Employee's live the Company's values when their words and actions are consistent with the expectations in the Code and the Company's other policies. When employee behaviours are not consistent with the Badger's expectations, corrective action will be taken to reduce the risk of the inappropriate behaviour being repeated. The corrective action supports Badger's goal that its employees, customers, suppliers, and members of the public experience the best of what the Company has to offer.

### **Responsibilities**

#### **As a Badger employee, you must:**

- Ensure your behaviour is consistent with the expectations of the Code and Badger's other policies.
- Speak up and act when you encounter behaviour that is inconsistent with Badger's expectations.
- Participate in the investigation of alleged inappropriate behaviour when asked to do so.
- Demonstrate improved behaviour or performance when counseled about issues.
- Ask your manager to clarify policies, procedures, expectations, etc., or follow up with Human Resources if you do not feel comfortable approaching your manager about the issue.

**As a Badger manager, you must also:**

- Set the example by modeling appropriate behaviours that are consistent with the Code and Badger's other policies and values.
- Investigate alleged inappropriate behaviour within the teams you lead (where appropriate), and engage with Human Resources about such investigations or outcomes where appropriate;
- Seek advice (when appropriate) from your Human Resources Business Partner to ensure corrective action is consistently applied throughout Badger.
- Decide on appropriate corrective action in response to inappropriate behaviour, including employee discipline up to and including termination.
- Communicate discipline to employees who have behaved inappropriately.

**Summary**

All members of the Badger team and those they interact with expect Badger and its Employees to act in a safe, respectful, and professional manner. Employees must uphold the Code and Badger's other policies by taking corrective action when any of Badger's people behave in a manner that is inconsistent with the Company's expectations. For further detail, please refer to the full Progressive Discipline Policy. However, for the avoidance of doubt, to the full extent allowed under applicable law or any controlling collective bargaining agreements, Badger reserves the right to take whatever disciplinary action it deems appropriate in any given situation.

If you have any questions about this policy, please contact Human Resources.



**Professional in Everything We Do**

**BADGER**  
INFRASTRUCTURE SOLUTIONS

## **3. Professional in Everything We Do**

### **3.1 Protecting Badger's Assets**

#### **Badger's Policy**

Badger and its people are responsible for the security of all Badger assets whether they are physical or intangible. This means that they are responsible for protecting them from theft, loss, damage, waste, and improper use.

Badger's people protect the confidentiality associated with intellectual property during their tenure and after their departure from the Company.

Innovations created during the course of employment or service with the Company become Badger property and remain with the Company.

#### **Your Responsibilities**

- Use the Company's assets and resources only for legitimate business purposes and for the benefit of the Company. The Company provides for limited personal use of IT systems and assets.
- Protect the Company's assets and resources from misuse and harm by others.
- The Company's assets include its confidential information, trade secrets and other intellectual property

#### **Do not:**

- Use the Company's assets to support or engage in non-Badger business or other unauthorized activities.
- Remove the Company's assets from Badger facilities unless you have authority to do so.

#### **Summary**

Badger's people all have a responsibility to safeguard Badger's assets.

If you have any questions about this policy, please contact Human Resources.

### **3.2 Ensuring Accurate Record Keeping and Reporting of Information**

#### **Badger's Policy**

Badger's financial records must be accurate, complete, and comply with professional accounting and financial reporting standards.

Badger ensures that an effective system of internal controls exists to protect the Company's assets, transactions, and financial reporting practices. Badger's financial records are supported by adequate documentation. Badger ensures that the Company meets its financial reporting and public disclosure obligations by complying with applicable securities laws and regulations.



Badger reports all accounting, purchasing, or auditing irregularities and any circumvention or overriding of internal controls in accordance with the Speak Up section of the Code.

### **Your Responsibilities**

- Follow processes as directed by those charged with managing controls. Operate all controls assigned to you.
- Ask questions about incomplete, unusual, or misleading information regarding the nature of a business transaction.
- Watch for results that seem inconsistent with performance.
- When instructed to do so by the Company, cooperate with internal and external auditors, investigators, accountants, or other financial advisors, especially when allegations of wrongdoing are under investigation.

### **Do not:**

- Create false or misleading records or take actions to circumvent or override internal controls.
- Approve a financial transaction or expenditure that exceeds your approval authority or which you think may be incorrect.

### **Summary**

Never prepare false or misleading records or take actions to circumvent or override internal controls. Creating false or misleading results is against the law and is a serious offence. Speak up if you have concerns about how a financial transaction is being recorded.

If you have any questions about this policy, please contact the Chief Financial Officer, the Chief Human Resources Officer, or their authorized designees within their departments.

## **3.3 Computing Resources Policy**

Section 3.3 - 3.5 provide a summary of Badger's Acceptable Use Policy and associated Information Security Policies.

### **Badger's Policy**

Badger's Employees use the Company's information technology systems and assets (e.g., computers, mobile phones, tablets, and IT networks) responsibly and in accordance with Company practices. This includes using them for legitimate business purposes and requires that Badger and its Employees take adequate precautionary steps to protect against potential cyber risks. Neither Badger nor its Employees use these resources to perform illegal or unethical activities.

Each Employee has an obligation to use the provided equipment for business purposes in a responsible, ethical manner, as outlined by this policy.

This policy is organized into four areas:

- Computer and Network Usage

- Internet Access
- Email Usage
- Cell Phone Usage

## **1. Computer and Network Usage**

The network infrastructure and attached devices (e.g., servers, computers, printers, etc.) are provided to Badger Employees to facilitate their daily job requirements. All computers, networking and related equipment, software, and Company information generated using these resources are licensed to or property of Badger. As such, each Employee has an obligation to use the provided equipment for business purposes in a responsible, ethical manner as outlined by this policy.

### ***Computer Usage***

Each Badger Employee is provided with the necessary hardware, software, and network access to function in the Employee's job. It is the Employee's responsibility to take reasonable precautions to safeguard the equipment that has been assigned to him or her. You may be allowed to use a personal device for Badger applications. If granted permission to do so, please review the Bring Your Own Device policy. Follow the Clean Desk Policy for managing computing devices. If a Badger-owned device is lost or stolen, it must be reported to the Information Technology Department ("IT") and Human Resources immediately.

Consistent with applicable law, Badger may hold an Employee responsible for the replacement of Company equipment lost or damaged due to negligence or carelessness. This equipment will be supported, maintained, and monitored by IT. This equipment is intended to be used for Badger business related purposes with limited personal use permitted. Employees are forbidden from circumventing security and access controls (e.g., disabling anti-virus protections, creating unauthorized accounts, weakening password rules, etc.).

### ***Software***

Software used on Badger equipment must be approved and authorized by the Vice President of Information Strategy & Technology.

### ***Data Access and Passwords***

Security is a serious consideration in a corporate network environment. Badger production software and data storage systems are protected by user ID and access code (e.g., password, PIN, etc.) combinations. Users are responsible for the following:

- All computer activities occurring under their user ID in a given system.
- Having an access code that meets appropriate complexity requirements.
- Keeping their access codes secret and not sharing them with anyone.
- Changing their access codes routinely, passwords must be changed at a minimum of every six months, or as otherwise directed by IT.
- Reporting and changing a compromised access code immediately.

### ***Malware (including viruses, ransomware, and spyware)***

Viruses are malicious pieces of software designed to harm computer systems and replicate themselves through one or more processes without the knowledge of the user. Spyware applications are similar to viruses except that they generally do not self-replicate or cause malicious damage, rather they are used to track usage. Ransomware is designed to encrypt data files, steal data files, and force the data owner to pay to recover the information. The best way to avoid virus, ransomware, and spyware infection is prevention. Badger provides centralized anti-malware protection solutions to prevent the proliferation of malware. In addition to the software provided, each user has a responsibility to help prevent malware infection by:

- Not downloading or installing unauthorized software.
- Scanning outside files before use.
- Reporting any suspected malware activity to IT Support immediately.
- Not using a virus-infected computer.

### ***Network Access***

Access to Badger's computing resources is approved by the VP, Information Strategy & Technology. Only Badger-managed devices are permitted on the Company's networks. The guest network is an authorized exception for use with personal computing devices; however, Badger retains the right to monitor use of its guest network and take necessary actions to protect the Company's assets.

Non-Badger computing devices (e.g., personal laptops, tablets, and mobile phones), that connect to the Company's non-guest network are in violation of this policy.

## **2. Internet Access**

Internet access is governed by the following:

- Internet access is a privilege.
- Internet access is intended for business use.
- There is no expectation of privacy when using Badger provided Internet access.

Employees using the Internet represent Badger. Employees are responsible for using the Internet in an effective, ethical, and lawful manner. This applies to Internet access via mobile, corporate, and guest networks that are provided by Badger.

## **3. Email Usage**

Email has become one of the most common forms of business communication in the workplace. All illegal communications, including text and images, are discoverable and can be disclosed to law enforcement or other third parties without prior consent of the sender or the receiver. In addition, once email communications reach the Internet from Badger's systems, they are considered unsecured communication. As such, Employees using email must:

- Be responsible for all email communication sent from their computer or user ID.

- Ensure that all communications are for professional reasons, and they do not interfere with the Employee's productivity.
- Be responsible for the content of all text, audio, or images the user places or sends over the Internet. All communications should have the Employee's name attached.
- Not transmit copyrighted materials without permission and/or license.
- Know and abide by all applicable policies dealing with security and confidentiality of Company records.
- Avoid transmission of non-public customer information. If it is necessary to transmit non-public information, Employees are required to take steps reasonably intended to ensure that information is delivered to the proper person who is authorized to receive such information for a legitimate use. Do not auto-forward email to non-Badger email systems (e.g., a personal Gmail account).
- Not forward or send mass mailings, chain letters, or other non-business related and unsolicited communications (i.e., SPAM).
- Not solicit for religious, political, or other non-business-related activities.
- Recognize that, to the full extent permitted under applicable law, there is no expectation of privacy when using Badger email, other messaging platforms or equipment or accounts. Access to such communications may be shared with others, as deemed appropriate by Badger.

#### **4. Cell Phone Usage**

Badger relies upon its client relationships and as such takes great care to protect those relationships. Badger recognizes that mobile communications are an important tool used to foster those relationships that also must be protected. Where Badger decides that mobile communication is required for an Employee to do his/her job, the Company will issue a suitable mobile device to the Employee and the phone number will remain with the Company. Except for emergency situations, only Badger-issued phone numbers should be used for any Company business-related communication.

There are many security risks associated to mobile communications. As such, mobile communications are governed by the following:

- Mobile communications are a privilege.
- Mobile communications are intended for business use only.

#### ***Acceptable Use***

Employees using mobile communications represent Badger. Employees are responsible for using mobile communications in an effective, ethical, and lawful manner.

#### ***Unacceptable Use***

Employees must not use Badger mobile devices for purposes that are illegal, unethical, harmful to the Company, or non-productive. Examples of unacceptable use include, but are not limited to:

- Excessive personal calls.
- Excessive data consumption for non-business purposes.
- Excessive non-business text communications.
- Using the mobile device to harass others.
- Downloading non-business-related apps or any copyrighted materials belonging to third parties without authorization.
- Undertaking deliberate activities that waste staff effort or networked resources.
- Using personal storage devices (e.g., external hard or flash drive, etc.)

### **3.4 Limited Personal Use of IT Systems and Assets**

#### **Overview**

Badger allows our people to make limited use of the Company's IT resources for personal purposes, in accordance with the provisions herein. Please be aware that none of these provisions modify the requirements of Badger's people contained within the Code or apply when Badger's people are using IT resources to carry out their official duties and responsibilities.

#### **Your Responsibilities**

- Badger's people may use the Company's IT systems and assets for personal purposes, but only where such use:
  - Involves no or negligible additional expense to the Company;
  - Does not interfere or conflict with the mission or operations of the Company; and
  - Is permissible under applicable federal, state/provincial, and local laws and regulations.
- Understand that the use of Badger's IT systems and assets in support of or in connection with a private business is not considered a personal purpose, and is not authorized by these provisions.
- Be aware that Badger may revoke the privilege of using the Company's IT systems at any time. Circumstances that may result in curtailing or halting limited personal use of Badger's IT systems and assets include uses that:
  - Result in a loss of productivity;
  - Interfere with official duties;
  - Compromise the mission of the organization;
  - Results in excessive expense to the Company (as determined by the Company, in its sole discretion);
  - Violate other policies, rules, laws, or regulations; and/or

- Are inconsistent with the guidance contained in these provisions.
- Accept that, to the full extent allowed under applicable law, Badger may monitor, log, and restrict use of its IT systems and assets to ensure compliance with applicable policies, rules, laws, regulations, and/or contractual obligations and to help ensure that these systems and assets perform to expected service levels (e.g., problem diagnosis, performance monitoring). In the course of delivering these objectives, details of personal use may be revealed.

Examples of inappropriate personal use include, but are not limited to:

- Uses to download unauthorized software;
- Violation of copyright when downloading or streaming content (e.g., music, video, or similar services);
- Personal use that impairs IT performance (e.g., saturates network bandwidth, exceeds storage quotas);
- Personal use that triggers additional costs to Badger (e.g., exceeds data limits on cellular contracts);
- Activities that are illegal, inappropriate, or offensive to a reasonable person with knowledge of all the relevant facts, including hate speech; material that ridicules others on the basis of race, creed, religion, colour, sex, disability, national origin, sexual orientation, or any other protected class, trait, or characteristic; and harassing or threatening activities;
- Creating, downloading, viewing, storing, copying, or transmitting sexually explicit, or sexually oriented materials; and/or
- Creating, copying, disseminating chain letters, or other mass mailings, regardless of the subject matter.

### **3.5 Bring Your Own Device**

#### **Definitions:**

- "Mobile Device" / "Device" includes portable devices with wireless data plans (e.g., cell phones, smart phones, tablets, etc.) capable of running applications that grant access to Badger electronic resources.
- "Badger Provisioned Application" are applications or services used by the mobile device to access Company information systems.
- "BYOD" or "Bring Your Own Device". A personally owned device that can also be used for work purposes through installation of Badger provisioned applications and services. (Exception: SMS text messages like those sent by dispatch do not require a Company-provisioned application and are exempt from this policy).

## Badger's Policy

- Badger provides BYOD capability for the convenience of its Employees. If mobile access is essential to the individual's job-function, then a Company provisioned mobile device should be used to help ensure service/support levels.
  - Badger does not reimburse employees for the cost of the mobile device or cost of operation (except where required by applicable law). Individuals are liable for all costs associated with their device.
- Mobile devices that are supported for BYOD usage are solely determined by Badger's IT Services. Badger reserves the right to change the support status of a mobile device at any time.
- Employees accept that Badger may require that the mobile device have security configuration/security software installed upon it as a condition to use Company provisioned applications. Examples include:
  - Device locked by PIN or biometric (e.g., fingerprint).
  - Company applications are accessible only after successful authentication (e.g., PIN, password, fingerprint).
  - Mobile device may not be permitted access to company electronic resources if "jail-broken"/ "rooted" and/or running at software levels missing critical security patching.
  - Badger may require Company-provisioned applications be updated when new versions are required.
  - Note: Individuals may not try to circumvent security controls placed upon Badger electronic resources.
- Badger may, in its sole discretion, provide limited support for BYOD issues related to accessing Company systems. However, Badger does not guarantee such support.
- Innovations created during the course of employment or service at Badger are Company property and remain with the firm.
  - Badger takes reasonable steps to ensure that it only accesses information associated with Company-provisioned applications. Individuals' personal email accounts, instant messages, photos, etc. remain private (subject to the limited expectation of privacy when connecting to Company IT systems or assets).
- Employees understand they do not own Company-provisioned applications or data.
- Employees understand that Badger reserves the right to monitor and audit Company-provisioned applications for security/support/maintenance reasons and to ensure compliance with Company policies
- Individuals are responsible for all use of the mobile device. Use of Company-provisioned applications is restricted to Badger Employees.

- Employees must immediately notify Badger of the loss or theft of any mobile device that belongs to the Company or contains Company-provisioned applications by making a report to the Company's IT Support and Human Resources.
- Badger may revoke BYOD privileges at any time and for any reason, in its sole discretion, including, without limitation, due to change of employment, or the loss or theft of a device. Badger is authorized to remove/wipe Company information/applications, including the option of doing so remotely and without warning. Reasonable efforts will be made to preserve non-company information, but the Company will not be held responsible/liable for data or function loss if a device wipe is necessary to protect Company data, information, applications, or other assets. Employees are advised to perform regular backups of their personal devices to protect against personal data loss.
- Employees are obliged to cooperate with Badger in the event that the Company or the Employee is served with a subpoena or other court order seeking information on the Employee's device. Badger may require the Employee to give Badger access to the Employee's device in order that the Company may determine if it contains responsive information and/or data, and to secure, copy, or remove such information and/or data.
- Badger provides no guarantee that Company-provisioned applications will not break, disrupt, or degrade functionality of the mobile device.
- Badger safety rules apply while using Company-provisioned applications.

If you have any questions about this policy, please contact the Vice President of Information Strategy & Technology.

### **3.6 Alcohol and Drug Policy**

*Note: This section covers substances that can impair function specifically; cannabis is considered a "mood altering drug" for the purpose of this section.*

#### **Overview**

Badger and its subsidiary or affiliated companies are committed to the health and safety of its Employees, customers, contractors, suppliers, environment, property, and the public. Badger has safety-sensitive operations and all potential safety hazards must be properly addressed. The use of illegal drugs and other mood-altering substances, and the inappropriate use of alcohol and medications can adversely affect job performance, productivity, the work environment and the well-being of Employees. It can adversely affect the ability of a person to work in a safe manner.

#### **Scope**

This practice applies to all Employees while they are engaged in Badger's business and at all times when on Badger premises and worksites, including when operating vehicles and equipment, and while on standby. This practice reflects the Company's responsibility to ensure workplace safety and promote Employee well-being. Awareness, education, effective interventions and treatment are key components of this practice.



In addition to the requirements of this policy, Employees may be required to comply with additional standards set out for a client's site as determined by an agreement, contract or through a joint venture arrangement. Where applicable, employees will be advised of these requirements.

Details on the standards and procedures are found in the following sections of the policy. The practice is subject to ongoing review and evaluation. Modifications will be made as deemed necessary to respond to changing circumstances and the evolving needs of the Company.

### **Purpose**

This policy confirms the Company's commitment to:

- Provide a safe workplace for employees and those whose safety may be affected by the conduct of Employees;
- Remind Employees of their obligations to report and remain fit for work during working hours;
- Ensure Employees understand the risks of alcohol and drug use on workplace safety;
- Define clear work rules to be followed by Employees regarding the use of alcohol and drugs;
- Provide appropriate and predictable responses to violations of this policy;
- Assist and support employees as required; AND
- Ensure that all Employees are treated fairly and with respect.

### **Practice**

Badger requires all Employees to be fit for work and perform their responsibilities safely in accordance with this policy. It is the intent of the Company to maintain a safe work environment while ensuring its Employees' privacy and human rights are protected. The use of illegal drugs and mood-altering substances and the misuse of alcohol and medications while engaged in Company business and at all times on company premises and worksites is prohibited, including when operating vehicles and equipment and while on standby.

Certain positions have been designated as "safety sensitive" positions because of the greater risk that they present. Individuals holding safety-sensitive positions will be expected to meet more stringent requirements, as outlined in the policy.

Employees are encouraged to request assistance if they believe that they are not or may not be able to comply with this policy. Any issues relating to the meaning, interpretation, application, operation or validity of this policy or any action taken under this policy, where arising in the context of employment governed by a collective agreement binding on Badger, shall be determined exclusively through the grievance and arbitration procedures of the applicable collective agreement.

## **Standards**

Employees reporting for work must be fit for work and remain fit for work during working hours. No Employee shall report for work or commence or continue working with an alcohol or drug level equal to or greater than the relevant concentration limits set out in Appendix A.

No Employee shall refuse to comply with a request to provide a sample for an alcohol or drug test where such request is properly made by a company representative in accordance with the terms of this policy.

No Employee shall tamper with a sample provided for an alcohol or drug test.

The Company reserves the right to search premises owned, contracted, or otherwise controlled by the Company, including mobile equipment or Company vehicles, where there are reasonable grounds to believe that alcohol or illegal drugs, mood altering substances, or drug paraphernalia may be present contrary to the policy.

## **Drugs**

The following are prohibited:

- The use, manufacture, possession, distribution, offering or sale of illicit drugs, mood altering substances, and drug paraphernalia;
- Reporting to work or being at work while under the influence of illicit drugs, or other mood altering substances;
- A positive drug test result as determined through testing; OR
- Possession of a substance that may be used to tamper with a drug test sample.

## **Alcohol**

The following are prohibited subject to the exceptions noted below:

- The consumption, possession, distribution, offering, or sale of beverage alcohol;
- The consumption of any product containing alcohol when at work including during meals or other breaks;
- Reporting for work or remaining at work under the influence of alcohol from any source;
- Reporting for work or returning to work the same day after consuming alcohol at a business-related social event (whether sponsored by the Company or not);
- A positive alcohol test result as determined through testing;
- Transporting or storing unsealed alcohol in a Badger vehicle or other vehicle (Company or personal) while on Company business, premises, or worksites; OR
- Possession of any substance that may be used to tamper with an alcohol test sample.

## **Alcohol Exceptions:**

The General Manager or Branch Manager may authorize alcohol to be present at Badger events. It is incumbent upon the organizers of such events to conduct them in a manner that, through

control of the duration of beverage service or other means, promotes moderation and is in keeping with the integrity, security and safety of the Company, its Employees, customers, the public and the intentions of this policy.

Alcohol possession is prohibited at all times on Company premises and worksites except for sealed containers that may be stored in a personal vehicle in the parking lot at an operational location. In all other locations, alcohol may be temporarily stored provided it remains sealed and is removed at the end of the workday or shift.

Employees may use alcohol after the workday, for example, when on travel status, at a training event or seminar or in any other similar business-related situation provided the formal business is completed, they are not on Company premises or worksites, they use alcohol responsibly, and they are not returning to work that day. Employees assigned to a client site that has a bar or lounge are permitted to drink responsibly at that location provided it is NOT prior to reporting for or during their shift. Employees must remain compliant with these standards when reporting for work.

### **Medications (Prescription and Non-Prescription Drugs)**

Employees are expected to responsibly use all medications including those that are prescribed and over-the-counter consistent with the instructions of their physician or as documented in the manufacturer's or pharmacy's instructions. The Employee can only use prescribed and over-the-counter medications if they have been advised that the use of such medication will not adversely affect the Employee's ability to safely perform his or her duties.

Medications of concern are those that inhibit or may inhibit an Employee's ability to perform their job safely and productively.

The following are prohibited:

- Reporting unfit for work due to the use of a medication;
- The intentional use or misuse of medications when that use or misuse could create a safety risk on Company business or Company premises or worksites. This includes, but is not limited to:
  - Not following restrictions when using medication (for example, operating heavy machinery when the medication restricts the operation of vehicles);
  - Not using medication as prescribed or directed;
  - Using someone else's prescription medication; and
  - Combining medications and alcohol against direction.
  - Possession of prescribed medications without a legally obtained prescription.
  - Distributing, or offering for sale of prescription medications (trafficking).

### **Responsibilities**

All Employees are required to perform their jobs in a safe manner consistent with established Company practices. Without limiting the above, it is required that all Employees will:

- Understand the policy and their responsibilities under it;
- Work together to actively promote safe work habits and take appropriate action when they become aware of a safety risk or potential violation of this policy.
- Report for work only if fit for work for any and all scheduled work, and remain fit for work while on Company business, premises and worksites;
- Co-operate with any work modification related to safety concerns;
- Immediately report unsafe acts or conditions to a supervisor, including any concerns that another Employee or anyone contracted to provide a service to the Company appears not fit for work;
- Co-operate with an investigation into a violation of this policy, including any request to participate in the testing program;
- Employees who require a license for their job must inform their supervisor immediately if they lose their license for any reason; and
- Seek advice and follow appropriate treatment if they have a current or emerging alcohol or drug problem, and follow recommended monitoring programs after attending treatment.

**Supervisors and Managers are responsible for:**

- Responding and addressing immediate potential health and safety risk and advising a supervisor or manager of any situation in which they have grounds to believe an Employee is in violation of this practice;
- On-going performance management to ensure safe operations and effectiveness of this practice;
- Guiding Employees who seek assistance for a personal problem to appropriate resources (e.g., the EFAP or resources available in the community) while maintaining confidentiality where appropriate;
- Taking appropriate steps to investigate any possible violation of the standards set out under this practice;
- Making referrals for an alcohol and drug test in a serious incident or near miss or reasonable cause situation as and when required to do so under this practice;
- Ensuring that all information is kept in the strictest confidence and disclosure is limited to those who need to know in order to accommodate or manage the relationship with the employee; AND
- Monitoring and ensuring practice compliance for employees.

**Alcohol and Drug Testing**

Employees are subject to testing in the following circumstances. A Refusal to Test is a violation of this policy (*See definition 'Refusal to Test' in Appendix I, in the full Alcohol & Drug Policy*).

### **Pre-employment test**

Applicants for employment by the Company will be required to submit to alcohol and/or drug screening as part of the pre-employment process upon acceptance of a conditional offer of employment.

Applicants must present with a negative result to required screenings to be considered for employment.

### **Return from Extended Absences**

Employees who perform safety sensitive functions who are rehired with a break in service greater than 30 days or have not worked any hours in 30 days, will require retesting before returning to work.

### **Reasonable Grounds Testing**

Testing will take place whenever the Company has reasonable cause to believe that an Employee is or may be unable to work in a safe manner because of the use of alcohol or drugs.

The referral for a test will be based on factors including, but not limited to:

- Observed use or evidence of use of a substance (e.g., smell of alcohol, bloodshot eyes, slurred speech, impaired coordination, vomiting).
- Observation of alcohol, drugs, or drug paraphernalia in the Employee's possession or in the vicinity of the Employee.
- Work performance issues such as increased errors, extremes in performance, inability to follow/complete work duties or instructions, difficulty in remembering instructions.
- A pattern of unexplained tardiness or absences.
- Erratic or atypical behaviour or changes in behaviour.
- Changes in physical appearance or speech patterns.
- Other observations that suggest alcohol or drug use may be a factor.

Where a question arises as to whether an Employee's ability to work safely may be affected by the use of alcohol or drugs, a supervisor or manager together with the designated Company representative will determine if reasonable grounds exist to request the Employee submit to an alcohol and drug test.

Where it is determined that reasonable grounds exist, the supervisor or manager must request the Employee submit to an alcohol and drug test. The supervisor or manager must document the grounds relied on for the request and advise the Employee of the reason for the request at the time it is made. Individuals tested in this circumstance will be temporarily suspended from work until the investigation is complete. Depending on the test result, medical clearance may also be required before allowing the Employee to return to work.

### **Post Incident testing**

Employees are required to advise their immediate supervisor immediately, or as soon as practical, after the occurrence of an incident. For the purposes of this part "incident" means an occurrence, accident, omission, or condition that caused or had the potential to cause damage to person, property, reputation, security or the environment.

Alcohol and drug testing will be required when it is determined that an Employee's acts or omissions may have contributed to the incident. Alcohol and drug testing will not be required where there is immediate evidence that the acts or omissions of the Employees could not have been a contributing factor. A decision to forgo testing following an incident must be approved by Badger's Designated Employer Representative.

Management has the authority and discretion to place an Employee on leave who is believed to be involved in a serious incident that could lead to discipline pending the results of the investigation.

Failure to report involvement in an incident is a violation of this policy.

### **Return to Work**

Employees returning to work following self-identification of any drug or alcohol abuse problem or assessment by a Substance Abuse Expert ("SAE"), and any recommended rehabilitation and treatment, will be required to submit to alcohol and drug test before returning to active duty and periodically and randomly thereafter as part of their monitoring and treatment and/or in accordance with applicable laws.

### **Contractual Obligation Testing**

Employees will be required to submit to alcohol and drug testing if such testing is required to perform work for a customer or to gain access to or perform work on a customer worksite if the customer request is consistent with this policy and in compliance with applicable laws.

### **Random Testing**

When, at any particular Company location, there is a pattern of non-negative test results and/or a demonstrable general problem with drugs and alcohol, the Company may implement random testing such that employees at that location working in safety sensitive positions may be requested to submit to unannounced alcohol and drug testing. Confidential selection will be managed by our alcohol and drug testing third party administrator ("TPA").

### **Statutory Testing**

Employees may be required to submit to alcohol and drug testing if such testing is required by federal or provincial statutes, regulations, or orders.

### **Alcohol and Drug Testing Methods**

Alcohol and drug testing conducted pursuant to this policy will be conducted by appropriate medical professionals in accordance with acceptable industry standards in the jurisdiction in which the Employee works.

Alcohol and drug testing is conducted to determine the presence of alcohol and/or drugs in the specimen provided by the Employee.

### **Alcohol and drug test results**

In all cases, test results shall be provided by way of a confidential written report from the third-party administrator (TPA) or medical review officer ("MRO") to the designated Company representative.

Alcohol and drug test results can be returned as "negative", "non - negative", "refusal to test," or "invalid, inconclusive or cancelled" with additional comments as required.

A "negative" test result means that the Employee has complied with the policy standards. The designated Company representative will advise the Employee of the negative test result and of the fact that no further action will be taken under the policy.

A "non-negative" test result means that the Employee has violated this policy, unless the MRO determines that there is a legitimate medical explanation for the test result. In such a case, a fitness-for-work assessment should be conducted.

A "refusal to test" result includes tampering with a test and means that the Employee has violated this policy.

An "invalid, inconclusive or cancelled" test result cannot be relied upon to determine whether the Employee has or has not violated the policy.

The Employee accepts the terms of this policy and authorizes the testing laboratory to provide the test results to the MRO designated by the Company as the recipient of such results. The Employee authorizes the MRO to provide the test results to any Substance Abuse Expert ("SAE") to whom the Employee is or has been referred under the provisions of this policy.

### **Consequences of Failure to Comply with this Policy**

Violation of this policy is a very serious employment offence and may result in significant discipline, up to and including termination of employment, in an appropriate case.

The Company reserves the right to temporarily remove, reassign or suspend, with or without pay, any Employee suspected of a policy violation pending a determination of the Employee's fitness to return to work.

If the Company reasonably suspects the Employee suffers from an alcohol or drug dependency, it may require the Employee be assessed by an SAE or other qualified physician before permitting the Employee to return to work. The SAE shall make an initial assessment of the Employee and make appropriate recommendations as soon as possible.

### **Privacy and Confidentiality**

Information collected during an investigation into a potential violation of this policy, through alcohol and drug testing (including samples and other information gathered by the Company in connection with testing), through an Employee's request for assistance with an alcohol or drug dependency, or by way of medical reports received from a SAE, MRO or other monitoring

physician will be kept secure and confidential in accordance with industry standards, the sensitivity of the information concerned, applicable privacy legislation and the Company's Privacy Policy.

Except as otherwise indicated in this policy or as required or permitted by law, no information about an Employee collected under this policy will be used or disclosed to any person, unless the Employee has given his or her consent to such disclosure.

### **Education and Employee Assistance**

The Company is committed to informing Employees of the existence and operation of this policy and to taking such other steps as are reasonable to educate its Employees on the safety risks associated with the use of alcohol and drugs.

As part of the Company's overall concern for the health and well-being of its Employees, the Company will make available to all employees an Employee and Family Assistance Plan (the "EFAP") to provide help and information to Employees who suffer from substance abuse problems.

This policy strongly encourages Employees who believe that they may require the help provided by the EFAP and SAE to voluntarily request assistance from the EFAP either directly or through an intermediary (e.g., a family member, friend, supervisor, or other Company representative) before becoming a safety risk to themselves or others, exhibiting declining job performance, and/or committing violations of this policy. A request for assistance will not result in disciplinary action. However, an Employee's use of the EFAP will not preclude the Company from taking appropriate disciplinary action where the Employee has committed violations of this or other policies, workplace rules, or laws.

An Employee who receives assistance through the EFAP must comply with the terms and conditions of any rehabilitation program established to help the Employee as a condition of his or her continued employment with the Company.

Employees who fail to access the assistance provided by the EFAP may be requested by the Company to submit to one or more of the following:

- A medical assessment conducted by a physician.
- Alcohol and drug testing as set out in this policy.
- An assessment conducted by an SAE.

### **Summary**

The use of illegal drugs, and other mood-altering substances, plus the inappropriate use of alcohol and medications can adversely affect job performance, productivity, the work environment, and the well-being of Employees and others an Employee comes in contact with throughout the workday.

If you have any questions about this policy, please contact the VP, Health Safety and Environment.



## APPENDIX A: D&A Concentration Limits

### Breathe Sample Concentration Limits

Alcohol level equal to or in excess of 0.040 grams per 210 litres of breath.

### Urine Drug Concentration Limits

Drugs or classes of drugs	Screening concentration equal to or in excess of ng/ml	Confirmation concentration equal to or in excess of ng/ml
Marijuana	50	15
Cocaine	150	100
Opiates	2000	-
• Morphine	-	2000
• Codeine	-	2000
6-Acetylmorphine	10	10
Phencyclidine (PCP)	25	25
Amphetamines	500	- 250
• Amphetamines	-	250
• Methamphetamine	-	
•		
MDMA	500	- 250
• MDMA	-	250
• MDA	-	250
• MDEA	-	

### Oral Fluid Drug Concentration Limits

Drugs or classes of drugs	Screening concentration equal to or in excess of ng/ml	Confirmation concentration equal to or in excess of ng/ml
Marijuana (THC)	4	2
Cocaine metabolite	20	-
• Cocaine or Benzoyllecgonine	-	8
Opiates	40	-
• Codeine	-	40
• Morphine	-	40
• 6-Acetylmorphine	-	4
Phencyclidine	10	10
Amphetamines	50	-
• Amphetamine	-	50
• Methamphetamine	-	50
• MDMA	-	50
• MDA	-	50
• MDEA	-	50



## Honest and Open Communication



## **4. Honest and Open Communication**

### **4.1 Corporate Disclosure**

#### **Badger Policy**

Badger is committed to providing clear, factual, and timely information to the public that meets the Company's legal and regulatory requirements.

Badger has authorized specific individuals to communicate to the market through the Company's website, news releases, financial documents, media interviews, social media, presentations, and one-on-one meetings.

The only persons authorized to communicate for Badger, or about the Company, to the public, including to the financial community, shareholders, potential investors, and the media (including, but not limited to trade journals) are:

- The President & Chief Executive Officer or the Chief Financial Officer;
- The VP of Investor Relations & Corporate Development; and
- Persons authorized by the President & Chief Executive Officer or the Chief Financial Officer from time to time.

The reputation of a company is an important asset. All of Badger's people play a role in ensuring that the Company's reputation is protected and continues to grow in a positive way. Badger encourages its people to engage with the Company on social media and share the Company's content in a reasonable and respectful way while keeping the Company's reputation in mind.

#### **Sub-Certification Process**

- Corporate and operations management including corporate officers, divisional officers, general managers, managers of finance and accounting, corporate controller, divisional controllers, and the corporate secretary will be required to, from time to time, sub-certify financial and non-financial information included in any regulatory filings.
- The purpose of this sub-certification process is to ensure that each individual understands the importance of and is aware of Badger's disclosure policies and that any potential areas of disclosure risk are disclosed and resolved.

#### **Your Responsibilities**

- Forward requests from media, investors, government and regulators to the President & Chief Executive Officer or the Chief Financial Officer unless you are authorized to respond.
- All presentations to security analysts and institutional investors and generally all other external corporate communications must be reviewed and approved by the President & Chief Executive Officer or the Chief Financial Officer.
- Remember that when you post on social media, you represent yourself and the Company and both reputations are on the line.

***Do not:***

- Make public statements or respond to inquiries about the Company unless you are authorized to do so.
- Allow a business partner to speak on our behalf.

**Summary**

Never respond to inquiries concerning the Company unless you are authorized to speak on the Company's behalf.

If you have any questions about this policy, please contact the Chief Financial Officer.



## Have an Action Orientation

**BADGER**  
INFRASTRUCTURE SOLUTIONS

## 5. Have an Action Orientation

### 5.1 Adopting Fair Competition and Anti-Trust Practices

#### **Badger's Policy**

Badger is committed to fair competition and does not engage in anti-competitive practices. Badger never colludes with other companies on prices or terms offered to the Company's customers, agree with competitors to allocate markets or customers, or manipulate bid procedures.

Unfair-competitive practices can include agreements with competitors to fix or control prices, allocate customers, markets, or restrict access to products and services. Competition laws (anti-trust laws in the United States) restrict businesses with a dominant position in a marketplace from using their position in a manner that lessens or prevents competition.

Violations of the competition and anti-trust laws can result in substantial legal consequences for the Company and its Employees.

#### **Your Responsibilities**

- Comply with the fair competition and anti-trust laws of the countries in which Badger conducts business.
- Communicate honestly in your business relationships.
- You cannot buy and sell products from a competitor.
- Gather competitive information in a way that is ethical, legal, and publicly available.
- Avoid contact with competitors that could create the appearance of improper agreements or understandings.
- Seek advice (from the applicable Competition & Anti-Trust Compliance Officer) if you are a witness to or exposed to anti-competitive or unfair business practices.

#### **Do not:**

- Collude with competitors and trade associations to divide markets, regions or customers, control prices, boycott suppliers or restrict products.
- Engage in misleading advertising or make false claims about a competitors' offerings.
- Attempt to gain an unfair advantage through the disclosure of incomplete, inaccurate, or misleading information.
- Exchange information about price, market share or other conditions with competitors, customers, or other business partners.
- Give to competitors, or seek from competitors, confidential and unpublished commercial information.

**Summary**

Some of the most serious anti-competition offences occur between competitors. These include bid rigging, collusion, price fixing or agreeing to divide territories or markets. Badger does not participate in these types of activities.

For further detail, please see the full Competition & Anti-Trust Law Compliance Policy. If you have any questions about this policy, please contact the Chief Financial Officer.





## Respect People and Cultural Differences



### 6. Respect People and Cultural Differences

#### 6.1 Equal Employment Opportunity Statement

Badger provides equal employment opportunities ("EEO") to all Employees and applicants for employment without regard to race, colour, religion, gender, sex, sexual orientation, gender identity, national origin, age, disability, genetic information, marital status, veteran status, or any



other protected characteristic in accordance with applicable federal, state/provincial, and local laws. Badger complies with applicable laws governing nondiscrimination in employment in every location in which the Company has facilities. This policy applies to all terms and conditions of employment, including hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

Badger expressly prohibits any form of unlawful employee harassment based on race, colour, religion, gender, sex, sexual orientation, gender identity, national origin, age, genetic information, disability, veteran status, or any other characteristic protected by law.

If you feel like you have been the victim of unlawful discrimination, harassment, or retaliation, it is both your right and your obligation to contact your direct supervisor, your supervisor's manager or Human Resources. If you have reported discrimination, harassment, or retaliation to any of these individuals, but feel that your issue has not been appropriately addressed, it is your obligation to contact Human Resources, or if you already reported the matter to a lower-level Human Resources employee, to the Chief Human Resources Officer.

## **6.2 Anti-Discrimination and Anti-Harassment**

### **Statement of Commitment**

Badger promotes and maintains a workplace culture of inclusion and respect. Badger values its peoples' individual differences, unique perspectives and backgrounds, and the variety of contributions each of its people brings to work. Every worker is entitled to a working environment that promotes equal employment opportunities, prohibits discriminatory practices, and is free of unlawful harassment or retaliation.

Badger does not tolerate any behaviour that interferes with the well-being and work of its people, such as discrimination, harassment, retaliation, or violence. Badger is committed to eliminating exclusion including all forms prohibited by law and all Employees share in this responsibility. Badger is committed to eliminating or, if that is not reasonably practicable, controlling the hazards of harassment and violence.

Any alleged conduct that does not align with Badger's standard is taken seriously; it is thoroughly investigated, and promptly acted upon.

Badger assesses concerns and will conduct an appropriate investigation in a timely manner, including complaints of victimization/retaliation against anyone who reports a concern. Badger will investigate any incidents of harassment or violence and will take corrective action to address the incidents. Where necessary, Badger will work in conjunction with security and law enforcement and take whatever precautionary steps are reasonably necessary to ensure the safety of Badger's people.

### **Scope**

This policy applies to all Badger Employees. This policy also applies to contractors, consultants, customers, suppliers, vendors, and all other individuals ("Third Parties") while they are conducting business with or on behalf of Badger or when they are participating in Company-sponsored events

or are present at Company locations. The guidelines outlined in this document apply to behaviour on Badger's premises, in the field, on a client's premises, during travel related to your work, at conferences, training sessions and seminars attended by you for work, and during work-related telephone, electronic and other communications. Neither Employees nor Third Parties should be subject to harassment, discrimination, or retaliation.

This policy is not intended to discourage a worker from exercising the worker's rights pursuant to any other law, including under the applicable human rights legislation.

### **Purpose**

The purpose of this policy is to:

- Ensure that Badger's work environment is inclusive and respectful.
- Maintain a working environment that is accessible for all and free from acts of any form of discrimination, harassment, retaliation, or violence.
- Provide individuals with effective mechanisms for responding to potential violations of the policy in a timely manner.

### **Management Responsibilities**

Managers are responsible for creating a safe and open working environment that emphasizes inclusion and respect as a standard of performance. Management must encourage individuals with concerns to raise them and are obliged to protect, and prevent retaliation against, any individual who reports a concern or assists in a Company investigation.

Managers who are advised of a complaint of discrimination, harassment, or retaliation should immediately contact Human Resources to discuss the matter. Managers who become aware of a threat or incident of violence must immediately contact appropriate resources (e.g., such as security, Human Resources, and/or law enforcement) to support the security of all individuals and Company property.

### **Your Responsibilities**

All of Badger's people play a role in ensuring an inclusive and respectful workplace. Badger's people must treat colleagues and business partners in a considerate and professional manner and question any inappropriate behaviour we observe or are a party to. They report inappropriate behaviour (including, but not limited to, discrimination, harassment, and retaliation) using the procedures under the Complaints and Investigations section in this policy. They do not tolerate retaliation against any individual who reports inappropriate behaviour or who participates in any investigation related to a report of such behaviour.

If, as a means of resolving a personal or domestic problem, it is necessary for an individual to seek a restraining order, injunction, or other court order, they should notify their supervisor and Human Resources so that appropriate measures can be taken to support and maintain a secure workplace.

### **Do not:**

- Engage in or condone discrimination, harassment, or retaliation in the workplace.
- Create an unwelcoming work environment.

## Definitions

- **Inclusion:** Inclusion is the achievement of a diverse workforce in an environment in which all people are treated fairly and respectfully, have equal access to opportunities and resources, and can contribute fully and freely to Badger's success.
- **Discrimination:** Discrimination is an action or a decision that treats an individual or a group negatively in matters related to employment based on protected grounds. In some circumstances, discrimination does not need to be intentional to be illegal. For example, a rule or policy may be developed for good business reasons but may also have an unintended, significant negative effect on a certain group of employees. Legally protected grounds vary across global jurisdictions; however, Badger recognizes the following protected characteristics and classifications, along with any other such characteristics or classifications that are protected under applicable law:
  - Age
  - Ancestry
  - Colour
  - Criminal conviction unrelated to employment or a pardoned conviction
  - Family and/or marital status
  - Family medical history
  - Gender identity and/or expression
  - Health and/or illness
  - Mental and/or physical disability
  - National and/or ethnic origin
  - Nationality and/or citizenship
  - Place of origin
  - Political beliefs
  - Pregnancy/breastfeeding
  - Race
  - Receipt of public assistance
  - Religion and/or creed
  - Sex and gender
  - Sexual orientation
  - Social condition
  - Source of income
  - Union affiliation
  - Veteran and/or military status
  - Association with an individual with any of these listed attributes
- **Harassment:** Harassment is defined as unwanted physical or verbal behaviour that offends or humiliates an individual, such as intimidation, bullying, or derogatory comments. Sexual harassment is defined as unwelcome or offensive sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature.

Examples of harassment include, but are not limited to:

- Creating an intimidating, degrading, humiliating, or hostile environment.
- Degrading, graphic, or offensive comments or material.

- Implying or threatening that cooperation or refusal of a sexual nature will affect the individual's employment, compensation, or career opportunities.
- Inappropriate physical contact.
- Persistent unwanted contact or attention after the end of a consensual relationship.
- Stalking or persistent attempts to contact another person.
- The display of suggestive or pornographic material causing embarrassment or offence is carried out after the person showing the material has been informed that it is embarrassing or offensive.
- Undermining or deliberately impeding an individual's work.
- Unwelcome and/or offensive sexual flirtations, advances, or propositions.
- Verbal or written abuse.

The definition of harassment does not include the legitimate exercise of supervisory authority.

- **Retaliation:** Retaliation is any kind of actual or threatened discipline, reprisal, or intimidation against an individual because of the individual's actual or attempted participation in activity protected by law, including reporting discrimination, harassment, or retaliation.
- **Violence:** Violence is the threatened, attempted, or actual conduct of an individual that causes or is likely to cause injury. Examples of violence include, but are not limited to, uttering threats, intentionally damaging property, throwing objects at or near others, stalking, displaying weapons, and physical assault. Where consistent with applicable law, firearms are prohibited on Company property or in Company vehicles.

## Complaints and Investigations

- **Confidentiality:** A complainant's identity and situation are kept confidential to the extent possible. However, anonymity cannot always be fully guaranteed as, in the course of an investigation, an alleged respondent is entitled to understand and respond to complaints made against them, witnesses may be interviewed, and limited members of management may be required to participate in determining consequences. Badger protects personal information by complying with the relevant regional Badger Privacy policy as well as applicable law.
- For greater clarity, Badger will not disclose the circumstances related to an incident of violence or harassment or the names of the complainant, the person alleged to have committed the violence or harassment, and any witnesses, except: (a) where necessary to investigate the incident or to take corrective action, to inform the parties involved in the incident of the results of the investigation and any corrective action to be taken to address the incident; (b) where necessary to inform workers of a specific or general threat of violence or harassment; or (c) as required by law.

- Where Badger discloses information to inform workers of a specific or general threat of violence or harassment, the Company will disclose only the minimum amount of personal information necessary to inform workers of the threat or potential threat.
- **Reporting Discrimination, Harassment, Violence, or Retaliation:**
  - Any individual who witnesses or is subjected to discrimination, harassment, or retaliation:
    - Is encouraged to speak immediately and directly with the respondent indicating that the behaviour is not acceptable, and
    - Should make notes in case action may have to be taken. Dates, times, the nature of the behaviour and witnesses, if any, should be included.
  - If the individual does not wish to discuss the problem with the respondent, feels that they are unable to, or if the discussion does not resolve the problem, the individual has both a right and an obligation to:
    - Promptly report the problem to their supervisor, their supervisor's manager, and/or Human Resources either verbally or in writing; and/or
    - Contact the ConfidenceLine™ via phone at 1-800-661-9675 or through their website at [www.badgerinc.confidenceline.net](http://www.badgerinc.confidenceline.net).
  - **PLEASE NOTE:** Human Resources will notify the Senior Leadership team if needed, and the complainant must be prepared to provide sufficient detail to allow for appropriate follow-up.
  - Where the alleged discrimination is an organizational policy or procedure, that policy or procedure will be investigated immediately. Where the investigation finds systemic discrimination within the organization, that policy or procedure will be changed promptly.
  - Human Resources, an appropriate member of management (where deemed appropriate by Human Resources) or an external party contracted by Human Resources, will endeavor to investigate each complaint in a prompt and impartial manner and may conduct confidential interviews with the complainant (if identity is known), the alleged respondent, and witnesses (if required). As necessary, Human Resources may consult with management to resolve the issue. The facts and the resolution are documented and kept in a record that will be treated with the appropriate level of confidentiality.
  - Where the discrimination, harassment, violence, or retaliation has been substantiated, Badger will take appropriate corrective action to resolve the complaint, up to and including termination of the respondent. If the discrimination, harassment, or retaliation continues after such corrective action has taken place, the complainant is obliged to inform his/her supervisor/manager and/or Human Resources. If the complainant feels that appropriate action has not been taken to successfully resolve the complaint after contacting management,

the complainant must contact Human Resources. If the complainant feels that Human Resources has not initially taken appropriate action, complainant must notify the Chief Human Resources Officer.

- Human Resources will endeavor to keep the complainant apprised of the situation and its general outcome, though all details of the investigation and/or any specific disciplinary action taken are not always shared.

- **Documenting the Complaint:**

- All meetings, discussions and steps taken in a mediation or investigation with respect to the complaint will be appropriately documented. Documents relating to a complaint will be kept in a secure location. If the investigation fails to find evidence to support the complaint, no documentation concerning the complaint will be placed on the respondent's file.
- Badger will retain all documentation regarding the complaint, mediation, and investigation for at least two (2) years for informational purposes in the event that there is an internal appeal, or a complaint filed with an outside agency.

### **How to Report Violence or Threat of Violence:**

In the event that an individual is either directly affected by, or a witness to, any violent or potentially violent situation taking place on Badger's premises or at a Company-related business or social function, it is imperative they report the incident immediately to any member of management or Human Resources, or call:



### **Employee & Family Support**

Employees are encouraged to access regional community resources, or the Badger employee and family assistance program should they require additional support to deal with a perceived incident of discrimination, harassment, or violence.

### **Non-Retaliation / Non-Victimization**

Individuals who raise a complaint based on a good-faith perception of observing or being subjected to any form of impermissible discrimination, harassment, retaliation, or violence are protected from any form of reprisal or retaliation, and Badger strictly prohibits any form of retaliation. Any perceived act of retaliation for making a complaint of impermissible

discrimination, harassment, retaliation, or violence is to be reported in the same manner as the initial complaint. Anyone found guilty of acting in a retaliatory manner toward an individual because the individual made a complaint will be subject to disciplinary action, up to and including termination.

If, after you have reported impermissible discrimination, harassment, retaliation, or violence, you believe additional incidents of impermissible discrimination, harassment, retaliation, or violence have occurred, it is your right and obligation to report these additional acts using the same procedure described above.

In addition, Badger complies with all applicable laws regarding protected activity. As such, Badger will not discharge, discipline, threaten, discriminate against, penalize an employee, or take other retaliatory action regarding an employee's compensation, terms, conditions, location, or privileges of employment because the Employee, in good faith, reports a violation of applicable law to a supervisor or any governmental body or law-enforcement official; is requested by a governmental body or law-enforcement official to participate in an investigation, hearing, or inquiry; refuses to engage in a criminal act that would subject the employee to criminal liability; refuses the Company's order to perform an action that violates applicable law or regulation and the employee informs the Company that the order is being refused for that reason; or provides information to or testifies before any governmental body or law-enforcement or official conducting an investigation, hearing, or inquiry into any alleged violation by the Company of applicable law and/or regulation.

### **Summary**

A work environment based on mutual trust and appreciation of others' skills and abilities supports Badger's people as engaged and productive members of the Badger team. The diversity of Badger's people makes the Company stronger, enabling it to serve its communities and customers more effectively.

If you have any questions about this policy, please contact Human Resources.

## **6.3 Reasonable Accommodations**

Applicable provincial and federal legislation prohibits discrimination in employment based on protected characteristics, including mental or physical disability and gender. The protected characteristic of gender includes pregnancy-related discrimination, ensuring that pregnant individuals are treated fairly.

The law requires employers to provide reasonable accommodation to enable employees with disabilities or other protected characteristics to participate in the workplace and access employment-related benefits, unless the accommodation would create an undue hardship to the employer.

Badger's policy is to comply with all applicable laws concerning the employment of persons with one or more protected characteristics, including disabilities or who are pregnant. Furthermore, it is Badger policy not to discriminate against individuals with one or more protected characteristics

regarding any area of employment, including application procedures, hiring, advancement, discharge, compensation, training or other terms, conditions, and privileges of employment.

Badger will reasonably accommodate individuals with one or more protected characteristics so that they can perform the essential functions of a job unless the accommodation creates an undue hardship to the Company.

Temporary conditions caused by pregnancy—including childbirth, lactation, and related medical conditions—may sometimes qualify as a protected characteristic under the law, and such disabilities shall be accommodated in the same manner as disabilities unrelated to pregnancy. In addition, Badger will provide reasonable accommodations for individuals with limitations related to pregnancy, childbirth, or related medical conditions as required by and in accordance with applicable law.

If you believe an accommodation is required for any physical, health or pregnancy related condition (including childbirth, lactation, and related medical conditions), you must notify your supervisor, your supervisor's manager, and/or Human Resources as soon as possible. If you have asked for an accommodation and feel that sufficient action has not been taken, if you ever feel that you are not being appropriately accommodated, if you feel that Badger has not appropriately complied with medical restrictions, or if you ever feel that you are being discriminated against or harassed due to a disability, it is both your right and obligation to contact Human Resources. If you feel that lower-level Human Resources staff members have not taken appropriate action, you must contact the Chief Human Resources Officer.

## **6.4 Privacy**

### **Badger's Policy**

Badger respects the privacy of individuals and act responsibly in respect to the collection, use, retention, disclosure, and disposal of their personal information. Badger is committed to taking reasonable steps to maintain the accuracy, confidentiality, and security of the personal information of its people, its business partners, customers, and other parties.

All private information obtained from any person, including Badger's customers, partners, Company individuals, and candidates must be accompanied by disclosure for the reason of collection, consent for its use, and a guarantee the information will be safeguarded and only used for the purposes of original collection.

Badger complies with the privacy laws and regulations within each jurisdiction in which the Company operates.

### **Your Responsibilities**

- Collect, use, retain, disclose, or dispose of personal information in accordance with Badger's Privacy Policy.
- Safeguard personal information ensuring it is only shared for legitimate and authorized purposes.



- Consult with Human Resources or the Privacy Officer before implementing new or modifying existing processes that use personal information including new systems or software upgrades.
- If you view personal information that you would not normally have access to, report it to Human Resources or the Privacy Officer immediately.

***Do not:***

- Disclose personal information to a person who does not have a business need to know it, the authority to see it or, where required, the subject's consent to access it.
- Ask employees of Badger's customers, competitors, or suppliers to disclose personal information.
- Disclose personal information regarding current or former members of the Badger team without their approval, unless legally required to do so.
- Release customer information unless it is for legitimate business purposes, and you have the authorization to do so.

**Summary**

You must treat personal information confidentially. The information should not be shared with anyone, including colleagues or business partners, unless they have an approved business need to know and you have the authority to share it with them.

If you have any questions about this policy, please contact Human Resources.

## **6.5 Safety**

### **Badger's Policy**

Badger is committed to the health and safety of all employees, contractors, clients, and the public and to the protection of the environment as it applies to the Company's operations. Badger will work with its Employees to promote a healthy and safe work environment. The ultimate goal of Badger's health and safety policy is to have an accident-free environment and protection from accidental loss. All Employees are responsible for ensuring that the safety program is developed and maintained. Employees at every level are responsible and accountable for Badger's overall safety initiatives. Management is committed to protecting people and property and providing and maintaining a safe and healthy work environment. Badger asks its Employees to take responsibility in upholding this commitment by applying the following guiding principles:

### **Your Responsibilities**

- Ensure you are adequately prepared; follow proper procedures and practices by complying with all regulatory requirements and exercise sound judgement and common sense when undertaking any work-related tasks.
- Take an active approach to understanding any potential health, safety, or environmental issues that may pertain to work undertaken on behalf of Badger and exercise their "stop

work authority” should they witness behaviour that they have reason to believe may result in an accident or injury.

- All employees must work in a safe manner, with a safe attitude in order to avoid personal injury and so as not to injure their fellow workers.
- Approach management about any issues relevant to the safety program that you feel would improve the health or safety of Badger’s Employees, contractors, or the environment.
- Remain sensitive to the concerns of the public.
- Identify and report any safety hazards and unsafe work conditions or inadequately equipped or trained employee to management immediately.
- All workers have the right to work in a safe and healthy environment.
- Read, understand, and follow the requirements of the Badger Safety Manual.

**Do not:**

- Do not participate in any activities deemed unsafe; you have the right to refuse unsafe work. You are not expected to sacrifice your safety or well-being for expediency or any other reason.
- Do not tamper with any safety equipment or device.

**Summary**

Employees are responsible for obeying all safety rules, following recommended safe work procedures, wearing, and using personal protective equipment when required, participating in safety training programs and informing supervisors of any unsafe work conditions.

The safety information in this policy does not take precedence over OSHA/OH&S or applicable federal, state/provincial, or local laws and regulations.

If you have any questions about this policy, please contact the Vice President, Sustainability, Health and Environment.

## **6.6 Employment of Family**

### **Badger’s Policy**

This policy has been developed to ensure that all Employees maintain their right to fair treatment and equal opportunities in the workplace without the potential for perceived or actual conflict arising from familiar relationships. Badger aims to provide a workplace that is free from favoritism or personal conflicts.

### **Scope**

This policy applies to all current Employees and all candidates for employment with Badger.

## **Purpose**

Badger may hire or consider other employment opportunities for family members of current Employees only if:

- The candidate for employment is qualified for the position;
- The candidate for employment will not be working directly for or supervising a family member; and
- The candidate for employment will not occupy a position in the same line of authority in which Employees can initiate or participate in decisions involving a direct benefit to the family member.

Such decisions include hiring, retention, transfer, promotion, wages and leave requests.

For the purposes of this policy, "family member" means:

- Husband, wife, common-law partner, significant other (or person with whom the employee is in a romantic or sexual relationship); or
- Parent, child, grandparent, grandchild, brother, sister, uncle, aunt, nephew, niece, first cousin of a person referred to in Section 2 (Accept Individual Responsibility).

## **Your Responsibilities**

Failure to disclose a relationship in a timely fashion will be addressed by applying the Progressive Discipline Policy and can lead to disciplinary action, up to and including termination. Therefore, all Employees are responsible for immediately reporting any changes in a personal relationship which falls under this policy to their manager or supervisor and Human Resources.

## **Summary**

Badger will hire relatives of employees only under certain conditions (as outlined above).

If you have any questions about this policy, please contact Human Resources.

## **6.7 Fraternizing**

### **Badger's Policy**

This policy has been developed to ensure that neither Badger nor its Employees are negatively affected by relationships in the workplace. This policy identifies when certain relationships are acceptable and appropriate and when they are not.

### **Purpose**

Badger encourages employees to develop friendships and share a spirit of teamwork and camaraderie both in the workplace and outside of work. This policy is not meant to interfere with or prohibit the development of co-worker friendships or other appropriate relationships. Employees may develop friendships both inside and outside of the workplace as long as the relationships do not interfere with or negatively impact work assignments for either Employee, create a conflict of interest or a perceived conflict of interest, or otherwise place the Company at

material risk. Any relationships or behaviours that interfere with Badger's culture of teamwork, a harmonious work environment, or the productivity of Employees will not be tolerated. Employees who disregard this policy will be addressed by applying the Progressive Discipline Policy which may lead to disciplinary action, up to and including termination.

Romantic relationships (including dating) between two Employees are generally strongly discouraged. Moreover, it is never acceptable or appropriate for two Employees to engage in a close relationship, a romantic relationship, or to fraternize if one of the employees is in a position of power or seniority over the other employee. In this policy, "fraternize or fraternizing" includes but is not limited to dating, romantic involvement, and sexual relations. Romantic relationships between two Employees must be disclosed through the completion and filing of the Employee Romantic Relationship Disclosure with Human Resources. Failure to do so may result in disciplinary action, up to and including termination.

### **Management Responsibilities**

Fraternizing between managers or supervisors with any Employee who reports to such manager or supervisor, or whose terms and conditions of employment such as pay raises, promotions, and advancement are potentially affected by the manager or supervisor, creates a serious problem for Badger and is strictly prohibited.

Under no circumstances may a manager or supervisor fraternize with an Employee that reports, directly or indirectly, to that manager or supervisor. Fraternizing amongst managers or supervisors with other Employees may appear as an inappropriate use of a position of power. Managers and supervisors must recognize that personal relationships with Employees who report to such manager or supervisor may be perceived as favoritism, misuse of authority, or, potentially, sexual harassment.

### **Your Responsibilities**

Fraternizing amongst Employees can adversely affect the careers of both employees with regard to advancement opportunities, choices of jobs, and assignments. Even if no improper conduct occurs, fraternizing may cause gossip, hard feelings, dissatisfaction, and distraction among other Employees in the workplace.

If Employees decide to pursue a relationship that is more than a friendship and one Employee is in a position of power or seniority (including but not limited to managers or supervisors), such Employees must inform their manager or supervisor and Human Resources immediately. Likewise, any other Employees who begin a romantic or sexual relationship must disclose this to Human Resources. Badger will consider the potential effect in the workplace and decide what, if any, actions are necessary to take in regard to assignments and jobs.

Badger recognizes that Employees have different definitions and understandings about what constitutes a friendship, close relationship, or romantic involvement. If you have any questions, concerns or need further clarification regarding this policy please contact Human Resources. Also, please refer to Badger's Anti-Discrimination and Anti-Harassment Policy specifically as it relates to sexual harassment.

## **Summary**

Employees are encouraged to develop friendships and work together as a team. However, if Employees decide to pursue a relationship that is more than friendship and one Employee is more senior, then the Employees must inform their manager(s) or supervisor(s) and Human Resources immediately.

If you have any questions about this policy, please contact Human Resources.

## **6.8 Social Media**

### **Badger's Policy**

This policy has been developed to ensure that Badger promotes open and honest communication and maintains a positive and professional image in the communities where the Company does business.

### **Purpose**

This policy is designed to guide employees in their use of social media channels in a way that respects their right to engage in free speech and other legally protected activity while also maintaining the integrity of the Company's brand and reputation and upholding its interests generally.

This Policy is intended to be read in conjunction with the Company's other policies, including Badger's Code of Conduct, Corporate Disclosure Policy, Insider Trading Policy, Anti-Discrimination and Anti-Harassment Policy as well as any employment, consulting or other agreements entered into between the Company and every Employee.

### **Your Responsibilities**

With respect to use of social media channels, Employees are required to be familiar with and act in accordance with the following responsibilities, except to the extent these requirements are prohibited by applicable law:

- Don't share confidential information. Confidential information obtained by the Employees in the course of their employment or service should not be shared outside of the Company. All information which has not been publicly disclosed should be considered confidential, including, but not limited to, information regarding customers, product designs and other intellectual property, operational procedures and strategies, financial information, trade secrets which has not been publicly disclosed.
- Be responsible. Employees are personally responsible for the content that they publish or share on any social media platform. Employees should not post, like, or share any damaging, inflammatory or disparaging comments regarding the Company's products or services, its employees, or its customers.

- Be professional. Employees should conduct themselves respectfully and professionally and avoid making inappropriate posts (including comments, photographs, links, etc.), as online behaviour of Employees reflects on the Company.
- Practice good time management. Employees should not use social media during regular working hours unless it is for work-related purposes. Excessive use of social media for personal reasons is a misappropriation of company time and resources.
- Obtain permission to use copyrighted materials. Employees should not use the Company's copyrighted materials, logos, collateral or other forms of branding and identity without prior express permission from the Director of Marketing and Communications.
- Obtain permission to speak on behalf of the Company. Employees should not speak on behalf of the Company without express permission to do so from the Director of Marketing and Communications or except in accordance with the Company's Corporate Disclosure Policy. This includes making public statements on behalf of the Company about the Company's products, services, or policies.
- At all times, Employees owe a duty of loyalty to the Company, which generally requires them to treat the Company with the utmost candor, care, loyalty and good faith, and to not act adversely to the Company's interests.

Failure to comply with this Policy may result in disciplinary action, up to and including termination of employment. If you have any questions about this Policy, please contact the Director of Marketing and Communications.

Nothing, however, in this policy (or anywhere else in the Code) is intended to infringe upon Employees' rights under applicable legislation to join or form a union.

### **Your Responsibilities**

All Employees are responsible for acting in accordance with the above rights and responsibilities.

### **Summary**

Employees personal social media activity and employment are directly connected. If you have any questions about this policy, please contact the Director of Marketing and Communications.

## EMPLOYEE CODE OF CONDUCT ACKNOWLEDGMENT

I, \_\_\_\_\_, am employed by Badger Infrastructure Solutions, Ltd. or one of its wholly-owned affiliates or subsidiaries (collectively, "Badger" or "the Company") and, by my signature below, I hereby acknowledge that I have received a digital copy or a link to the digital copy of the Company's current Code of Conduct (the "Code"). I agree that it is my responsibility to review the Code and that, if there is any policy or provision in the Code that I do not understand, I will seek clarification from Human Resources. I understand that the Code is not intended to be exhaustive, and that there may be other policies, procedures, or laws applicable to me depending on my job and the jurisdiction in which I work. I further understand that Badger reserves the right, in its sole discretion, to modify or update the Code or to deviate from it where appropriate. You are required to be familiar with and act in accordance with these rights and responsibilities:

Information shared or learned internally is for internal use and reference only – it is not acceptable to share outside of the Company. This includes (but is not limited to) information found on the internal website, shared in training, heard in town hall meetings or, disseminated via email or any other form of communication chosen by the Company.

You are personally responsible for the content that you publish or share on any social media platform. Information shared on the internet is out there forever and therefore you must use common sense before posting or sharing any information.

You are prohibited from posting any negative or disparaging comments regarding Badger or its Employees.

If you mention Badger, include a disclaimer stating that any opinions expressed are your own opinions and do not represent the Company's positions, strategies, or opinions.

You are expected to conduct yourself professionally both on and off duty. If you publicly associate with Badger, all materials may reflect on the Company. Inappropriate comments, photographs, links, etc. must be avoided.

You are prohibited from using Badger's copyrighted materials, corporate logos, and other forms of branding and identity without prior express written permission.

You are prohibited from speaking on behalf of Badger except in accordance with Badger's Corporate Disclosure Policy.

In addition, I understand that the Code states the Company's policies and practices in effect as of the date I affix my signature to this acknowledgement, and that nothing in the Code is intended to apply retroactively. I also understand that these policies and procedures are continually evaluated and may be amended, modified, or terminated at any time, in the Company's sole discretion, and sometimes without notice. I understand that it is my responsibility to review the current version of the Code from time-to-time, either on the Company's intranet site, or if not practicable, by requesting a digital copy of the current version from Human Resources. I agree that the Company need not obtain a new acknowledgement each time it makes a change, and that by affixing my electronic signature to this acknowledgement, I agree to review the Code on

a routine basis and to comply with any updated terms in the Code as it may be modified from time-to-time.

I further understand that, to the extent that anything in the Code conflicts with applicable federal, provincial, or local law, such applicable law will apply and control over the Code. I understand that nothing in the Code or the policies it incorporates is intended to be or will be applied to prohibit employees from exercising their rights protected under provincial or federal law. I further understand that the Code works in conjunction with, and does not replace, amend, supplement, or otherwise affect any terms or conditions of employment stated in any collective bargaining agreement that a union has with the Company, and that employees who are subject to a collective bargaining agreement should consult the terms of their collective bargaining agreement. I agree that should the Code or any provisions thereof differ from the terms expressed in the applicable collective bargaining agreement with the Company, covered employees should refer to the specific terms of the collective bargaining agreement, which will control.

Please affix your electronic signature and the date to this acknowledgement and submit it to the Human Resources.

Date: \_\_\_\_\_

Employee Signature: \_\_\_\_\_