CONVIRON®

ARGUS® CONTROLS



Code of Conduct

Introduction

Our Code of Conduct

At Conviron and Argus Controls, we place great value in doing things right, that is, conducting ourselves with honesty and integrity. In addition to our Code of Conduct described in this document, our policies and procedures help to guide us in all that we do.

Our Code applies equally to all employees and management as well as to our subsidiaries around the world. Furthermore, it sets out the expectation that our vendors, suppliers, distributors and independent contractors conduct themselves in a similar manner. As a supplier striving to deliver world-class products and services, we have the same high expectations of those businesses delivering products and services to Conviron and Argus.

Our Responsibilities as Employees

As employees, our responsibilities are clear: Understand and comply with the Code, our policies and the law in all cases; Use good judgment and avoid improper behavior - even in appearance. While the Code outlines the broad responsibilities of employees, the Policy Manual, which is available to all employees, provides greater details on a number of topics. Further, we encourage everyone to ask themselves these questions if they are ever in doubt about conduct:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If uncertainty persists, we seek guidance from managers, leadership or the Compliance Office.

Our Responsibilities as Managers

Managers at all times will model appropriate conduct. As managers, we:

- Ensure that the people we supervise understand their responsibilities under the Code and other Company policies.
- Create opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees.
- Foster an environment where employees feel comfortable raising concerns without fear of retaliation.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- Always act to stop violations of the Code or the law by those we supervise.





If approached by an employee with a question or concern, managers will listen carefully to ensure the situation is well-understood before providing guidance to the employee. If unclear on how to proceed, managers communicate the situation to their manager or with the Compliance Office.

Reporting

It is important for all to bring forward any situations thought to be in violation of the Code by communicating with managers, Human Resources or the Compliance Office. Ultimately, all situations will be forwarded to the Compliance Office where they will be fully investigated.

We understand that reporting potential misconduct is not always easy and commit to supporting and protecting anyone who submits a report in good faith. If employees or managers seek to share a potential violation, but wish to keep their identity confidential, Conviron and Argus will honor that request to the fullest extent allowable by law.

Investigation of Potential Code Violations

The Compliance Office will be responsible for investigating all potential Code violations with diligence. Depending on the situation, additional information may be required from those reporting an incident. In every case, Conviron and Argus respects the privacy of all individuals and will conduct all investigations in accordance with local law.

Consequences of Misconduct

Since we are all provided the resources to do the right thing, consequences can be severe if misconduct is reported. Those found to be in violation of the Code of Conduct can face disciplinary action – including termination. This approach equally applies to those who make false allegations of misconduct. Legal and ethical misconduct can also subject the individuals and the company to fines, penalties, and civil or criminal prosecution.

Our Pledge to Employees

A Safe and Healthy Workplace

A healthy workplace is the foundation for all that we do and the manner in which we treat each other influences how others view us. In this context, Conviron and Argus are committed to diversity - attracting and retaining people with a variety of backgrounds and experiences.

At Conviron and Argus, the health and safety of our employees, families, work partners and communities are of utmost importance. We believe that health and safety are the responsibility of everyone, and we are resolved to create an environment that is free of health and safety hazards.

To ensure this, we not only comply with the many processes and procedures that we've put in place, we also comply with all local laws and regulations. All employees have a duty to report situations that have resulted in or have the potential to create an unsafe condition.

Support for Human Rights

With employees positioned around the world and with sales and installation of product in over 90 countries, Conviron and Argus strive to support the well-being of our employees and their families, and support the communities within which we operate.

Our policy prohibits discrimination – real or perceived - based on race, color, religion, sex, age, national origin, disability, gender expression or sexual orientation. In addition, Conviron and Argus will make every effort to provide reasonable accommodations to people with disabilities.

We prohibit harassment in any form of unwanted physical and/or verbal activity.

Personal Information Privacy

Conviron and Argus take the protection of personal information very seriously and pledges to keep all personal information confidential. We will only provide personal information to others at an employee's request or with an employee's express consent. The only exception to this rule is if we are required to provide personal information to law enforcement officials as part of a criminal investigation.

Suitable precautions are taken by all employees to ensure that confidential information is stored in a secure manner and that only authorized personnel have access. Employee personal information is kept by our Human Resources department in employee personnel files that are safeguarded in a locked office.



Our Pledge to Our Clients, Suppliers, and Partners

Product Stewardship

We are committed to supporting technology and products throughout their entire life-cycles. In doing this, we strive to ensure these technologies are safe for our clients and environmentally friendly to our communities.

A key element of product stewardship is our commitment to training and supporting clients on the intended use of our products, which is accomplished through training sessions, manuals, and other materials.

Product and Service Quality

In addition to meeting all legal and contractual obligations, we continuously seek new and innovative ideas that support our products and services. We strive to not only meet our clients' original product expectations but to provide world-class service support to our clients through the entire life-cycle of our product.

We strive to consistently deliver the highest quality products and services to our clients. We accomplish this by following and continuously improving our standardized processes and procedures. Consistent with this long-standing commitment, Conviron and Argus both adhere to the principles of ISO 9001 certification, a certification in Quality Management Systems and one that remains a key element of our business today.

Regulatory Compliance

We conduct business in a regulated environment and strive for full compliance with all international, national and local laws and regulations.

Fair Marketing Practices

We compete for business fairly and honestly. Our competitive advantage is technical expertise, superior performance and outstanding service, and we do not exaggerate or mislead in our communications with clients or the market. We will not criticize or misrepresent the qualifications or services of our competitors.

While we will jointly promote various activities such as public safety or sustainability with other organizations, suppliers, companies and stakeholders, we will not favor or promote the services or products of one company over another and shall remain neutral except where public safety may be at risk.

Privacy and Confidentiality

In the course of business, we routinely gain access to the confidential information of our clients and suppliers, including business processes and procedures, trade secrets, intellectual property, test reports and records, all of which we diligently protect. When people leave our employ, they must return copies of all such information and continue to keep it confidential.

Our Pledge to Our Company and Shareholders

Conflicts of Interest

A conflict of interest exists when a personal interest interferes – or has the potential to interfere - in any way with the interests of the Company. Conflicts of interest can influence judgment and interfere with job performance. Even the appearance of a conflict of interest must be avoided because of the impression it may leave.

Company Assets and Information

To prevent theft, carelessness and waste, our employees are required to safeguard all Company assets including but not limited to facilities, inventory, office supplies, equipment and proprietary information. It is important that we protect these Company assets and use them exclusively for valid business purposes.

We provide electronic and computer technology to our employees to equip them for their job. As employees, we recognize that information created, received or disseminated through these systems is not private and authorized Company representatives may monitor these systems without notice.

Information Security

At Conviron and Argus, we ensure that our intellectual property is protected and safeguarded. We keep abreast of the latest IT solutions to ensure our network is protected from external threats and vulnerabilities. In addition to protecting our information from external sources, our employees are trained and educated on how to minimize these threats and exposure to sensitive information.

Financial Accounting

Our duty is to ensure that all financial books and records present an honest and accurate accounting of the Company's financial position. In particular, we accurately report all of its revenues and expenses, follow all internal control procedures, and never make a false or misleading statement with respect to financial information.

All books, records, accounts and financial statements are maintained in sufficient detail to reflect Company transactions and conform to any applicable laws, regulations and our system of internal controls.





External Communications

We ensure all public statements, including disclosures to the media or general public, are accurate and in accordance with our policies. Employees are not permitted to communicate with the media or to publish news using any media regarding Conviron or Argus without expressed permission from the President. All media inquiries are directed to the President's Office, who will work with the appropriate technical and business personnel as necessary to prepare a response.



Our Pledge to the World

The Environment

We understand the importance of a healthy, sustainable environment, and that we play a role in protecting our planet. To safeguard the communities in which we operate and support, we comply with and strive to exceed all environmental regulations and requirements. In addition to combining innovative technological solutions with sound business decisions, we provide our employees with training in our environmental policies.

Bribery and Corruption

We conduct business with honesty and integrity, which means we do not give or accept gifts or favors, regardless of their perceived nominal value, in exchange for any type of favorable treatment. Bribes are defined as cash, fees, commissions, credits, gifts, services-in-kind or anything of value. Bribes or kickbacks in any form are not tolerated, and we impose serious consequences for such behaviour including potential criminal prosecution of individuals and organizations.

As a company, Conviron and Argus operate globally and in doing so, we respect local business customs and market practices. We require our employees, suppliers and agents to comply with applicable anti-bribery and anti-corruption laws. We do not allow, condone or participate in corrupt business practices and under no circumstances will we permit our employees, suppliers or agents, directly or indirectly, to bribe or attempt to bribe.

International Trade Laws

As a global supplier, we are subject to international trade laws. Certain transfers of technology and technical information are restricted depending on the nature of the item, country of origin, destination, end use and end user. Transferring these technologies or information without the appropriate government licenses and permits can result in serious penalties for the Company and our individual employees.

Political and Charitable Contributions

Conviron and Argus are politically neutral companies and do not make political contributions anywhere in the world, whether in cash or in kind.

Our employees have a right to engage in political activities on their own time and at their expense. Employees are not, however, permitted to speak on behalf of the Company or give the impression that they are representing it in their personal political activities.



We actively participate and maintain membership in selected organizations as time and circumstances permit. We view providing support for organizations and causes within our community as a fundamental part of our corporate and community responsibility. Donations on behalf of the Company are considered and supported according to a budget plan and prior approval of the Contributions Committee.



CEL GROUP OF COMPANIES

Founded in 1964, the CEL Group of Companies (CEL) comprises Conviron Canada, Conviron USA, Conviron Europe and Conviron Australia together forming the world's leading designer and supplier of controlled environments for plant growth. The CEL Group also includes Argus Controls, the leading supplier of plant-centric environmental controls and automation systems used in greenhouse and indoor growing facilities. Together, Conviron and Argus provide technologies to our clients in the plant science research, commercial horticulture, and plant-derived pharmaceutical industries in over 90 countries around the world.









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REF: Business Code of Conduct, MKO289, Rev08, 2024
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