



CODE OF BUSINESS  
CONDUCT FOR  
TETRA TECH INC. AND  
ITS SUBSIDIARIES

## APPENDIX 1 – TETRA TECH QC CODE OF ETHICS

**TETRA TECH** IS A CORPORATION OPERATING WORLDWIDE. **TETRA TECH QC\*** IS ONE OF **TETRA TECH INC.**'S SUBSIDIARIES.

OUR STAFF COMES INTO CONTACT WITH NUMEROUS PUBLIC ORGANIZATIONS, PRIVATE CITIZENS, BUSINESSES AND NON-GOVERNMENTAL ORGANIZATIONS (NGO), AS WELL AS OTHER PARTNERS WORLDWIDE. **TETRA TECH** ACTIVELY SUPPORTS PRINCIPLES OF INTEGRITY AND ETHICS, AND MORE SPECIFICALLY THE FIGHT AGAINST CORRUPTION ON AN INTERNATIONAL SCALE, AND OFFERS ITS PARTNERS CONSULTING SERVICES DESIGNED TO PREVENT CORRUPTION.

**TETRA TECH** IS DETERMINED TO MAINTAIN THE STRICTEST RULES REGARDING INTEGRITY AND ETHICS IN EVERY ONE OF ITS AREAS OF INVOLVEMENT. CONSEQUENTLY, **TETRA TECH** HAS ADOPTED A POLICY ON ETHICS AND ANTI-CORRUPTION TO FIGHT AGAINST CORRUPTION IN ANY FORM.

THIS CODE OF ETHICS AND **TETRA TECH**'S CODE OF CORPORATE CONDUCT APPLY TO ALL **TETRA TECH QC** PERSONNEL. THIS CODE WAS ESTABLISHED TO ENSURE AND ENCOURAGE THE BEST BUSINESS BEHAVIORS AND WORK ETHICS COMPLIANT WITH RULES OF PERSONAL AND ORGANIZATIONAL INTEGRITY.



# 1 Ethics Committee

**TETRA TECH QC** has formed an Ethics Committee to which the employees, management and administrators must refer to in certain situations defined herein or regarding any other issue or to seek advice pertaining to ethics and integrity standards. The Ethics Committee includes personnel from **TETRA TECH QC**'s Legal Affairs and Corporate Ethics Department, at least two members of **TETRA TECH QC**'s Executive Committee, and an External Ethics Commissioner.

When a breach of ethics is brought to the attention of the Ethics Committee, the latter collects the relevant information, reports on its observations to the proper authority at TETRA TECH INC., and makes appropriate recommendations.

The Ethics Committee reviews and assesses the enforcement of this code within **TETRA TECH QC** and has the power to modify or adopt some directives pertaining to the ethical and practice standards. In addition, the Ethics Committee ensures staff training as defined in Section 3, item D "Continuous Training" herein.

# 2 Respecting the Law

Taking care to respect what is good should be the first consideration when it comes to business decisions and actions, which should also include respecting the law. We should be aware of the laws and regulations applicable in our area of expertise or applicable to the business unit for which we are working or in our field of activities, and comply with them. Appendix A "Respecting the Law" (herein) includes a non exhaustive list of the laws that all personnel should be familiar with.

We should avoid executing any task that could reasonably be considered suspicious versus the law, even if it appears to be a common practice in the country or community where the project is being completed. To achieve this goal, we must respect the requirements of this code, as well as those of the other **TETRA TECH QC** policies and procedures applicable to our activities and occupation. We will not knowingly take actions that would allow clients to break the law or that would cause them to do so. We must not knowingly encourage employees of other organizations to break our code of conduct or the law. When in doubt, the Department of Legal Affairs and Corporate Ethics, which reports to the Ethics Committee, must be consulted.

\* TETRA TECH QC refers to TETRA TECH QC inc. and its subsidiaries.

# 3 Personal Integrity

## A. Criminal Record

As employees, we are all obligated to inform our Department of Legal Affairs and Corporate Ethics that we are: i) accused of a job-related criminal offense or a criminal offense involving the use of company material, in accordance with the Loi sur le contrat d'organismes publics (Quebec law on public organizations), and that we have been found guilty of the said offense; ii) that we are pleading guilty to such a criminal offense; or iii) we are not contesting the said offense. This includes providing information in relation to the situation. In some cases, the employee will have to report the situation to a regulatory organization. An employee accused or found guilty of an infraction or who pleads guilty to an accusation or who is not contesting the infraction could be faced with job-related disciplinary actions if accusations are related to or could have consequences on professional activities. We are obligated to report any accusation or declaration of guilt to our supervisor, our legal affairs representative, or the Ethics Committee.

## B. Human Resources Management

In order to ensure and preserve personal integrity for all members of the **TETRA TECH QC** staff, the judicial records will be verified for every employee. As soon as employment begins, the employee's file is examined in order to validate the relevant information based on available public records. Depending on the nature of employment and of the responsibilities inherent to the occupation, judicial records will be investigated. For professionals, management positions and other relevant occupations, a review of judicial records will take place each year to ensure that all employees of **TETRA TECH QC** are maintaining a high standard of integrity. Professionals, such as engineers, architects, etc., must also follow all of the regulations pertaining to their ethical obligations. Any ethical misconduct will be recorded in the employee's file and will be evaluated by the Department of Legal Affairs and Corporate Ethics.

The Department of Legal Affairs and Corporate Ethics will then produce a report recommending sanctions, if applicable.

A financial analysis of upper management employees will also be carried out each year. This assessment process aims to understand and manage the financial risk associated with each upper management employee at **TETRA TECH QC**.

### C. Administrative Control of the Activities

A series of random audits on the ethical behavior of **TETRA TECH QC**'s business agents will be conducted by the Ethics Committee. The Department of Legal Affairs and Corporate Ethics will carry out internal audits in order to evaluate the ethical behavior of **TETRA TECH QC**'s business agents. These audits will take place randomly, whereas the audits of the Ethics Committee will be carried out upon request. Based on their level of complexity, these audits could be entrusted to a third external party qualified in matters of ethics. This audit process is based on the procedures implemented by the "Ordre des ingénieurs du Québec" and the "Bureau des normes du Québec".

### D. Continuing Education/Training

The company is responsible for providing its employees with a training program consisting of two training sessions on ethics, anti-corruption and employee integrity. Specifically, these training sessions pertain to **TETRA TECH QC**'s Code of Ethics, its **TETRA TECH INC.** Code of Business Conduct and, more generally, corruption and collusion in the field of construction and engineering, based on Quebec legislation. They target **TETRA TECH QC**'s entire workforce.



## 4 Conflicts of Interest

We will report any conflict, real or potential, between our personal interests and those of **TETRA TECH QC**. A conflict of interest arises when the private interests of a **TETRA TECH QC** employee may influence or seem to influence the neutral and objective performance of his/her official functions. "Personal interest" is defined as any gain or advantage to one's self or to family, friends or persons or organizations with whom political or business relationships have been maintained. This section does not include an exhaustive list of the activities or private interests that may constitute a conflict of interest. Every real or potential conflict of interest should be analyzed on a case-by-case basis and based on the stakes involved for the company.

Should a conflict of interest arise, whether real or potential, employees must immediately disclose the potential conflict to their supervisor, the Department of Legal Affairs and Corporate Ethics, or the Ethics Committee.

## 5 Corruption

### A. Corruption

Corruption is defined as an abuse of power aiming to gain privileges and wealth for private ends. Corruption affects anyone whose life, means of existence or happiness depend on the integrity of people who are in positions of authority. It is a threat to social stability and safety and it undermines democratic institutions and values.

This definition corresponds to the notion of corruption as defined in most penal codes included in international agreements on the fight against corruption. It also includes receiving and giving kickbacks, as well as other forms of active or passive corruption. Corruption is a criminal or penal offense in Canada.

The terms most often used to refer to corruption include traffic of influence, fraud, misappropriation of funds, or extortion. Corruption does not only involve money changing hands, but can also take the form of services rendered in order to gain benefits, such as preferential treatment, special protection, additional services, or faster delivery times.

The entire staff of **TETRA TECH QC** commits to respecting and promoting the principles described herein, i.e. APPENDIX 1, "**TETRA TECH QC** Code of Ethics", appendix of the **TETRA TECH INC.** Code of Business Conduct.

### B. Extorsion

We will not seek to influence, for private purposes, any person or organization through our official position or force or threats. Extortion takes place when a public agent illegally demands or gains money or goods through intimidation. Extortion also occurs through threats of physical or material violence, personal criminal accusations, or the disclosure of compromising information. Extortion is a criminal or penal offense in Canada.

## 6 Fraud

We will abstain from using deception, ruse or violation of trust to unfairly or dishonestly gain benefits. Fraud consists in deceiving a person to gain advantages (monetary or others) for the purpose of evading an obligation or causing losses to others. Fraud involves deliberately deceitful or dishonest behavior, as well as fraudulent practices or actions under false pretenses. Fraud is a criminal or penal offense in Canada.

## 7 Misappropriation of Funds

We will not illegally appropriate the goods or monies entrusted to us. Misappropriation of funds or embezzlement consists in the illicit appropriation or redirection of goods or monies legally entrusted to a person officially acting as agent. Embezzlement is a criminal or penal offense in Canada.



# 8 Gifts and Entertainment

We must never accept, propose or give, either directly or indirectly, a gift, an entertainment activity or any other benefit (collectively referred to herein as “gift”) which does not have a nominal value to a client, supplier or employee (existent or potential) or to anyone wishing to do business or doing business with **TETRA TECH**. In addition, as mentioned below, we must never accept, propose or give, either directly or indirectly, a valuable gift that could be perceived as a kickback or as an attempt to influence a decision. We must never ask for gifts, no matter their value.

To establish whether or not the value of a gift is nominal, we must determine if the gift could reasonably be considered as an attempt to influence our or **TETRA TECH**'s behavior (or if we are offering the gift, the behavior of the recipient or his organization), or if the value of the gift will influence our personal situation (or that of the recipient). It is also important to consider the circumstances in which the gift is given, the nature of the gift, and the moment when it is given. If the potential recipient of a gift or a member of his family is, or could be considered as, a member of government or an employee of a private business, state organization, domestic or international private organization or public agent, we must also ensure that the policies regarding the fight against corruption and related procedures are respected because severe sanctions may be applied in case of non-compliance. In order to establish whether or not the value of a gift is nominal or to determine if a gift can be accepted, offered or given, the Ethics Committee must be consulted as it will rule on the matter based on, but not limited to, the conditions listed below.

Therefore, we can accept, propose or give gifts with a nominal value as long as they meet the following criteria:

- They do not consist of cash, nor can they be immediately converted to cash (such as securities, checks or money orders);
- They are compliant with business practices acceptable in Canada and in the United States;
- They may not be interpreted as an attempt to corrupt or influence, or as a form of payment for a specific operation or recommendation;
- They do not violate any laws, nor do they undermine our or **TETRA TECH**'s integrity (or if we offer the gift, the integrity of the recipient or his organization);
- They do not undermine our reputation or that of **TETRA TECH** should they become publically known.

If in doubt regarding the nominal value of a gift or whether or not a gift may be accepted, offered or given, we must consult our supervisor or a representative of the Department of Legal Affairs and Corporate Ethics or another contact within our field or area of expertise. Vice Presidents or upper management must consult the Department of Legal Affairs and Corporate Ethics. We must also keep in mind that policies, procedures and directives apply to some areas of activities or expertise regarding gift giving and receiving or other benefits, and that we must comply with them, if applicable.

On occasion, **TETRA TECH QC** employees may find themselves offered the opportunity to take advantage of rebates on merchandise or services by a third party. Such offers may be acceptable if they have also been offered to large groups outside of **TETRA TECH QC** and if the rebates correspond to those usually offered by the third party. If such an opportunity is offered only to **TETRA TECH QC** employees, we must then evaluate if it could be construed as a conflict of interest or as a potential or apparent conflict of interest.

Finally, we must always respect the rules of ethics and integrity included in **TETRA TECH**'s Code of Corporate Conduct, and more specifically to Section III, items D “Gifts, Meals and Entertainment”, E “Improper Payments”, and Section IV, Items H “Gifts, Meals or Gratuities” and I “Kickbacks”. In case of conflicts with these sections and the Code of Ethics, the latter will prevail.

# 9 Nepotism and Favoritism

We will not favor friends, family members or other close relations in the context of hiring personnel, reaching agreements, assistance efforts, and the provision of consular services or in any other situations.

Nepotism consists in favoring family and friends regardless of merit and based on close relationships rather than professional and objective appreciation and abilities or capabilities.

Any family relationship or close personal relationship between two employees, in which one is a supervisor to the other, must be declared. This declaration must be made either to the immediate supervisor, the Human Resources Advisor or the Director of Legal Affairs and Organizational Ethics. To avoid any allegations of nepotism or favoritism, family relationship or close personal relationship must be declared upon its formalization or upon hiring.



# 10

## Protection of Confidential Information

In the context of their duties, no member of the staff may use, disclose, sell, distribute, or otherwise release, to anyone whatsoever, or otherwise disclose any confidential information for the duration of his/her employment at **TETRA TECH QC**, as well as after, except as required in the context of their work, as specified in the “Code civil du Québec” (Civil Code of Quebec). In addition, upon termination of employment, any confidential information (or reproduction on any form of support) must be returned to **TETRA TECH QC**.

In the context of this Code, “confidential information” describes any information received by **TETRA TECH QC** personnel through any means or related to **TETRA TECH QC** in any form (verbal, written, electronic or other) or pertaining to **TETRA TECH** its activities or clients, including, but without limiting the generality of the foregoing, any information pertaining to intellectual property, finance or marketing, costs, business projections, bid content, pricing policies, methods, factors and formulas to establish prices, trade secrets, marketing strategies, designs, drawings, technical knowledge and methods, control and quality procedures, training manuals, information on clients, agreements with clients, client names or lists of suppliers or distributors, information on **TETRA TECH QC** personnel, and any other information of a confidential nature. However, it is agreed that “confidential information” does not include the following:

- Information that is available in the public domain or is generally known in the industries in which **TETRA TECH QC** operates, without fault or responsibility on the part of a staff member;

or

- The disclosure of information that has been previously approved by **TETRA TECH QC**.

# 11

## Protection of Intellectual Property

**TETRA TECH QC** retains any right of ownership on all works and documents produced by the staff. **TETRA TECH QC** becomes the sole owner and holds all rights related to intellectual property, from creation, and notably without limiting generality of the foregoing, and to any written document, drawing, digital model, scale model, concept, method, invention and process that the staff generates or uses during employment. **TETRA TECH QC** reserves the right, based on its agreements with clients and for which the works and documents are produced by the staff, to transfer copyrights and other rights related to intellectual property to the said clients. All members of the staff therefore renounces any moral right resulting from any right related to intellectual property that has become the exclusive property of **TETRA TECH QC**.

# 12

## Reporting Corruption – Compliance with the Code of Ethics and Reporting Corruption

Any person from **TETRA TECH QC** will report any violation, either real or suspected, of this code. All employees are required to familiarize themselves with this code and to respect its principles in accordance with the commitment included in Appendix B. They must report any violation, real or suspected, of the rules to their supervisor or to the Department of Legal Affairs and Corporate Ethics. It is also possible to report unethical behavior, anonymously and confidentially by contacting The Network, an independent reporting service, at 1-770-582-5289, 24 hours a day, 7 days a week.

In accordance with the approach regarding the fight against corruption, any person from **TETRA TECH QC** will report any violation, real or suspected, to this Code of Ethics to the Ethics Committee, more specifically any specific case of corruption, real or suspected, involving other employees, business partners, partners within programs or projects, or collaborating partners’ projects. Any person reporting a situation related to a violation of the Code of Ethics will be provided with protection and adequate guidance.

In cases of corruption, real or suspected, such as traffic of influence, **TETRA TECH QC** will decide, based on the information available, if it is relevant to inform authorities and to transfer the case to the police. This applies to situations detected in Canada and abroad, no matter the means through which **TETRA TECH QC** has been made aware of this information. Any person reporting a situation related to corruption, collusion or other offenses will be provided with protection and adequate guidance.

# 13

## Excessive Personal Debts

At **TETRA TECH**, as a partner involved in major private and public projects, we are called upon to manage other people’s money through work supervision or project management activities. Consequently, as employees, we must know how to manage our finances in a responsible manner. Employees who are experiencing personal financial difficulties are encouraged to discuss the issue with their supervisor, department head, or the Department of Legal Affairs and Corporate Ethics, or to use any other support tool offered through **TETRA TECH**, such as the employee assistance program.

# 14

## Use of alcohol, cannabis, illegal drugs or inappropriate use of prescription drugs

As an employer, **TETRA TECH QC** is obligated to preserve health, safety and the physical and psychological integrity of its employees. **TETRA TECH QC** must therefore prevent risks of accidents in the workplace.

The main obligations of **TETRA TECH QC**'s employees consist in performing physical and intellectual work cautiously and diligently. An employee who acts negligently while working is engaged in wrongdoing, whether or not it leads to an accident.

The use of alcohol, cannabis, illegal drugs or the inappropriate use of prescription or over-the-counter drugs may affect an employee's performance and have dire consequences on his work or for colleagues in terms of health and safety in the workplace. To protect all employees, **TETRA TECH QC** has put in place several policies which all employees are required to follow.

In terms of use, possession, sale or distribution of drugs (including cannabis and its derivatives, alcohol and other similar substances), **TETRA TECH QC** has a zero tolerance policy in its offices, at construction sites and in its vehicles.

Any employee coming to work in possession of any prohibited substance or while impaired following drug or alcohol use will be denied access without notice.

Should an employee witness drug use or alcohol consumption in the workplace, he or she will notify his/her supervisor or Human Resources advisor to participate in the elimination of risks of accident.

Any employee who is required to take medication which could impair abilities must inform his/her supervisor or Human Resources advisor immediately.

Any employee must inform **TETRA TECH QC** of his/her use of drugs for medicinal purposes, including cannabis and its derivatives, by providing his/her supervisor or Human Resources advisor with a certificate in accordance with the Access to Cannabis for Medical Purposes Regulations.

Any employee taking medication must consult with a medical professional to ensure that he/she can perform work safely. The employee is responsible for making enquiries with his/her doctor as to whether or not he/she can work. The employee will provide a certificate from his/her doctor stating that he/she is able to perform his/her duties.

**TETRA TECH QC** reserves the right to demand a medical evaluation.

Any employee with an addition to drugs, alcohol or medication must inform his/her supervisor or Human Resources advisor immediately.

**TETRA TECH QC** is committed to keep the information confidential.

When alcoholic beverages are served and consumed on **TETRA TECH QC** property or during events organized outside business hours, the highest-ranking manager in charge of the event or site must put a procedure in place and take reasonable action to keep any colleague, client, supplier or guest from driving while impaired or report any problem to management.

# 15

## Relations with Government Organizations or Agents

As part of their duties, **TETRA TECH QC** personnel will not contribute in any way to the financing activities of political parties. **TETRA TECH QC** employees may contribute to electoral funds on a personal basis; however, the employees will not use these personal contributions to gain advantages from elected officials and they will have to respect the provisions of Quebec electoral laws.

# 16

## Express your opinion

In the context of your professional activities, you must use a language full of respect and professionalism, both with your customers, partners or colleagues. Avoid as much as possible to express an opinion that could harm the reputation of **TETRA TECH**. At all times and in all circumstances, requests for information or opinion of the media should be directed to the Communications **TETRA TECH QC**.

Outside of your professional activities, you must be vigilant and keep in mind that your personal interventions could harm the reputation of **TETRA TECH**, especially through the use of social networks and blogs







## OPENNESS AND TRANSPARENCY RULE

Maximum openness and transparency are key factors in the fight against corruption.

**TETRA TECH QC** ensures openness and transparency toward the public and its partners through its web site, which focuses on record accessibility through the following links:

- Annual reports of **TETRA TECH QC**'s Ethics Committee;
- Services of **TETRA TECH QC**'s Ethics Committee;
- Guidelines of **TETRA TECH**'s "Express Yourself!" program;
- Anti-corruption web portal for businesses.

In-house, **TETRA TECH QC** ensures that every employee is familiar with the anti-corruption policy through the following means:

- Intranet, under Legal and Ethics;
- A reminder of the directives regarding the application of the Code in-house, through the **TETRA TECH QC** policy regarding gifts;
- Appropriate training sessions at hiring and throughout employment.

## HOW AND WHERE TO REPORT CORRUPTION

In accordance with the corporate approach regarding the fight against corruption, an employee is required to immediately report any violation, either real or suspected, to his supervisor or directly to the Department of Legal Affairs and Corporate Ethics, more specifically any specific case of corruption, either real or suspected, involving other employees, business partners, partners within programs or projects, or collaborating partners' projects.

If the immediate supervisor is notified first, the **TETRA TECH QC**'s Department of Legal Affairs and Corporate Ethics must be notified next.

In case of a violation, either real or suspected, of this code of conduct or its appendixes, such as traffic of influence, **TETRA TECH QC** will decide, based on the information available, if the appropriate authorities must be notified and the file transferred to the police. This applies to situations detected in Canada and abroad, no matter the means through which **TETRA TECH QC** was made aware of the information.

### IMPLEMENTATION OF THE CODE OF BUSINESS CONDUCT

On a regular basis, **TETRA TECH QC** personnel will participate in anti-corruption information sessions as well as reviews every one-and-a-half year.

## APPENDIX A – RESPECTING THE LAW

Any **TETRA TECH QC** employee must comply, in spirit and to the letter, with all of the laws and regulations applicable to the activities of **TETRA TECH QC** and as defined in Section 2 of the Code of Ethics, which are listed non-exhaustively below:

- “Loi sur la concurrence” (law on competition), Province of Quebec
- “Loi sur la transparence et l’éthique en matière de lobbyisme” (law on transparency and ethics in lobbyism) and “Code de déontologie des lobbyistes” (lobbyists code of ethics), Province of Quebec
- “Loi sur l’éthique et la déontologie en matière municipale” (law on municipal ethics and conduct), Province of Quebec
- “Loi sur les contrats des organismes publics” (law on public organization contracts), Province of Quebec
- Corruption of Foreign Public Officials Act, Canada
- Foreign Corrupt Practices Act, United States
- Federal Acquisition Regulation, United States
- Anti-Kickback Act, United States
- Bribery Act 2010, United Kingdom

## APPENDIX B – COMMITMENT

**TETRA TECH QC** believes that it is important for each administrator, member of management, supervisor, and employee to act and make the best decisions in the company’s interest. It is therefore essential that each and every one of us respects this code. Every **TETRA TECH QC** employee pledges to comply with this at the hiring stage by signing a commitment to **TETRA TECH INC.** and their subsidiaries.

### TETRA TECH QC RULES ON ANTI-CORRUPTION, INTEGRITY AND ETHICS:

1. We will avoid any conflict, either real or potential, between our interests and those of **TETRA TECH**.
2. We will not accept or operate under any form of corruption.
3. We will not attempt to influence, for private purposes, any person or organization through our official position or through the use of force or threats.
4. We will abstain from using deception, ruse or violation of trust to unfairly or dishonestly gain an advantage.
5. We will not illegally appropriate the goods or monies entrusted to us, nor will we embezzle funds.
6. We will not, directly or indirectly, give, ask or receive any gift or favor likely to influence our judgment, our activities, or the accomplishment of our mission. This does not include conventional hospitality or gifts of nominal value.
7. We will not favor friends, family or other close relations in the context of hiring, reaching agreements, helping efforts, providing consular services, or in any other situation.
8. We will report any violation, real or suspected, of these provisions of this Code of Ethics. This code will be completed by guidelines and instructions, existing or new, if required, targeting specific areas of action. **TETRA TECH** can provide guidelines regarding cooperation in business development and is actively involved in the fight against corruption.
9. We will respect the laws and regulations applicable in the territory where we operate and in our area of expertise.



**TETRA TECH**