

Vision 7 International Inc. Supplier Code of Conduct

The use of “Vision 7” or “the Company” herein refers to Vision 7 International Inc. and its divisions and affiliates in Canada, the United States, the United Kingdom and elsewhere in the world.

The Vision 7 International Inc. Supplier Code of Conduct (hereinafter, the “Code”) applies to all the Company’s suppliers. It sets out the Company expectations with respect to the suppliers it does business with, as well as their subcontractors. Business relations include any and all ties and exchanges between the Company and its suppliers or potential suppliers, whether they are contractual or not.

This Code is an integral part of the contractual documents binding Vision 7 suppliers. Any supplier who contracts with the Company agrees to comply with this Code. Indicatively, the Company expects that its suppliers shall provide all concerned employees with a copy of this Code.

1- Ethical values

The fundamental values of Vision 7 are respect, sincerity, honesty and openness to diversity. The Company firmly believes such values are key to nurturing a teamwork environment that leads to a spectacular product and to encouraging members of the organization to fully develop their potential along the way. The Company therefore asks its suppliers to respect to its values, and to abide by all applicable statutes and regulations.

2- Compliance with laws and professional codes

Suppliers are required to comply with all applicable federal, provincial, state and local laws, as well as the laws of foreign countries, in the conduct of its business. Please remember that compliance with the law means not only following the letter of the law, but also conducting business so that the Company will maintain its reputation of integrity and honesty in carrying out its business activities worldwide. In addition, suppliers regulated by professional codes of practice, conduct or ethics shall comply therewith.

3- Confidentiality

During the course of working for the Company and thereafter, suppliers shall maintain in the strictest of confidence and not, directly or indirectly, disclose to others or use (unless required by the good faith execution of its duties towards the Company) information or materials that are: (a) proprietary to the Company or one of its clients; (b) designated or considered confidential by the Company or one of its clients; or (c) not generally known or available to non-Company or non-client personnel. Any and all such information and/or materials are deemed “Confidential Information” for these purposes. Confidential Information includes, without limitation, client lists, client names, client contracts, and other client-related information, technical notebooks, technical notes, and all confidential data of any kind, nature or description concerning any matters affecting or relating to Company business, a Company affiliate, or a Company client. Suppliers also agree that the Confidential Information is an important, material and confidential trade secret

that affects the successful conduct of the Company's business and goodwill, and that the Confidential Information shall remain the exclusive property of the Company.

4- Conflicts of interest

Suppliers must avoid placing themselves in situations where their interest may be in conflict, or could reasonably be expected to create a conflict, with those of Vision 7. All business decisions must be made solely in the best interests of Vision 7 and its customers, based on sound business judgment. If a situation constituting a conflict of interest, or that could constitute a conflict of interest, is encountered, the matter should be discussed with the Company's Vice-president, legal services, for an assessment as to whether conflict-of-interest concerns are present and how to resolve them. It is prohibited to make payments or offer benefits of any kind to an employee of Vision 7 in order to influence the performance of his duties or functions; or to induce his or her position to influence any acts or decisions for obtaining a contract.

5- Gifts and entertainment

Vision 7 and its employees do not accept any improper gifts, monetary or otherwise, from a supplier, potential supplier or any other organization or individual that does business or seeks to do business with the Company (whether directly or through a client), or is otherwise in a position to influence business decisions. An improper gift may include anything of value offered in an attempt to influence our business judgment. Whether a gift is improper or inappropriate may vary depending on the circumstances and the geographic location. It is therefore appropriate to refer to the Company's Vice-president, legal services. However, giving or receiving any form of payment or gift as a bribe or kickback is absolutely prohibited. Accepting gifts, favours or payments of any sort, either directly or indirectly, which are intended (or appear) to illegally influence business decisions or create a personal obligation that is inconsistent with an arm's length business relationship are not permitted. Similarly, it is forbidden for the Company to offer any gift or invitation deemed unreasonable.

6- Collusion and corruption

Any act or involvement in an act of collusion, any conspiracy, agreement or arrangement concerning price fixing with other suppliers, or that are intended to reduce competition, or any arrangement that might prevent the normal course of business between the Company and its suppliers, including any form of corruption, passive or active, extortion, bribe, personal gain, bid-rigging, influence-peddling, use of confidential information, mismanagement or falsification, are proscribed and prohibited.

7- Discrimination and harassment

Suppliers must commit to providing a safe, orderly, diverse and tolerant work environment that is free of any harassment or discrimination. Harassment, discrimination or offensive behaviour of any kind, which includes the persistent demeaning of individuals through words or actions, or the display or distribution of offensive material, will not be tolerated. To maintain the desired work environment, we must grant others the same respect, cooperation and dignity that we expect from them.

8- Integrity of financial information

The Company requires its suppliers to honestly and accurately record and report financial information. Invoices and all supporting documents must fairly and accurately reflect each transaction made. No false, misleading or deliberately inaccurate documents will be tolerated for any reason.

9- Questions and non-compliance

Anyone who has doubts as to whether they or anyone else is adhering to this Code, the matter can be discussed with the Vice-president, legal services, or by the external and confidential Ethics Report Line (see below):

Vision 7 International Inc.
Sandra Giguère, Vice-president, legal services
300 Rue Saint-Paul, Suite 300, Quebec City (Quebec) G1K 7R1, Canada
Email: sandra.giguere@v7international.com
Phone: 418-521-3170

Ethics Report Line:
Report by web hotline: vision7international.ethicspoint.com
Report by phone: 1-855-850-4997

Failure to comply with this Code can have severe consequences for both the non-compliant suppliers and the Company. Vision 7 will then be obliged to impose the appropriate disciplinary measures, up to and including termination of a contract/agreement or business relationship, for violating this Code.

10- Additional information

This Code does not cover every situation suppliers may face in their business relations with the Company, but this does not exempt them from upholding the spirit of this Code as well as the Company's values.