

## **SURERUS MURPHY JOINT VENTURE**

### **THIRD PARTY CODE OF CONDUCT**

At Surerus Murphy Joint Venture (SMJV), we deliver world-class infrastructure together. The energy industry relies on SMJV each day, and it is our responsibility to make decisions and conduct our business in a responsible, honest, and ethical manner. To that end, we work with Suppliers or Third Parties (those organizations that provide materials, goods, and/or services to SMJV, including contractors, subcontractors, vendors, and consultants) who strive to be leaders in their industries; are willing to uphold our core values of Never Harm, Trust, Integrity and Assured Delivery; adhere to our fundamental policies and procedures and this Third Party Code of Conduct; and share our commitment to the highest standard of business conduct.

This Code outlines SMJV's requirements regarding the ethical standards and business conduct of its Third Parties.

In all their activities, our Third Parties must conduct business in full compliance with the ethical standards set out in this Code, as well as the letter and intent of all laws, rules, and regulations of the countries in which they operate, or generally accepted international standards. Third Parties are also encouraged to go beyond legal compliance in order to advance social and environmental responsibilities. When the country's laws and international standards address the same issues, we expect the highest standards to be applied.

Third Parties are also required to take all reasonable measures to ensure they respect, uphold, and communicate this Code across their business and within their own supply chains connected with the Third Parties' contracts with SMJV.

#### **HEALTH AND SAFETY**

Achieving best-in-class safety performance has been and continues to be SMJV's stated priority. Our commitment to safety is based on caring for employees, our subcontractors, the communities where we live and work, and the environment. Our target is to achieve zero incidents and to foster a culture in which safety is everyone's responsibility, continuous improvement is required, hazards are controlled, and our commitment to caring extends beyond the workday.

We require our Third Parties to operate in alignment with our commitment to safety and to do their part to help us achieve best-in-class safety performance.

#### **ENVIRONMENT**

SMJV is committed to sound stewardship and protection of the environment. We require our Third Parties to comply with all applicable laws and regulations and SMJV or SMJV's client environmental policies and guidelines as a condition of conducting business with and on behalf of SMJV.

Our approach to the environment is governed by our project-specific Environmental Responsibility Policy and Climate Policy. We require our Third Parties to be familiar with and contribute to these commitments.

#### **LABOUR AND HUMAN RIGHTS**

SMJV believes that each individual with whom we come in contact deserves to be treated fairly, honestly, and with dignity. We do not condone any form of harassment, discrimination, or inappropriate actions or language of any kind. Third Parties must conduct all their operations in a socially responsible, non-discriminatory manner and in full compliance with all applicable laws. Third Parties must respect the human rights of workers and treat them with dignity and respect as understood by the international community.

#### **Forced Labour and Anti-Slavery**

Third Parties shall not threaten workers with or subject them to harsh or inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental coercion, physical coercion, verbal abuse, or unreasonable restrictions on entering or exiting company-provided facilities.

Third Parties shall not traffic persons or use any form of slave, forced, bonded, indentured, or prison labour. This includes the transportation, harbouring, recruitment, transfer, or receipt of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. All work must be voluntary, and workers shall be free to leave work or terminate their employment with reasonable notice. Workers must not be required to surrender any government issued identification, passports, or work permits as a condition of employment.

Third Parties shall ensure that third-party agencies providing workers are compliant with the provisions of this Code and the laws of the sending and receiving countries, whichever is more stringent in its protection of workers. Third Parties shall ensure that contracts for both direct and contract workers clearly convey the conditions of employment in a language understood by the worker.

### **Child Labour**

The acceptable minimum age for employees is 15 years. As far as necessary and only if national law permits, children under the age of 15 are allowed to carry out light work that does not interfere with compulsory schooling. Employees under the age of 18 years are not to be involved in night work or work that is hazardous or likely to have a negative impact on the employee's physical or mental development.

### **Equal Opportunity Rights (Adopt Non-Discriminatory Practices)**

We require our Third Parties to provide a workplace that is inclusive and free of harassment and unlawful discrimination. Third Parties shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership, or civil status in hiring and employment practices such as promotions, rewards, and access to training.

### **Wages and Benefits**

Third Parties must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Where no wage law exists, workers must be paid at least the minimum local industry standard.

### **Freedom of Association and Collective Bargaining**

We require our Third Parties to respect the rights of workers to freely join labour unions, seek representation and join workers' councils in accordance with local laws, and to bargain collectively.

### **Third Party Diversity and Indigenous Peoples**

We recognize that a strong, diverse Third Party community is essential to economic vitality, and we seek opportunities to conduct business with competitive, diverse third parties and Indigenous businesses, as described in our Third Party Diversity Policy and Indigenous Peoples Policy. This provides economic impact and supports the communities in which we live and work.

SMJV defines a "Diverse" third party as a Third Party that is at least fifty-one percent (51%) owned, managed, and controlled by a diverse person or group with U.S. or Canadian citizenship, and certified by a nationally- or regionally-recognized third party as one or more of these classifications: minority-owned, woman-owned, LGBTQ-owned, disability-owned, veteran-owned, and/or small business third parties. Third Party diversity encourages the use of diverse third parties and Indigenous businesses throughout the supply chain, providing an equal opportunity for qualified companies to earn SMJV business.

We encourage Third Parties to work cooperatively with SMJV-identified diverse Third Parties and to develop and utilize diverse Third Parties of their own while performing work on our behalf.

Third Parties may be required to report to SMJV on a regular basis the amount of spend with qualified diverse companies that can be contributed as part of purchases made by SMJV.

## **Supporting Our Communities**

SMJV believes in supporting and investing in the communities where our employees live and work. As a part of our continuing commitment in these communities, we encourage Third Parties to promote development of sub-suppliers through capacity building by developing and strengthening skills and abilities and providing resources that communities, organizations, and people need. This approach both stimulates local economic development and creates long-lasting benefits to communities.

## **ETHICAL BUSINESS DEALINGS**

### **Business Integrity**

We require our Third Parties:

- i. To maintain the highest standards of corporate ethics and integrity
- ii. To comply with all applicable federal, provincial, state, and local laws, regulations, and procedures
- iii. To comply with this Code and any other policies and procedures communicated by SMJV

### **Anti-Bribery and Anti-Corruption**

Third Parties must never offer or accept improper payments, inappropriate gifts or anything of value, directly or indirectly, that could influence a business decision in or to gain an advantage in business. Any form of bribery, corruption, kickbacks or extortion is prohibited. SMJV further does not permit the making of facilitation (or grease) payments in order to secure or expedite routine government actions.

Payments to public officials (federal, provincial, municipal or indigenous) are of particular concern. Third Parties dealing with public officials on SMJV's behalf must exercise particular caution not to provide such public officials with anything of value that could be construed as a bribe or to create a perception of bribery.

### **Financial Crimes**

Third Parties may not engage, directly or indirectly, in any form of accepting, concealing, converting and/or transferring funds obtained from criminal activities. Any form of money laundering, embezzlement, terrorist financing, facilitation of tax evasion, fraud or falsification is prohibited.

### **Fair Competition and Anti-Trust Legislation**

We require our Third Parties to comply with all applicable Canadian, United States, or other foreign competition and antitrust legislation.

## **RESPONSIBLE BUSINESS BEHAVIOUR**

### **Timely, Accurate and Complete Business Records**

Third Parties are required to maintain reasonable, complete and accurate books and records, including producing timely, accurate, and complete business records for all SMJV transactions. This includes preparing accurate invoices and other financial records that are in accordance with professional accounting standards, applicable legal requirements and contractual terms and obligations. When submitting business records to SMJV, compliance with reporting standards as set by regional regulators must also be taken into account.

Third Parties must create, retain, and dispose of business records in full accordance with applicable legal and contractual requirements. SMJV reserves the right from time to time to monitor Third Party records as they pertain to work being performed for SMJV.

## **Conflict of Interest**

A conflict of interest exists any time there is a conflict between a personal interest (financial or otherwise) and the interests of SMJV. Third Parties, their employees, or their families cannot receive improper benefits through the relationship with SMJV or allow other activities to interfere with acting in the best interests of SMJV. A conflict may arise with Third Parties that employ or are partially or fully controlled by an SMJV employee or family member.

All and any conflict of interest in any business dealing with SMJV, of which the Third Party is aware, must be declared to SMJV to allow SMJV the opportunity to take appropriate action.

## **Confidentiality and Privacy**

Unless disclosure is authorized or legally mandated (for example by court order), we require our Third Parties to protect the confidentiality of employee and customer information in compliance with applicable privacy legislation, irrespective of whether the information and data was provided by the employee or customer or was created by the Third Party. Third Parties should consider all non-public information to be confidential. Buying and selling securities based on material non-public information, as well as sharing non-public information is prohibited and could result in serious civil and criminal penalties.

## **Third-Party Risk Management**

We require Third Parties to have a third-party risk management program in place for onboarding and monitoring their Third Parties to mitigate third-party risk in relation to sanctions, anti-bribery and anti-corruption laws, human rights laws and fair labour standards, data protection laws and adherence to privacy and cybersecurity best practices. Third Parties must implement a risk-based approach, conducting due diligence in respect of, and imposing controls, including contractual obligations, in respect of those of their Third Parties that present a risk of non-compliance with the law, ethical standards or this Code. In supplying SMJV with materials, goods or services, we require that our Third Parties not use third parties that are known to violate the standards set out in this Code.

## **Sanctions and Embargoes**

International trade laws prohibit or restrict trade with certain countries that are subject to embargoes or sanctions, as well as with certain individuals and organizations (e.g., entities that have ties to actual or suspected terrorists or drug traffickers).

All and any instances of the Third Party, any of its affiliates or any of their directors, officers or employees appearing on an individual, organizational or country sanction or embargo list must be declared to SMJV to allow SMJV the opportunity to take appropriate action prior to entering into and during any business transaction.

## **Responsible Sourcing**

We require our Third Parties to ensure that materials used in the products they supply do not contain conflict resources such as metals derived from minerals that originated from a conflict region that directly or indirectly benefits armed groups.

Responsible sourcing also includes managing supply chains to ensure products supplied to SMJV and the materials and parts used to manufacture such products are not sourced using child or forced labour, that sub-contractors will not put SMJV at risk of bribery and corruption, that third parties used by Third Parties are not subject to sanctions, and that they will not put SMJV at risk of cyber-attacks or privacy breaches.

## **Competitive Protocol**

SMJV requires all Third Parties to engage in the highest ethical standards during the sourcing process. Any competitive bidding related initiative, including the Request for Proposal (RFP), Request for Information (RFI) or Request for Quotes (RFQ), (“RFx”) is both confidential and proprietary to SMJV. Third Parties must not reference the initiative in any publicity

without prior written consent from SMJV or a SMJV Client. The point of contact stated in the RFx is the sole point of contact for any matter related to the RFx. Third Parties must not contact any other person at SMJV regarding that specific initiative, nor should the RFx be discussed with any other SMJV employee. Third Parties must refrain from discussing or disclosing their pricing, costs, and any other contract terms with their competitors at any time and especially during a competitive bidding process and an active contract term.

### **Product Safety and Quality**

Third Parties will meet or exceed applicable laws and regulations as well as contractually agreed quality requirements that meet SMJV's needs, perform as warranted, and are safe for their intended use. Third Parties must develop and maintain processes to detect counterfeit parts and materials and exclude them from products that SMJV purchases.

### **SMJV Resources**

SMJV's resources include, among other things, property, assets, intellectual property, and confidential information. Third Parties are responsible for safeguarding our resources used in the course of performing their work and must make every effort to protect all our resources. These resources must only be used for legitimate business purposes to advance the interests of SMJV or SMJV's Client. The personal use of SMJV resources without prior written permission is prohibited. The intellectual property rights of SMJV and third parties with whom we work must be honoured at all times. Third Parties are obligated to inform SMJV of any situation that may constitute a violation of our property rights.'

### **Brand and Trademarks**

We require Third Parties who interact with our customers to conduct themselves at all times in ways that reinforce and strengthen the SMJV brand. Third Party's use of SMJV's brand is not permitted without express written permission of the SMJV Communications department at SMJV. Under no circumstances are third parties allowed to display the brand of SMJV or any of its affiliated businesses without prior consent.

### **Reporting Non-Compliance**

Third Parties, their employees, or their sub-suppliers must report any fraudulent financial reporting, misappropriation of assets, corruption and other fraud-related malfeasance, illegal activity, fiscal waste or abuse, or other suspected violations of this Third Party Code of Conduct by any party. To report suspected misconduct or violations of this Code, contact SMJV Supply Chain Management at [TBD@surerus-murphy.com](mailto:TBD@surerus-murphy.com).

### **Management System**

We may require our Third Parties to have in place the appropriate control measures in their own operations and across their supply chain to monitor compliance with this Code and to promptly correct any non-compliance. Third Parties shall maintain policies and practices to allow violations, misconduct, or grievances to be reported by workers and addressed without fear of retaliation.

### **QUESTIONS**

We encourage Third Parties or individuals with concerns or questions about this Code to discuss them with their Supply Chain Management representative or to contact us at [SCM@surerus-murphy.com](mailto:SCM@surerus-murphy.com).