



## **illuminate Holdings Inc. Code of Conduct**

### **Application & Purpose**

At illuminate (the “Company”), we are committed to conducting business with integrity, honesty, and professionalism. Our reputation and success depend upon the decisions and actions of our people. We are committed to ensuring that every action we take honours our Values and is in full compliance with the law and this Code of Conduct (the “Code”).

This Code applies to all employees, including full-time, part-time, temporary, student, co-op, intern, casual or fixed term employees; and contractors and consultants doing work for illuminate. Everyone is expected to know, understand, and adhere to the Code guidelines and policies in this document to protect the best interests and safety of the Company and employees alike.

This Code will govern and guide employees and contractors in the performance of their duties and responsibilities and daily business decision-making and interaction(s) with others. You are expected to respect the rights and feelings of others and always demonstrate personal integrity and professionalism. You are expected to refrain from doing anything that would be considered improper conduct.

Not every situation you’ll encounter is covered. Some of the guidelines outlined in this Code are straightforward and others have more variables open for interpretation. Either way, you are entrusted to use good judgement in your day-to-day activities, and to seek further information or assistance when you need it. If you spend a fraction of a second questioning the appropriateness of your actions, you should carefully reconsider the action, proceed with caution, or back away until you have considered and understand all possible consequences.

Any violation of this Code by an employee may result in discipline, up to and including termination. Management should contact [Human Resources](#) or to any disciplinary action being taken. Any violation of this Code by a contractor may result in the termination of their contract.

### **Code of Conduct Principles**

This Code provides a framework of principles for conducting business and dealing with employees, customers, contractors and other stakeholders which are:

1. to act with personal integrity, ethics, honesty, diligence and professionalism and in the best interests of illuminate
2. to be scrupulous in the proper use and protection of Company information, funds, equipment, facilities, employee benefits available under the Benefit Plan, and other assets
3. to comply with all laws and by-laws, regulations and illuminate policies governing ethical behaviour and conduct
4. to exercise fairness, equity, courtesy, and sensitivity in dealing with employees, customers, contractors and other stakeholders
5. to respect the dignity and rights of others and without discrimination
6. to avoid conflicts of interest or the appearance of a conflict of interest
7. and to promote a safe and secure work environment

From these seven principles, the Code of Conduct governs almost every aspect of the workplace, including:

- work environment
- conflicts of interest
- company assets

- anti-bribery and corruption
- attendance and punctuality
- absence without notice
- leave notice
- harassment
- bullying and abuse
- discrimination
- cell phone use
- dress code
- substance abuse
- internet use
- communication
- misconduct
- authority
- plagiarism
- company resource

### Everyone's Responsibilities

As employees, we are all responsible – individually and collectively – for how illumina does business. We pursue our *mission and objectives* and honour our founders' legacy of integrity through the right behaviours, which always involve:

- **Acting with integrity** – honouring our commitments, upholding this Code, obeying the law and acting responsibly and in good faith.
- **Showing respect** – valuing diversity of thought and opinions, encouraging open and frank dialogue, and considering the impact of our decisions on others.
- **Building trust** – seeking fair resolutions, making decisions based on the merits, dealing fairly and honestly with all individuals and maintaining the appropriate level of transparency in our decision making.

### Special Responsibilities for Leaders and Managers

While all employees are required to act with integrity, show respect and build trust, leaders and managers have special responsibilities under our Code of Conduct. If you lead or supervise others, illumina requires you to demonstrate ethical leadership and set the right tone by:

1. Fostering a positive work environment in which only legal, ethical, responsible and appropriate behaviours are acceptable, bearing this in mind whenever you plan to hire, promote or delegate.
2. Modelling appropriate behaviours that are consistent with our Code of Conduct and *Values*.
3. Regularly communicating the importance of ethically sound business practices and discussing the ethical and legal implications of business decisions.
4. Providing adequate training and development resources to enable employees to perform their duties appropriately and grow their careers.
5. Using our performance review process to evaluate employees on *what* business objectives they achieve and *how* they achieve them.
6. Identifying and mitigating ethics and compliance risks, as well as other business risks.
7. Responding appropriately and in a timely way to colleagues who seek advice or raise concerns, helping them to feel secure and at ease in doing so.
8. Keeping commitments and managing employees' expectations.
9. Maintaining accountability among all employees, regardless of position or job title.
10. Managing conflict of interest situations to achieve fair and appropriate outcomes.

### Improper Conduct



By “improper conduct” we mean conduct that involves illegal, fraudulent, dishonest, unethical behaviour, or serious negligence in the performance of your duties.

The following are some examples of activities that are deemed improper conduct while in illumin’s workplace(s) or continuing from the Company workplace(s). A workplace is not necessarily a building or structure, it is a “place” where an employee is engaged in “work” for the Company (“Workplace”).

We expect everyone to always exercise good and reasonable judgement, and the following list of examples of improper conduct is by no means an exhaustive list:

#### General

- Theft
- Abuse of Company property or equipment
- Habitual tardiness or absences
- Breaking the law
- Solicitation or acceptance of personal gifts or gratuities in exchange for preferential business treatment
- Falsifying Company records
- Disclosing confidential or proprietary Company information to unauthorised persons
- Engaging in activity that is determined to be a serious conflict of interest with the Company
- Possession, use or sale of illegal substances on Company premises
- Being unduly under the influence of alcohol or illegal substances while conducting important Company business
- Insubordination or failure to carry out instructions
- Job abandonment
- Failure to comply with our Health and Safety policies
- Failure to comply with our Company policies and procedures

#### Harassment and Workplace Violence

- Failure to comply with our [Respectful Workplace Policy](#).

#### Failure to Comply with the Code of Conduct

In the case of non-compliance with our Code of Conduct Code, and depending on the seriousness of the situation, the Company will proceed with the following actions:

- Discuss the situation with you and/or.
- Proceed with an investigation and/or.
- Take immediate action which may include disciplinary action or termination.

#### Drug & Alcohol Consumption

The consumption of alcohol in moderate amounts is allowed at certain authorised Company functions but notwithstanding this, employees are expected to always act in a professional and appropriate manner. You are ultimately responsible for your choices and behaviour, but you should be aware that you can be held individually or collectively liable for incidents arising from the consumption of alcohol in the workplace. All employees are expected to take full responsibility for their actions at all Company events and take measures to avoid the potential depreciation of reputation and/or unsafe outcomes that may ensue when alcohol is served. Failure to meet these expectations and any further action that negatively impacts illumin’s brand, business operations or the health, safety, and wellbeing of our employees, contractors, or clients, may result in action up to and including termination.



### **Dress Code**

Illumin's official dress code is *Business Casual / Casual*. However, an employee's position may also inform how they should dress. If you frequently meet with clients or prospects, please adhere to a more formal dress code. We expect you to be clean when coming to work and avoid wearing clothes that are unprofessional (e.g. workout clothes.)

If you conform with our guidelines above, we don't have specific expectations about what types of clothes or accessories you should wear.

We also respect and permit grooming styles, clothing and accessories that are dictated by religious beliefs, ethnicity or disability.

### **Privacy, Security, and Freedom of Expression**

Always keep in mind that we're asking people to put their trust in us with their sensitive data. To keep that trust, each of us must respect and safeguard the privacy and security of that information. Our security protocols place strict restrictions on who has access to and uses users' personal data and require us to secure user information from unauthorised access. Understand your obligations under these procedures; gather, use and access user personal information only as permitted by our security policies, privacy policies, and data protection laws.

### **Workplace Health, Safety, and Security**

Employees must observe all safety rules and practices, cooperate with officials enforcing these rules and procedures, and take all required precautions to safeguard themselves and other employees. They must also complete safety training and report any accidents, injuries, or dangerous activities or conditions.

### **Conflicts of Interest**

A conflict of interest can happen whenever you have a competing interest that may interfere with your ability to make an objective decision for illumin. We must all avoid potential conflicts of interest. When a personal interest or activity interferes with or appears to interfere with the tasks you perform or owe to illumin, you have a conflict of interest. Even the most ethical individual can be influenced unknowingly by a conflict of interest. The mere appearance of a conflict causes an employee's actions or integrity to be questioned.

Each of us is expected to be proactive and whenever possible avoid situations that can lead to even the appearance of a conflict of interest. If you find yourself in a potential conflict of interest situation, talk with your manager, and/or Human Resources. Depending on the circumstances, some conflicts may be resolved if they are proactively disclosed and handled properly.

It isn't possible to list every situation that could present a conflict, but there are certain situations where conflicts are more common. Being able to recognize a potential conflict can help you avoid one. Below are some examples:

- You manage someone with whom you have a close personal relationship.
- You or a family member has a significant investment in one of our suppliers, business partners or competitors. Family members include spouses, children, parents, siblings and those living in your household.
- You own or do work for a company that competes, does business or wants to do business with illumin.
- You use the illumin name, property or information without approval. This applies even when you are using our name, property, or information to support a charitable or community organisation.
- You take for yourself a business opportunity that is meant for illumin or that you learned about through your job here.



### Gifts and Entertainment

An occasional gift or offer of entertainment is often viewed as a normal part of doing business, but sometimes even a well-intentioned gift can cross the line.

At illumin, employees may only accept or provide modestly valued gifts and entertainment that are a reasonable complement to business relationships, do not improperly influence themselves or others, and are in full compliance with our [Anti-Bribery & Corruption Policy](#). We do not accept or provide gifts or entertainment if the intent is to bias a decision or is in return for any business, services or confidential information.

The following practices are never allowed with clients / vendors or other third parties:

- Giving or accepting lavish or frequent gifts or entertainment.
- Giving or accepting any gift of cash or a cash equivalent (gift cards, gift certificates).
- Giving or accepting any gift or entertainment that could be embarrassing or reflect negatively on illumin's reputation or your reputation.
- Any gift or entertainment that violates the policies of the recipient's organisation.

### Confidential Information

The unauthorised release of confidential information can cause us to lose our competitive advantage, embarrass illumin and damage our relationships with our customers and business partners.

Information about competitors is an asset in the highly competitive markets in which we operate. But, when collecting business intelligence, we must always live up to our standards of integrity. This means never engaging in fraud, misrepresentation or deception to obtain information.

Be careful when accepting information from third parties. You should know and trust their sources and be sure that what they provide is not protected by trade secret laws of confidentiality agreements.

Never pressure new employees to discuss confidential information obtained from their previous employer.

Legitimate sources of competitive business intelligence include:

- Newspapers, trade press accounts, and other public information
- Discussions with customers (but not to obtain competitors' confidential information)
- Information publicly available on the internet
- Reputable consultants and analysts who comply with fair competition laws

For these reasons, confidential information must be treated carefully. This means it must be accessed, stored and transmitted in a manner consistent with our policies and procedures:

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect the confidential and proprietary information of business partners.
- Do not share passwords or allow other people, including friends and family, to use our information technology resources.
- Be vigilant against scams by outsiders posing as consultants, vendors and others in order to obtain confidential information about the business, our executives, or our customers.
- Do not leave confidential information in conference rooms after meetings or in other unattended or unlocked spaces.
- Never discuss confidential information when others might be able to overhear what is being said (for example on planes, elevators and when using mobile phones in public spaces).



### **Compliance with Laws and Regulations**

We are committed to abiding by all applicable laws, rules, and regulations in the countries where we operate. When performing your duties, you must follow all applicable laws, rules, and regulations. If you believe there is any discrepancy, or if you have a question about the legality of your or your employee's actions, you can consult with a manager or Human Resources.

### **A Safe, Secure and Healthy Workplace**

We look out for one another and go the extra mile to ensure that our co-workers, contractors and visitors are safe. Safety is always first.

You are expected to:

- Know the emergency and security procedures that apply where you work.
- Be sure that your performance is not impaired by alcohol or drugs, including prescriptions and over-the-counter medications, while on the job.
- Employees who are driving for illumina business must never email, check the internet or text while driving. This is not acceptable under any circumstances.
- If an unsafe condition cannot be immediately fixed, promptly notify your manager or Human Resources.
- All employees have the right and responsibility to stop any work they feel may be unsafe.
- Where required, always display and swipe your personal identification badge when entering and exiting illumina property. Do not allow others to enter without properly swiping their personal identification badges.
- Help contractors and others we work with to understand and follow our safety and security procedures.
- If you are injured on the job, report it to a manager immediately, no matter how minor. Never assume that someone else has made the report.

### **Cyber Security and Digital Devices**

We have set out guidelines for using computers, phones, our internet connection and social media to ensure security and protect our assets.

#### **Internet Usage**

Our corporate internet connection is primarily for business purposes, however, you can occasionally use our connection for personal purposes as long as it doesn't interfere with your job responsibilities. Also, we expect you to temporarily halt personal activities that slow down our internet connection (e.g. uploading photos) if you're asked to.

You must not use our internet connection to:

- Download or upload obscene, offensive or illegal material.
- Send confidential information to unauthorised recipients.
- Invade another person's privacy and gain access to sensitive information.
- Download or upload pirated movies, music, material or software.
- Visit potentially dangerous websites that can compromise our network and computers' safety.
- Perform unauthorised or illegal actions, like hacking, fraud or buying/selling illegal goods.

#### **Cell Phone**

We allow the use of cell phones and other handheld digital devices, but we also want to ensure that your devices won't distract you from your work or disrupt our workplace. We ask you to follow a few simple rules:



- Use your cell phone in a manner that benefits your work (business calls, productivity apps, calendars.)
- Keep personal calls brief and use an empty meeting room or common area so as not to disturb your colleagues.
- Avoid playing games on your phone or texting excessively.
- Don't use your phone for any reason while driving.
- Don't use your phone to record confidential information.
- Don't download or upload inappropriate, illegal or obscene material using our corporate internet connection.

### Corporate Email

Email is essential to our work. You should use your company email primarily for work, but we allow some uses of your Company email for personal reasons.

- **Work-Related Use.** You can use your corporate email for work-related purposes without limitations. For example, you can sign up for newsletters and online services that will help you in your job or professional growth.
- **Personal Use.** You can use your email for personal reasons if you keep it safe and avoid spamming and disclosing confidential information. For example, you can send emails to friends and family and download eBooks, guides and other safe content for your personal use.

### Our General Expectations

No matter how you use your corporate email, we expect you to avoid:

- Signing up for illegal, unreliable, disreputable or suspect websites and services.
- Sending unauthorised marketing content or emails.
- Registering for a competitor's services, unless authorised.
- Sending insulting or discriminatory messages and content.
- Spamming other people's emails, including your coworkers.

In general, use strong passwords and be vigilant in catching emails that carry malware or phishing attempts. If you are not sure that an email you received is safe, ask the Information Technology team.

### Using Personal Social Media at Work

You are permitted to access your personal accounts at work. But we expect you to act responsibly, according to our policies and ensure that you stay productive. Specifically, we ask you to:

- **Discipline yourself.** Avoid getting sidetracked by your social platforms.
- **Ensure others know that your personal account or statements don't represent illumin.** For example, use a disclaimer such as "opinions are my own."
- **Avoid sharing intellectual property (e.g trademarks) or confidential information.** Ask your manager before you share news of illumin that's not officially announced.
- **Avoid any defamatory, offensive or derogatory content.** You may violate our Code of Conduct if you direct such content towards colleagues, clients or partners.

### Representing illumin through Social Media

If you handle our social media accounts or speak on illumin's behalf, we expect you to protect our Company's image and reputation. Specifically, you should:

- Be respectful, polite and patient.



- Avoid speaking on matters outside your field of expertise when possible.
- Follow our confidentiality and data protection policies and observe laws governing copyrights, trademarks, plagiarism and fair use.
- Coordinate with your Manager and the Marketing department when you're about to share any major-impact content.
- Avoid deleting or ignoring comments for no reason.
- Correct or remove any misleading or false content as quickly as possible.

### **Respect, Diversity, Harassment and Discrimination**

illumin is committed to equal employment opportunity and prohibits discrimination and harassment based on race, colour, gender, national origin, age, religion, disability, sexual orientation, gender identity, veteran status, marital status or any other characteristic protected by applicable law.

All employees are entitled to work in a respectful environment, free from any fear of harassment, discrimination or abuse. This includes actions that are offensive, threatening or discriminatory, as well as any form of sexual harassment and bullying.

We respect the diversity of opinion. We value what everyone brings to illumin but language that's inappropriate, offensive to co-workers or negatively impacts working relationships will not be tolerated. It's ok to see things differently from co-workers and occasionally engage in debate, but using debate or disagreement as a shield for harassment or an inability to work cooperatively with others will not be permitted.

### **Dating Colleagues**

If you start dating a colleague, we expect you to maintain professionalism and keep personal discussions outside of our workplace.

You are also obliged to respect your colleagues who date each other. We won't tolerate sexual jokes, malicious gossip and improper comments. If you witness this kind of behaviour, please report it to Human Resources.

### **Dating Managers**

To avoid accusations of favoritism, abuse of authority and sexual harassment, managers must not date their direct reports. This restriction extends to every manager above an employee.

Also, if you act as a hiring manager, you aren't allowed to hire your partner to your team. You can refer them for employment to other teams or departments where you don't have any managerial or hiring authority.

### **Friendships at Work**

Employees who work together may naturally form friendships either in or outside of the workplace. We encourage this relationship between peers, as it can help you communicate and collaborate. But, we expect you to focus on your work while at work and keep personal disputes outside of the workplace.

### **Employment of Relatives**

Everyone in our Company should be hired, recognized or promoted because of their skills, character and work ethic. We don't want nepotism, favouritism or conflicts of interest, so we will place some restrictions on hiring employee's relatives.

To our Company, a "relative" is related by blood or marriage within the third degree to an employee. This includes parents, grandparents, in-laws, spouses or domestic partners, children, grandchildren, siblings, uncles, aunts, nieces, nephews, stepparents, stepchildren and adopted children.





As an employee, you can refer your relatives to work with illumin. Here are our only restrictions:

- You must not be involved in a supervisory/reporting relationship with a relative.
- You cannot be transferred, promoted or hired inside a reporting relationship with a relative.
- You cannot be part of a hiring committee, when your relative is interviewed for that position.

#### **Workplace Visitors**

Visitors to our offices should sign in and show identification. They will receive passes and will be asked to return them to Reception once their visit is complete.

#### **Solicitation & Distribution**

Solicitation is any form of requesting money, support or participation for products, groups, organisations or causes which are unrelated to illumin (e.g. religious proselytism, asking for petition signatures.)

Distribution means disseminating literature or material for commercial or political purposes.

We do not allow solicitation and distribution by non-employees in our workplace. As an employee, you may solicit from your colleagues only when you want to:

- Ask colleagues to help organise events for another employee (e.g. adoption/birth of a child, promotion, retiring.)
- Seek support for a cause, charity or fundraising event sponsored, funded, organised or authorised by our company.
- Invite colleagues to employee activities for an authorised non-business purpose (e.g. recreation, volunteering.)
- Ask colleagues to participate in employment-related activities or groups protected by law (e.g. trade unions.)

In all cases, we ask that you do not disturb or distract colleagues from their work.

#### **Additional Information**

If you have questions, comments or suggestions regarding this document, contact Human Resources.