



GLOSSARY



Actual Conflict of Interest	refers to a real and existing conflict of interest.
Alcohol	refers to any substance that may be consumed and that has an alcoholic content in excess of 0.5 per cent by volume.
Bank Account	refers to an account with a bank or financial institution.
Benefit	refers to anything of value, whether tangible or intangible, offered or conveyed by a person to another person or that other person's relatives. Includes all manners of gifts and marks of hospitality. Without limiting the generality of the foregoing, examples of benefits may include goods and merchandise, meals (including beverages), travel, lodging and entertainment/events (tickets to concerts or sporting events, access to VIP lounges, etc.).
Bonded Labor	refers to situations where someone pledges their personal services or those of a person under their control as security for a debt and either the value of the services is not applied towards the liquidation of the debt or the length and nature of the services are not respectively limited and defined.
Bribery	refers to the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official, or other person, in charge of a public or legal duty.
Business Partner	<p>refers to a third party with whom SNC-Lavalin enters into a business relationship and who is expected to act on behalf of SNC-Lavalin for any purpose.</p> <p>A third party providing any of the following types of services should always be considered to be as business partner:</p> <ul style="list-style-type: none"> > applying for or obtaining licenses, visas, permits, certificates or similar documents; > performing customs clearance and other customs-related services; > providing recruitment services*; > acting as representative; > carrying out business development; > acting as a lobbyist; > acting as a sponsor or local partner, where mandated by law; or > or entering with the company in any form of partnership-like relationship, such as a joint venture or a consortium. <p>Clients and nominee shareholders are not considered to be business partners.</p> <p>Individual consultants are not considered to be business partners if they are hired through Human Resources and therefore go through the HR recruitment and onboarding procedures and processes. This exception does not apply if the individual consultant performs business development activities on behalf of SNC-Lavalin. If business development activities are to be performed, the individual consultant is considered as a business partner.</p> <p>Law firms, EY, Deloitte, KPMG, BDO, Grant Thornton, PwC and technical services providers such as architects or engineers are only considered to be business partners if they are acting on behalf of SNC-Lavalin AND the contracting entity is based in a country where the Corruption Perception Index score (as published annually by Transparency International) is 45 and below.</p> <p>*Excluding loan of personnel such as outsourcing labor (labor brokers and staffing agencies).</p>

Business Unit or BU	refers to a sub-division of a sector that reports directly to the sector president.
Client	refers to either the party with whom SNC-Lavalin has signed a contract or a prime contract for the provision to that party of goods, works or services, or the ultimate beneficiaries of such goods, works or services, or both/all of them, as the context may require.
Close Personal Relationship	refers to a relationship with someone other than an immediate family member, which is significant enough that it affects a person's ability to be objective and unbiased and act in the best interest of SNC-Lavalin.
Code of Conduct or Code	refers to SNC-Lavalin's Code of Conduct in its current version, as amended from time to time.
Company	refers to SNC-Lavalin Group Inc. and all entities, joint ventures, partnerships or other undertakings under its direct or indirect control.
Competitor	refers to a third party that offers, or is capable of offering, the same or similar products and services to some or all of those offered by SNC-Lavalin, in markets served or intended to be served by SNC-Lavalin.
Confidential Information	<p>refers to information that if lost, exposed or corrupted, could cause significant reputational loss, or would give significant advantage to competitors. Loss of confidential information could result in fines and prosecution. Confidential information includes, for example:</p> <ul style="list-style-type: none"> › Sensitive personal information (e.g. health records); › Intellectual property (client or SNC-Lavalin owned); › Strategic planning; › Mergers & acquisitions information; › Information related to a bid during the bidding process; › Passwords, certificates or any documents that could be used to gain access to classified information; and › Information that could cause hazards to SNC-Lavalin employees' safety.
Conflict of Interest	refers to a set of circumstances which creates an actual, potential or perceived risk that the professional judgment or actions in relation to the stakeholder's duties and obligations toward the company will be unduly influenced by a secondary interest, which usually benefits the stakeholder financially, professionally and/or personally.
Consultant	See Individual Consultant.
Corporate Function	refers to a corporate functional department such as Human Resources, Finance, Legal, etc.

Corruption	refers to the abuse of entrusted power for private gain.
Custodian	refers to a representative of a corporate function appointed by a governance owner to be responsible for the governance documents under his/her scope of responsibility.
Data Privacy Principles	<p>refers to the following:</p> <p>SNC-Lavalin takes responsibility for the personal data we hold and process.</p> <p>Personal data of individuals is always protected, secure and kept confidential.</p> <p>Personal data is collected only where necessary for legal, regulatory and business purposes and only used for the purposes it was collected for.</p> <p>Personal data is collected and processed fairly, lawfully, transparently and in accordance with our Code of Conduct and Data Privacy Compliance Policy Framework.</p> <p>Processing of personal data is documented and assessed at the outset to ensure there is the minimum privacy risk and impact to individuals.</p> <p>Personal data is only kept for as long as is necessary to achieve the original processing purpose or to satisfy our legal and regulatory obligations.</p>
Data Protection and Privacy Law	refers to the national or territorial data protection and data privacy legislation implemented in the countries in which SNC-Lavalin operates. For example, the General Data Protection Regulation and the Privacy and Electronic Communications Regulation are the applicable data protection and data privacy law in the European Union and apply to all processing of personal data carried out in that jurisdiction. PIPEDA is one of the applicable data protection and privacy laws in Canada.
Deviation	refers to any deviation to, or non-observance of, an established governance document including the replacement of one or more action(s) (e.g. principle, rule or step) in a governance document with another or no action.
Discrimination	refers to situations where an individual, or group of individuals, is treated differently, or negatively, on account of their personal traits, beliefs, national or ethnic origin, culture, religion, political convictions, age, mental or physical disability, gender, sexual orientation, gender identity or any other grounds prohibited by law.
Diversity	refers to the mixture of differences and similarities that includes, for example, individual and organizational characteristics, values, beliefs, experiences, backgrounds, preferences and behaviors.
Donation	refers to any support, whether financial or in-kind, typically to a charity or other philanthropic or not-for-profit organization, for the purpose of benefiting a cause or a community, for no consideration other than public recognition, where applicable. In most jurisdictions, a tax receipt will be issued for donations.
Drug	refers to any substance, chemical or agent for which the use or possession is unlawful or requires a personal prescription or authorization from a licensed treating physician, or for which the use is regulated by legislation such as cannabis, or any other psychoactive substance, and any non-prescription medication lawfully sold, and drug paraphernalia.
Economic Sanctions	refers to laws and regulations which prohibit or restrict business dealings with certain countries and their nationals, and/or with designated entities or persons.

Employee	refers to an individual having an employment relationship with SNC-Lavalin, irrespective of their employment status (i.e.: regular, casual, contractual, seasonal status or craft labour) and working on a full- or part-time basis.
Executive Committee	refers to employees who are determined to form part of the company's executive committee.
Expense Report	refers to a report filed by the employee based upon the appropriate form provided through the finance system in order to claim reimbursement of his/her expenses.
Export	refers to: (a) physically or electronically sending an item across an international boundary; (b) providing a service to a recipient in another country (such as engineering services for a project abroad); or (c) disclosing information, in some jurisdictions, to a person of foreign nationality, regardless of his or her location (deemed export).
Export Controls	refers to laws and regulations that regulate and/or restrict the export of items and the transfer of items to foreign nations (and/or from one foreign nation to another) and/or foreign nationals or companies for reasons of national security, foreign policy, anti-terrorism or non-proliferation.
External Auditor	refers to an auditor that is appointed by SNC-Lavalin on an annual basis, as described in SNC-Lavalin's notice of annual and special meeting of shareholders. The current auditor of SNC-Lavalin is Deloitte LLP. Deloitte LLP also means Deloitte Touche Tohmatsu Limited, including related member firms and affiliates.
Facilitation Payments	refers to unofficial payments (as opposed to legitimate and official fees or taxes) made for the purpose of obtaining, securing or accelerating the taking of a decision or performance of a service or routine action to which the person or company paying is already entitled. Facilitation payments are typically small payments made in cash, or small gifts, to an individual with little decision-making power, yet capable of controlling a process (holding up, obstructing or drawing out the process). They tend to be made secretly and are often, but not exclusively, requested in the following situations: <ul style="list-style-type: none"> › Obtaining issuance of licenses or permits; and › Processing governmental papers, such as visas and other official documents.
Family Members	refers to the spouses, partners and family members who live in the same dwelling as SNC-Lavalin personnel.
Forced Labor	refers to exacting work or service from someone under the menace of any penalty when that person has not offered themselves voluntarily.
Former Government Official	refers to someone who was a government official at any time in the last 5 years.
Gender Identity	refers to the way a person self-identifies with regards to their gender (their perception of having a particular gender) and their gender expression.
Gifts and Hospitality	See Benefit.

Governance Document	refers to SNC-Lavalin's mission and vision statements, the Code of Conduct, the Supplier Code of Conduct, commitments, statements, policies, standard operating procedures, work instructions and any other document (processes, guidelines, templates, etc.) which set out mandatory rules within the company.
Governance Owner	refers to the person in charge of a corporate function who reports directly to the President and Chief Executive Officer or to the Board and who has the authority to issue governance documents with respect to their specific scope of responsibility.
Government Official	<p>refers to an officer or employee of or any person (such as an attorney or legal representative) representing or acting on behalf of:</p> <ul style="list-style-type: none"> › Any level of government (whether federal, provincial, state, municipal or other); › Political parties, party officials and candidates for public office; › State-owned and controlled entities*; › Public international or intergovernmental organizations; or › A person who holds a legislative, administrative, judicial or military position. <p>* "state-owned and controlled entities" means a legal entity that is created by a government (federal, provincial, municipal or other) and on which the government exercises control, typically by appointing its officers and directors. A state-owned and controlled entity can be either wholly or partially owned by a government and should not be confused with companies whose stocks are owned in part by a government body, since these companies are truly private sector corporations which happen to have a government entity as one of their shareholders, as for instance SNC-Lavalin Group Inc. whose shares are partially owned by the Caisse de dépôt et placement du Québec.</p> <p>By way of example, the following are, in many jurisdictions, state-owned and controlled entities: public transit and public utilities, national airlines and railways, telecom operators, postal service, national broadcasting corporations, universities, hospitals, national research institutes or agencies, national extractive companies, businesses owned by the royal family governing a country, etc. In some jurisdictions, countrywide state-owned or controlled entities are sometimes referred to as "crown corporations."</p>
Harassment	<p>refers to situations where behaviour, be it sexual, psychological or in any other form, towards another person is shocking or offensive, affects the person's dignity or psychological or physical well-being, or results in a harmful work environment.</p> <p>Harassment results in an intimidating, hostile, degrading, humiliating or offensive working environment for the person and can come in the form of repeated, hostile or unwanted conduct, verbal comments, actions or gestures, or can take the form of a single serious incident. Harassment can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning, or unwelcome. This includes bullying.</p>
Immediate Family	refers to an individual's spouse (or significant other), daughter, son, mother, father, sister or brother.
Incident	refers to an unplanned event that occurs casually in connection with something else.
Inclusion	refers to the achievement of a work environment in which all individuals are appreciated, supported and treated fairly and respectfully, have equal access to opportunities and resources, can fully contribute to the organization's success and achieve their full potential.

Individual Consultant	refers to an individual whose services are contracted, directly with that individual or through an entity, for a specific project or mandate and who is not on SNC-Lavalin payroll.
Information Technology Equipment	<p>refers to any technologies and technological components, including but not limited to systems, infrastructure, equipment, computer software, services and processes, that support and manage SNC-Lavalin data and the people working with these technologies.</p> <ul style="list-style-type: none"> > Equipment: workstations, notebooks, smart devices, computer software as well as their peripheral components (ex. printers and other accessories). > Infrastructure: telecommunications network, servers, as well as their configurations, etc. > Services: email, internet, as well as the execution and scheduling of batch jobs.
Joint Venture	refers to a contractual association of two or more entities jointly participating in a common business activity or pooling their resources to achieve a common goal, typically with an integrated scope, and shared profits, losses, and liabilities in accordance with their percentage interests in the joint venture.
Leadership Team	refers to members of the company's senior management team who are direct reports of the President and Chief Executive Officer.
Liability	refers to a present obligation of the entity arising from past events, the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits.
Loaned Personnel	refers to a resource employed and paid by a third-party employer whose services are loaned to the company for a defined period of time and mandate.
Lobbying	refers to the process of influencing, or advising those who wish to influence, public and government policy at all levels: federal, state, regional and local. It involves the advocacy of an interest that is affected, actually or potentially, by the decisions of government leaders. Lobbying activities can be exercised by in-house lobbyists and/or consultant lobbyists.
Manager	refers to an employee's direct functional supervisor. For employees assigned on projects, the operational manager may be asked to assist in the assessment of conflict of interest situations depending on the circumstances. In the case of a candidate, "manager" refers to the functional manager to whom the candidate will report.
Modern Slavery	refers to the recruitment, transportation, transfer, harboring, or receipt of persons by improper means (such as force, abduction, fraud, or coercion) for an improper purpose. Common forms of exploitation include domestic servitude, forced marriage, forced criminality, forced labor, bonded labor and sexual exploitation.
Money Laundering	refers to the process by which a person conceals or disguises the identity or the origin of illegally obtained funds so that they appear to have originated from legitimate sources.

Officer	refers to the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the controller, the general counsel, the general manager and a managing director of an SNC-Lavalin-related entity, or any other individual who performs functions for an entity similar to those normally performed by an individual occupying any of these offices.
On Behalf of	means, in the context of an action taken or any interaction with third parties such as clients, subcontractors, vendors, other contractors, public bodies, government officials, governmental authorities or regulatory agencies, that the action or interaction is, or may be reasonably be perceived to be, in the name or for the benefit of, or may otherwise be imputed to, SNC-Lavalin.
Peer Review	refers to an independent assessment of all or certain defined aspects of a project (or proposal) to assess the quality and completeness of its execution (or plan), confirm alignment of execution (or plan) with the project objectives and assess compliance with company governance framework and providing recommendations and/or actions back to the project (proposal) team.
Perceived Conflict of Interest	refers to a situation where an observer could reasonably conclude that a conflict of interest exists, even if it does not.
Personal Data	refers to any information directly or indirectly relating to an identified or identifiable living individual. Examples of personal data include information about an individual's name, address or their performance at work, etc. For further information, see the Data Privacy Compliance infozone page.
Personal Data Processing	refers to collecting, recording or storing personal data or carrying out any operation or set of operations on the data including retrieving, viewing, organising, adapting, altering, using, disclosing, transmitting, disseminating, erasing or destroying the information. However, processing can also be simply characterized as using personal data for any purpose, including merely storing personal data.
Policy	refers to a governance document that provides guiding principles and rules with high relevance for the whole organization. Policies are issued by top management to support organizational values and principles. They require approval from the Executive Committee.
Policy Coordinator	refers to a member of the Policy Oversight Committee charged with the stewardship of the governance documents development and revision process. The Policy Coordinator is appointed by the Head, Integrity Program.
Policy Oversight Committee (POC)	refers to the committee established to guide good practices in global and functional governance and to assist in the review process for all new or amended governance documents as established in the Governance Framework Policy. The POC has an oversight role.
Political Contribution	refers to any contribution, whether monetary, non-monetary or in-kind, made to a candidate for public office, or to a political party, organization or entity. Political contributions include without limitation: direct financial contributions (subscriptions, loans, advances, deposits, etc.), admission fees to fundraising activities (dinners, golf tournaments, etc.) sponsored by or for political parties or candidates, political campaign expenses, goods, services, equipment, facilities, etc.
Potential Conflict of Interest	refers to a situation where there is a reasonable possibility of a conflict of interest arising in the future.

Procedure	refers to a governance document that provides rules, instructions and requirements on a specific subject to ensure quality, uniformity and control in the performance of tasks and processes within the organization.
Project	refers to a temporary endeavor designed to produce a unique product, service or result undertaken to meet unique goals and objectives, typically to bring about beneficial changes or added value.
Retaliation	refers to punishing someone for reporting, in good faith, an allegation or concern. Retaliation can include any negative job action such as demotion, discipline, firing, salary reduction or job or shift reassignment.
Scorecard	refers to SNC-Lavalin's tool referred to under the Gifts & Hospitality section of the Compliance Procedure.
Secondary Employment	refers to other employment or directorships outside of SNC-Lavalin, including any personal business we may be conducting whether or not related to SNC-Lavalin's business.
Securities	include SNC-Lavalin Group Inc.'s common shares and stock options granted under one of SNC-Lavalin Group Inc.'s stock option plans.
Significant Financial Interest	refers to owning any interest equal or greater to 5% in any company or entity which does, or seeks to do, business with or is a competitor of SNC-Lavalin.
SNC-Lavalin	refers to SNC-Lavalin Group Inc. and all entities, joint ventures, partnerships or other under-takings under its direct or indirect control.
Social Media	refers to electronic social networks and engagement platforms including, but not limited to: <ul style="list-style-type: none"> › Personal blogs and websites; › Social networking sites (Facebook, Google+, etc.); › Professional networking sites (LinkedIn); › Micro-blogs (Twitter); › Discussion/chat forums whether political, non-political, or other; › Content sharing sites (YouTube); and › Content aggregation and social bookmarking sites (Alltop.com, Reddit, Digg).
Sponsorship	refers to a business agreement whereby SNC-Lavalin makes a contribution to an organization in consideration for certain entitlements. The entitlements often take the form of publicity, brand visibility, an elevated profile for employees or other conditions. Because of the value inherent to these entitlements, no tax receipt should be expected, even if the organization is a registered charity. Sponsorships are a business development transaction and are not paid out of the budgeted amount that SNC-Lavalin dedicates to donations but can, on occasion, be paid out of Corporate Communications (CC) if the scope of the sponsorship requires it.
Stakeholder	refers to a person or organization that can affect, be affected by, or perceive itself to be affected by, a decision or activity (such as employees, clients, suppliers, communities, regulators, non-profit organizations, investors, shareholders, etc.).

Subcontractor	refers to any individual or entity hired by SNC-Lavalin for the provision of goods and/or services. This does not include clients or employees of SNC-Lavalin.
Supplier	<p>refers to any third party that supplies goods and/or services, including manufacturers, fabricators, distributors and vendors.</p> <p>For the purpose of the Supplier Code of Conduct, "Supplier" refers to SNC-Lavalin's suppliers, subcontractors and representatives, as well as anyone working for them or acting on their behalf (including their employees, consultants, suppliers and representatives).</p>
Sustainability (Sustainable Development)	refers to development that meets the needs of the present without compromising the ability of future generations to meet their own needs (as per the UN World Commission on Environment and Development). The concept of sustainability is composed of three pillars: economic, environmental, and social. Issues relating to Sustainability are often referred to as ESG issues (Environmental, Social, Governance).
System	refers to SNC-Lavalin's network and enterprise applications as well as any process or methods used to produce a result.
Tax Evasion	refers to the unlawful evasion of taxes performed by misrepresenting the taxpayer's affairs with the goal to reduce or eliminate their tax liability. It may take the form of dishonest tax reporting through the understatement of income or gains or the overstatement of deductions or losses. Tax evasion can be realized by individuals, corporations or trusts.
Third Party	<p>refers to any individual or organization, other than SNC-Lavalin, that personnel may come into contact with in the course of their work and business activities, including but not limited to, business partners (including consortium and joint venture partners), family members, candidates, competitors, clients, suppliers and government officials.</p> <p>Third party personnel is not on SNC-Lavalin payroll.</p>
Transactions	include the sale of services (such as engineering, procurement, construction, construction management, financing and operations & maintenance), products, parts or equipment, shipment, transfer of information or transfer of funds. Transactions also refer to any purchases, expenses and payments.
Violence	refers to the use of physical force that causes or could possibly cause physical injury, or any action(s), behaviour or statement(s) that could reasonably be perceived as a threat to one's safety or security.
Workplace	refers to any place over which SNC-Lavalin exerts administrative responsibility and any land, premises, location or thing at, upon, in or near which an employee works or attends by reason of or in the course of employment.