

Code of Ethics and Professional Conduct for Officers and Employees



Maple Highway Project Management Private Limited

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1 The Code in practice

1.1 Know your roles and responsibilities

Working for MAPLE comes with a duty of integrity, honesty, loyalty and professionalism. As such, you undertake to respect and uphold the Code of Ethics by ensuring that its ethical rules prevail at all times.

The Code applies to you whether you are a staff member or consultant. References to Maple under this Code of Ethics shall include references to Maple's affiliates, as applicable.

Your responsibilities

- Understand and adhere to the Code and its related policies, directives and procedures.
- Consult the Ethics Officer if you have questions about the application of any of the Code's rules.
- Maintain an ethical workplace by fostering adherence to the Code.
- On an annual basis, renew your commitment to adhering to the Code.
- Complete your declarations and training by the required deadlines, to prevent any ethical issues.
- Report to the Ethics hotline and/or the Ethics Officer any situation you witness if you feel it does not comply with the ethical rules.

As a team leader, you must also

- Understand the Code in order to promote compliance with and the application of the ethical rules.
- Create a workplace conducive to adhering to the ethical rules.
- Remind your team members of the importance of completing the required training and their declarations by the deadlines.
- Be vigilant to ethical issues—particularly those related to conflicts of interest—and any situation that could interfere with the professional duties of your team members.
- Ask for support from the Ethics Officer in the case of an ethical dilemma.
- If you suspect or identify a potential violation of the Code, report it at Ethics hotline or to the Ethics Officer.

1.2 Ask the right questions in order to act ethically

Certain delicate situations require judgment and careful consideration. If you are wondering if a situation presents an ethical issue, take a step back and ask yourself the following questions.

1 Recognizing a situation that raises an ethical issue

What are the facts? Who is involved? Which ethical rule is involved?

Beware of your biases and prejudices.

2 Consulting the relevant resources

Which laws, policies and directives should I observe?

Refer to MAPLE's Code, policies and directives. If in doubt, ask for support from your team leader.

3 Evaluating possible scenarios and choosing the most appropriate one

What decisions could I make and what would the consequences be?

You can discuss a situation with the Ethics Officer at any time, to reach the best decision based on the circumstances.

4 Taking action

✓ *I am acting in such a way as to protect MAPLE's integrity as well as my own, and that of the people involved.*

1.3 Ask for advice or report an issue

When it comes to ethics, communication, mutual trust and transparency are important allies. Feel free to contact the Ethics Officer for advice or to report a potential violation of the Code as well as at Ethics hotline. Reports are treated confidentially and fairly.

MAPLE does not tolerate any form of retaliation or penalty in your regard if you seek advice or report a problem in good faith.

Who should you ask for advice?

The Ethics Officer and their team

The Head of Legal is designated as the “Ethics Officer”.

To ask a question or obtain advice about the application of the Code, you may ask the Ethics Officer directly:

Name: Aatmin Shah

E-mail: aatmin.shah@maplehighways.com

Contact: +91 91361 27076

To whom should you report an issue?

The Ethics Officer

You can contact the Ethics Officer to report any situation that could constitute a violation of the ethical rules.

The Ethics hotline

You have access to a telephone line and to a digital platform managed by an independent external organization. These can be used to report a situation anonymously if you wish. The details of the ethics hotline are as provided below, and may be updated as communicated from time to time:

Phone (toll-free)	18001002356
Email	maplehighways@ethicshelpline.in
Web Portal	www.maplehighways.ethicshelpline.in
Chatbot	www.maplehighways.ethicshelpline.in
Post Box	P. O. Box No 71, DLF Phase 1, Qutub Enclave, Gurgaon - 122002, Haryana, India

2 Ethical rules

2.1 Treat others with dignity and respect

Respect, inclusion and collaboration are vital at MAPLE. Your participation is essential to maintaining a work environment free of discrimination, harassment and intimidation. This environment must welcome diversity by respecting everyone's dignity.

Your commitments

- Encourage the sharing of ideas and diverse perspectives conducive to collaboration, innovation and quality decisions.
- Communicate respectfully and constructively, even at times of stress or disagreement.
- Refrain from making inappropriate comments or jokes of a discriminatory or sexual nature, in order to support a workplace where everyone feels accepted and safe.
- Never denigrate or discredit a person or a group of people.
- Report any form of discrimination, harassment or intimidation that you witness or experience to the Ethics Officer or via the Ethics hotline.

Focus on... understanding discrimination

Discriminating means treating a person differently or excluding them because of their personal characteristics.

Subject to applicable law, some common forms of discrimination include discrimination based on skin colour, ethnic origin, nationality, gender, gender identity or expression, sexual orientation, age, religion, political convictions, language, civil status, pregnancy, social condition and disability.

Discrimination is prohibited at all times, be it in the context of a hiring process, a promotion, a dismissal, the creation of a project team or any work-related activity. Seemingly commonplace remarks alluding to one or more of these characteristics can be perceived as hurtful, derogatory or insulting.

MAPLE encourages you to be open-minded, attentive and empathetic in your interactions and to discover the rich diversity of the people around you.

2.2 Perform your duties with professionalism

Working for MAPLE means adhering to the highest standards of quality by performing your duties diligently, efficiently and with judgment. Familiarizing yourself with the regulatory framework that applies to your role is also important.

You must carry out your duties with professionalism and avoid actions that could undermine your or MAPLE's credibility.

Your commitments

- Maintain the quality of your work and keep your skills up to date in order to perform your duties well.
- Respect the rules of your professional order and immediately inform your team leader if you are the subject of a temporary suspension or a sanction by your order.
- Immediately report to the Ethics Officer or via the Ethics hotline any situation that has or is likely to have consequences on your work.
Examples: civil, penal or criminal charges.
- Do not perform your duties if your faculties are impaired by alcohol, drugs or medication.
- Do not make use of MAPLE tools or resources to use or view content that is inappropriate, sexual or discriminatory in nature or that could violate a person's dignity.

2.3 Compliance with Applicable law and Adherence to policies

MAPLE's employees, officers and consultants are expected to carry out their work in compliance with applicable law and policies at all times. Any non-compliance with this rule can result in strict disciplinary action.

Your commitments

- You must at all times comply with all applicable laws and regulations governing the work being performed by you.
- You must at all times comply with the policies adopted by MAPLE, including but not limited to the following:
 - Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace
 - Policy on Prevention and Detection of Fraud and Corruption
 - Whistleblower and Vigil mechanism policy
 - Policy on Managing privileged information
 - Policy on Unpublished Price Sensitive Information and Dealing in Units by Parties to the Indian Highway Concessions Trust
 - Any other policies, SOPs or directives notified and/or updated by Maple from time to time.

You may consult with the Ethics Officer or the Ethics Hotline for more information on any applicable policies, SOPs or directors. For ease of reference, the policies are saved on the [shared folder](#) (accessible via the intra-link).

2.4 Protect the confidentiality of information

As part of your work at MAPLE, you may have access to confidential information, such as personal information and inside information. You must preserve its integrity, security and confidentiality at all times.

Contravening the rules regarding the confidentiality of information may have legal, financial and reputational consequences. If you are not sure if information is confidential, treat it as though it were.

When you are no longer employed by MAPLE, you must continue to adhere to all of the rules regarding the confidentiality of information.

Your commitments

- Consult and use only the confidential information you need as part of your duties.
- Use confidential information only for the purposes for which it was collected.
- Do not share confidential information, unless your recipient is authorized to consult it.
- Do not discuss any confidential information in a public space such as a common area or a restaurant, and hold your confidential meetings in environments that maintain confidentiality.
- Use only the collaboration, sharing and document management tools authorized by MAPLE.
- Keep confidential documents out of plain sight by storing them securely and disposing of them properly.

Additional commitments when you are no longer employed by MAPLE

- Return all confidential documents and information in your possession, without keeping any copies (this applies to both hard copies and electronic versions).
- Stop using any confidential information obtained during your employment, for either your personal benefit or that of another person or organization.
- Do not act on behalf of a person or organization in a matter involving MAPLE for which you have confidential information. The nature of your duties and the information to which you had access will determine the appropriate duration of this obligation.

Distinguishing the types of confidential information

Confidential information

All non-public information to which you have access as part of your duties or that concerns MAPLE's activities.

Examples: Information contained in positioning documents for a potential investment, information obtained during negotiations with a partner, strategic plans, business plans, personal information, inside information, etc.

Personal information

Information that makes it possible to directly or indirectly identify a person.

Examples: Civil status, address, salary, etc.

Inside information

Information not known to the public and likely to influence an investment decision or to affect the value or price of listed securities. These securities may be listed on a stock exchange (including in initial public offerings) or any other market where the shares of these companies are traded.

2.5 Protect MAPLE's intellectual property

The intellectual property of MAPLE is a valuable asset and must be protected at all times. As such, anything you develop or produce as part of your duties or your contract belongs to MAPLE.

A non-exhaustive list includes plans, presentations, written reports, software, algorithms, computer code and mathematical or quantitative models. This intellectual property also includes MAPLE's logos, names, trademarks, copyrights, inventions and trade secrets.

Your commitments

- Protect the confidentiality of MAPLE's intellectual property and not disclose its trade secrets.
- Never use MAPLE's intellectual property (including property created as part of your duties):
 - ✗ For personal purposes
 - ✗ To benefit any individual or organization other than MAPLE
 - ✗ After your employment at MAPLE ends
- Obtain authorization from the MAPLE'S HR TEAM if you want to allow another person or organization to use MAPLE's logos, names and trademarks.

2.6 Use Maple resources appropriately

MAPLE provides the material and computer resources necessary for you to perform your duties. You must use them responsibly in order to preserve the integrity and confidentiality of the information and data.

MAPLE can verify and monitor your use of its resources in certain circumstances. Your right to privacy is therefore limited when you use the resources provided by MAPLE.

Your commitments

- Use MAPLE's workplace and resources, property and assets for the performance of your duties.
- Take appropriate measures to avoid the loss, theft or damage of equipment and data belonging to MAPLE.
- Make limited and reasonable personal use of the resources and IT equipment made available to you by MAPLE.
- Immediately report to MAPLE'S IT TEAM the loss or theft of data, resources or equipment belonging to MAPLE.

2.7 Recognize and manage conflicts of interest

Determining what constitutes a conflict of interest is not always straightforward and requires an analysis. Certain situations can place you in a real, potential or apparent conflict of interest.

When not properly managed, conflicts of interest can compromise the impartiality of discussions, evaluations, transactions and decisions. They may also damage your reputation and that of MAPLE.

Transparency and communication are crucial for preventing and managing conflicts of interest. For this reason, you are required to report to the Ethics Officer any situation that could lead to a conflict of interest, so that the team can help you properly assess and manage the situation.

Distinguishing between the types of conflicts of interest

Conflict of interest management and oversight depend on the nature of the conflict. Real conflicts of interest are handled in a specific way because of the consequences they may have and legal requirements. While potential and apparent conflicts do not constitute real conflicts of interest, they must also be managed properly in order to prevent risks.

Real conflict

In a real conflict of interest, your personal interests or those of a person with whom you have a relationship of proximity are influencing your professional judgment. This conflict prevents you from performing your job independently and objectively.

Examples: You are working on a potential acquisition of an asset managed by a company headed by your sibling.

Potential conflict

Potential conflicts of interest are conflicts that do not yet exist, but that can be anticipated. In other words, it is likely that a potential conflict of interest will become a real conflict.

Example: You are asked to take part in a selection committee for a request for proposals by invitation, and your former employer that you left less than two years ago is among the invited suppliers. You can foresee that you could be in a real conflict of interest once the selection process begins.

Apparent conflict

The appearance of a conflict is measured from the public's perspective. In this situation, you appear to be in a conflict situation although this is not the case in reality.

Example: Your sibling is on the Board of Directors of a company which is a supplier of MAPLE. You don't interact with the company in your function and you have no decision-making power in awarding contracts. However, you may appear to be in a conflict of interest, even though in reality you are not.

Your commitments

- Report to the Ethics Officer any situation in which your personal interests, or those of other people or organizations with whom you have a relationship of proximity, could conflict with those of MAPLE. You must report such situations:
 - When you are hired
 - In every annual declaration
 - During your employment whenever a new situation arises
 - When you participate in the evaluation of an investment opportunity in a company
- If you are part of a committee and become aware that an agenda item could place you in a conflict of interest, immediately inform the committee secretary and withdraw from any discussion on that item.
- Co-operate fully in the conflict of interest management process and comply with any oversight measures put in place by the Ethics Officer.
- Refrain from influencing your colleagues or any committee dealing with a matter that could place you in a conflict of interest.
- Exclude yourself from any recruitment process involving a person with whom you have a relationship of proximity, and never supervise a person with whom you have a relationship of proximity.

Questions to help you identify a conflict of interest	Yes	No	I don't Know
Do I have an interest, including financial, in an organization that could benefit from (or appear to benefit from) my position at MAPLE?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Could my position at MAPLE serve (or appear to serve) my personal interests or those of a person with whom I have a relationship of proximity?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Could my position at MAPLE benefit (or appear to benefit) an organization with which I have a relationship of proximity?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I have interests or relationships that could damage my reputation or that of MAPLE if they were publicly known?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Did you answer “Yes” or “I don’t know” to any of these questions?

Are you unable to determine if you should report a certain situation?

Contact the Ethics Officer.

Examples of situations that you must always report

- A transaction could serve your personal financial interests and you have a role in the decisions that will be made (approval, advice, participation on an investment committee, etc.). Your financial interests may be direct (personally held by you) or indirect (held through another person, such as a spouse).

- You have a relationship of proximity with the management team of a company that might become a MAPLE supplier or in which MAPLE might invest.
- You are a member of a selection committee for a request for proposals and you have a relationship of proximity with one of the companies participating in it.

The role of the Ethics Officer in managing conflicts of interest

For consistency and fairness, the Ethics Officer evaluates all situations that could place staff members in a conflict of interest.

The Ethics Officer establishes appropriate oversight measures adapted to the risks in order to prevent and manage conflicts, for example by:

- Removing you from certain committee discussions if any of the topics addressed or decisions to be made place you in a conflict of interest. In such cases, the committee secretaries document that you have not participated in the discussions.
- Restricting your access to files related to the situation placing you in a conflict of interest.
- Assigning the responsibility of a file to another person.

Focus on... A person with whom you have a relationship of proximity

A person with whom you have a relationship of proximity may be a natural or legal person.

In the case of a natural person, a person with whom you have a relationship of proximity means any person you may be inclined to treat favourably due to your relationship with them, be that a family, intimate, friendly or business relationship.

In the case of a legal person (for example a company, an association, a cooperative or a non-profit organization), a person with whom you have a relationship of proximity means a legal entity:

- Of which you are a director or officer
- Of which you hold 10% or more of voting shares or any special rights
- Of which a person with whom you have a relationship of proximity is a director or officer
- Of which a person with whom you have a relationship of proximity holds 10% or more of voting shares or any special rights

2.8 Avoid incompatible outside activities

As a staff member, you must prioritize your job at MAPLE. When you are carrying out professional activities or business activities outside of your duties, you must ensure they are compatible with your duties and do not place you in a conflict of interest or in breach of a rule of the Code.

For example, taking on a teaching position or being a Board of Directors member for a non-profit organization are activities that are generally allowed, but they must always be authorized and declared.

The Ethics Officer analyzes all requests for outside activities and determines if they comply with the Code or if oversight measures need to be implemented.

If you are a consultant for MAPLE, your other contracts must not be in conflict with your mandate for MAPLE.

Your commitments

- Obtain a favourable opinion from your team leader and authorization from the Ethics Officer **before** committing to a professional or business activity outside of your duties.
- Declare your activities annually and each time you start a new outside activity.
- Abstain from participating in any outside activity that might:
 - interfere with your duties or your MAPLE working schedule
 - create a conflict of interest
 - harm MAPLE's image or reputation
 - compromise confidentiality of information

Prohibited outside activities

Certain outside activities are prohibited, in part because they create too great a risk of conflicts of interest. Therefore, you cannot be part of:

- ✗ A Board of Directors of a public company (publicly traded)
- ✗ An Advisory Committee of a private company or fund
- ✗ An investment club in the highways & railtracks sector
- ✗ A second job at a MAPLE's competitor

2.9 Do not accept inappropriate invitations or gifts

Invitations and gifts between business partners can lead to conflicts of interest or an appearance of conflict of interest. They can also damage your credibility and your reputation and those of MAPLE. They can even be construed as bribes.

They can take various forms: a sporting, cultural or charity event, an invitation to a restaurant or industry conference, a bottle of champagne, a basket of local products, etc.

Before accepting an invitation or a gift, you should ensure that the offer respects the Code and it in no way compromises your independence and objectivity.

Your commitments

- Declare to the Ethics Officer invitations and gifts whose value exceeds INR 3000.
- Recognize and decline invitations and gifts that could influence or give the impression of influencing your decisions.
- Do not solicit invitations or gifts.

Invitations and gifts to be declined at all times

- ✗ Cash, promotional codes, gift cards or discount coupons
- ✗ Airline ticket and accommodations
- ✗ Invitations or gifts offered by a person or organization participating in a request for proposals with MAPLE (or a similar process)

How to determine whether an invitation or a gift is acceptable?	Yes	No
Is this being offered to be me openly , in full view of my colleagues and without expecting anything in return?	<input type="radio"/>	<input type="radio"/>
Is the value modest ? <i>The value of a gift can surpass the declaration limit. However, you must assess if it's reasonable to accept it.</i>	<input type="radio"/>	<input type="radio"/>
Is it being offered as a normal part of my duties, or to maintain a healthy business relationship ?	<input type="radio"/>	<input type="radio"/>
Is the person who is offering me a gift or an invitation doing so only occasionally ?	<input type="radio"/>	<input type="radio"/>
In the case of an invitation, is the person inviting me accompanying me to the event?	<input type="radio"/>	<input type="radio"/>

Did you answer “**Yes**” to all of these questions? The invitation or gift is probably acceptable. Do not forget to declare those with a value greater than your declaration limit.

Did you answer “**No**” to one of these questions? You must decline the invitation or gift.

Not sure? Contact the Ethics Officer.

When to contact the Ethics Officer

- You are wondering if you can accept a gift.
- Several members of your team are part of the same invitation (e.g., to a restaurant or an event).
- You are concerned that refusing a gift may be construed as impolite.

Are you looking to offer a gift?

Be aware that it's not a common practice at MAPLE and that specific rules may apply. You must contact the Ethics Officer before offering a gift.

Careful! You cannot offer gifts to public officials without the prior consent of the Ethics Officer.

See the rule *2.14 Be vigilant in your interactions with public officials* for more information on public officials.

2.10 Show reserve

Showing reserve means your personal or political opinions should not damage MAPLE and its reputation. Your opinions may be associated with MAPLE even if that is not your intention. For this reason, you must ensure your communications and your public positions respect the Code's principles.

In your public interactions, you must therefore conduct yourself with reserve and in a way that preserves MAPLE's interests. This is particularly the case when you:

- Publish content or comments on social media
- Become involved in your community
- Engage in politics

Your commitments

- Contact the MAPLE'S HR team before responding to a media request or publishing a text in the media.
- Obtain an opinion from the MAPLE'S HR team before speaking publicly, for example if you wish to be a panellist at a conference, express yourself at an event or publish an article in a professional journal.
- Get approval from the MAPLE'S HR team before soliciting donations from MAPLE partners and suppliers.
- Do not give the impression that MAPLE is associated with your personal and political activities and opinions, including on social media or any other public broadcasting channel.
- Make decisions independently of any partisan political considerations and demonstrate political neutrality in the exercise of your duties.

Focus on... government affiliations

You need to declare to the Ethics Officer if you are:

- Appointed in an official capacity to act on behalf of any governmental authority
- Acting in an administrative or supervisory capacity for any political party
- A candidate for a political office

2.11 Follow market rules

You must at all times comply with all applicable laws and regulations governing the financial markets. These rules protect investors against unfair or fraudulent practices.

You must respect them when participating in investment decisions at MAPLE and when you are carrying out personal transactions. Contravening market rules (in particular with respect to prohibitions on insider trading and tipping) may lead to significant sanctions for you and for MAPLE.

Your commitments

- Never conduct a transaction when you have inside or confidential information.
- Never share inside or confidential information with an unauthorized person.
- Never use inside or confidential information to recommend a transaction to someone else.
- Never participate in transactions with the aim of manipulating markets or artificially influencing the volume of activity for a security.
- Comply with MAPLE rules and procedure applicable to insider trading.
- Notify the Ethics Officer as soon as you have any inside information and of the fact that you have inside information (without sharing the inside information).
- Comply with all applicable securities regulations while participating in investment decisions.
- For directors, key managerial personnel, the chief executive officer, employees up to two levels below the chief executive officer, intermediaries, fiduciaries and other people designated under the policies of MAPLE:
 - Comply with the additional rules applicable to you, including obtaining pre-authorization for your personal transactions and transactions by your immediate relatives on covered securities, as detailed below.
 - Do not engaging in contra or opposite trading within a period of 6 months from any prior trade.

Additional pre-authorization rules for designated individuals

You may be considered a designated person if you have access to confidential or inside information from MAPLE or its affiliated entities (including shareholders/unitholders) as a part of your duties. In such case, some of your personal transactions as well as transactions by your immediate relatives could put you at risk of committing insider trading. For this reason, you have to obtain pre-authorization for your and your immediate relatives' personal transactions (purchase and sale) on covered securities.

The details of the pre-authorization rules, including the covered securities and the procedure to be followed, are provided under the Policy on Unpublished Price Sensitive Information and Dealing in Units by Parties to the Indian Highway Concessions Trust, available on the website of MAPLE.

Additional details regarding the pre-authorization rules can also be provided by the Ethics Officer if you have access to shareholders'/unitholders' confidential or inside information.

2.12 Prevent and detect fraud, corruption and other financial crimes

Compliance with laws and regulations against fraud and corruption is fundamental for MAPLE. It also carries out its activities with the highest standards of integrity to mitigate the risks of money laundering and terrorist financing that may arise from its interactions with third parties.

You must be vigilant to prevent and detect any illegal acts such as falsifying information, asset misappropriation, and offering bribes or secret commissions.

Your commitments

- Immediately report to the Ethics Officer or via the Ethics hotline any suspicion of fraud or corruption, or any invitation to participate in such acts.
- Do not directly or indirectly participate in illegal or fraudulent activities or ones likely to be perceived as such.
- Do not participate in corruption, for example by offering, receiving or requesting something of value in order to obtain or offer something in return or an undue advantage.
- Respect healthy competition practices when you sign an agreement with suppliers, clients or partners.
- Do not offer gifts to a public official, unless you have obtained prior authorization from the Ethics Officer.

Focus on... red flags related to fraud and corruption

You must immediately contact the Ethics Officer or the Ethics hotline when you discover or have strong reasons to suspect an attempt at or an act of fraud or corruption.

Remain attentive to red flags indicating potential situations of fraud or corruption, for example:

- A colleague asks you to change the banking instructions for a supplier without having verified the legitimacy.
- A business or person MAPLE does business with requests that an unusual commission be paid to them.
- You learn that someone within MAPLE has computer access rights allowing them to handle a transactional process from end to end.

2.13 Preserve the integrity and accuracy of files

All records, accounting ledgers, reports, invoices and other financial documents must be precise and complete in order to accurately represent MAPLE's financial situation. You are obligated to ensure the integrity of any financial or accounting information you handle.

Your commitments

- Never falsify, alter or conceal financial or accounting information, including financial results, performance calculations or asset evaluations.
- Never try to manipulate information to influence a recommendation, decision, or behaviour of a person or an organization.
- Report any concern to the Ethics Officer or via the Ethics hotline about the integrity of financial or accounting information.

2.14 Be vigilant in your interactions with public officials

As part of your duties, you may sometimes interact with public officials, including persons representing a government or a political party. While such interactions are a normal part of business, they can lead to risks related to lobbying or corruption issues when not properly managed.

In order to ensure that these interactions respect the laws that govern them, you must be vigilant and ensure that they take place in a framework approved by MAPLE.

Your commitments

- Consult the Ethics Officer before initiating any communications with public officials – they will specify the process to follow.
- Notify the Ethics Officer if you plan on making representations on behalf of MAPLE to a public official.
- Do not offer gifts to a public official, unless you have obtained prior authorization from the Ethics Officer.
- Declare to the Ethics Officer if a person with whom you have a relationship of proximity is:
 - Appointed in an official capacity to act on behalf of any governmental authority.
 - Acting in an administrative or supervisory capacity for any political party.
 - A candidate for a political office.

Focus on... What is a public official

Public officials include, for example, people hired, appointed, elected or candidate to hold a public position in a:

- Municipal, provincial, state or federal government in any country, including administrative and judicial organizations
- Political party or organization
- State-owned enterprise
- Public international organization
- First Nation or any other Indigenous group

3 Compliance with the Code

3.1 Consequences in the event of a breach

You could face administrative or disciplinary measures if you:

- Do not comply with the Code
- Encourage someone to breach it
- Fail to cooperate with an investigation

These measures are taken based on the gravity of the situation or the repetition of the breaches. They may include:

- Participation in mandatory training
- A warning in your record, which may be sent to your team leader
- A meeting with the Ethics Officer
- Your temporary suspension with or without pay
- Your dismissal or the termination of your contract

In the event of a violation of a law or regulation, you may also be subject to legal action (civil, penal or criminal) or be reported to your professional order.

3.2 Governance of the Code

Here is how MAPLE ensures that the Code is updated and respected.

The Ethics Officer

- Ensures distribution and implementation of the Code.
- Provides advice on the application of the Code and on ethical issues.
- Handles reports and carries out an investigation when appropriate in the event of an alleged breach of ethical rules.
- When the situation warrants it, can grant exemptions to the rules, provided these exemptions are consistent with the spirit of the Code.
- Informs the Board of Directors of situations that merit being brought to its attention such as any violation or alleged breach of the Code and any sanction imposed as a result of that violation.
- Assist the Board of Directors in its duty to monitor and review the register presenting conflict of interest and any situation where there appears to be a conflict of interest in accordance with the Code.
- When considered necessary but at least once a year, keep the Board of Directors informed of (a) the effectiveness of the Code and (b) the application of the Ethics and Compliance & Governance rules within Maple.
- Annually informs the Board of Directors of exceptions granted and, more generally, monitors the application of the Code within MAPLE and its subsidiaries.

Board of Directors

- Makes recommendations and offers opinions on important situations requiring its attention.
- Is kept informed of the application of the Code within MAPLE by the Ethics Officer.
- Monitor and review the register presenting conflict of interest and any situation where there appears to be a conflict of interest in accordance with the Code.
- Review any violation or alleged breach of the rules of the Code and any sanction imposed as a result of that violation
- Examines and approves changes and updates to the Code at least every three years.
- Handles the investigation related to the Protected Disclosure or establish an ad hoc committee of relevant members.
- Designate MAPLE's Ethics Officer.

4 Declarations to fill out

Mandatory

Adherence to the Code and declaration of interests

To commit to comply with the Code when you start working.

This form is also used to declare your outside professional activities as well as all situations that could place you in a real, potential or apparent conflict of interest.

Upon hiring

Each year

Based on the situation

Declaration of modification of interests

To make a modification of interests when your situation changes during the year, for example:

- A new outside activity or the termination of an outside activity that you have previously declared
- Any new situation that can place you in a real, potential or apparent conflict of interest
- A person with whom you have a relationship of proximity has a new government affiliation

Declaration of gifts and invitations

To declare invitations and gifts whose value exceeds the declaration limit.

The formats for the declarations will be separately notified and available on the intralink location shared with all employees.