

VENDOR CODE OF CONDUCT PRINCIPLES

Graham is committed to the highest standards of business and ethics and this Vendor Code of Conduct Principles (the "Principles") establishes Graham's vendors of goods and services' ("Vendors") commitment to conducting their business ethically and legally.

Bribery and Facilitation Payments - Vendors shall not, directly or indirectly, offer or provide a bribe to any person or entity, and all requests or demands for bribes must be expressly rejected. Vendors shall not offer to, nor make, facilitating payments to government officials in order to encourage them to expedite any governmental task (excluding payment of published fees for accelerated government services). Vendors' business must comply with the *Canadian Corruption of Foreign Public Officials Act*, the *US Foreign Corrupt Practices Act* and other such anti-corruption laws as may be applicable.

Compliance with Laws - Vendors will perform all obligations and observe all provisions of all applicable laws including codes, statutes, regulations and by-laws in force or otherwise binding on them.

Conflicts of Interest - Vendors are expected to avoid any actual or apparent conflicts between personal interests and those interests of Graham. Vendors must disclose any conflicts of interest.

Confidentiality - Vendors shall not, either during or after working with Graham, disclose confidential information to an unauthorized recipient. Vendors shall ensure the utmost care and discretion in handling confidential information.

Competition and Anti-Trust - Vendors shall conduct business in alignment with competition and anti-trust laws of Canada and the United States and when required, competition and anti-trust laws of other jurisdictions. Vendors will compete fairly and must not engage in any prohibited or unlawful trade practices.

Respect in the Workplace - Vendors shall ensure all individuals are provided with, and contribute towards a respectful workplace that creates and sustains an environment that (i) values the diversity and human rights of others; (ii) demonstrates the dignity of the person, courteous conduct, mutual respect, fairness and equality; (iii) fosters positive communications between people and collaborative working relationships; and (iv) does not tolerate harassment, bullying, violence or discrimination.

Accuracy of Record Keeping - Vendors shall record complete and accurate information such as time charges, confirmations of payment, statutory declarations, lien waivers, change orders, project estimates, expenses, costs, bills, payroll, expense reports and regulatory data, which shall be available in a timely manner, as required.

Gifts and Entertainment - In Canada and outside of Canada, specific laws and regulations apply to gifts and entertainment for government officials. It is expected that each Vendor follow such laws and regulations. Vendors also acknowledge that Graham's Code of Business Conduct and Ethics requires that, in receipt of gifts and entertainment, Graham employees must not compromise, or appear to compromise, the employee's ability to make objective, impartial and fair business decisions and that transparency and exercise of good judgement are fundamental expectations.

Effective Complaint Mechanism - Vendors shall have established a complaint mechanism available to any individual in its organization who wishes to report a concern regarding any accounting, audit, procurement, contract or other violation of business practice of conduct that appears to be illegal, unethical or improper.