



BUSINESS CONDUCT & ETHICS

Purpose

As indicated in this policy, Doman Building Materials Group Ltd. and its subsidiaries and affiliates (Collectively “**Doman**” or “**Doman Entities**”) have a strong commitment to the conduct of their business in a lawful and ethical manner. This policy is to inform the employees and agents of Doman of the level of business conduct and ethics that is expected by all employees and agents.

Scope

This policy applies to all Doman employees and agents of Doman.

Business Conduct & Ethics

It is essential that Doman employees and agents of Doman act in a professional manner and extend the highest courtesy and respect to co-workers, visitors, customers and clients.

Doman employees and agents of Doman are expected to operate within the letter and spirit of the law and according to Doman’s internal policies when representing the Company. Doman’s business will be conducted in accordance with the highest moral and ethical standards. This includes the following:

- Never misusing the Company assets for any unlawful purpose
- Never establishing undisclosed or unrecorded assets for any purpose
- Never making false or misleading entries in the books and records of the Company for any reason
- Compliance with International Financial Reporting Standards is required
- Compliance with all applicable international, federal, provincial and local laws with regard to Doman’s business
- Never engaging in the illegal restraint of trade, unfair competition, or violation of anti-competitive laws

Questions

Questions regarding business conduct should be referred to divisional Presidents, General Managers, or other appropriate personnel.

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Political Contributions

Political contributions may only be authorized by the CEO, including “in-kind” goods or services.

Compliance with Laws, Rules and Regulations

Doman is subject to numerous federal, provincial and state laws, rules and regulations. Our success depends on each of us being accountable for complying with both the letter and the spirit of the law. Doman strives to be a good corporate citizen in every country and community where it conducts business and will comply with all applicable laws and regulations.

Disregard for the law cannot and will not be tolerated at Doman. Violations of local or international laws may subject an employee, as well as Doman, to civil and/or criminal prosecution. As such, employees and agents should be aware that conduct and company/business records are subject to internal and/or external audits.

In addition, employees and agents who belong to professional associations are expected to abide by their association’s governing body of professional responsibility and conduct.

Fair Dealing

No Doman employee or agent shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Conflict of Interest

Employees of Doman or agents of Doman should not engage in any business or transaction, or have any financial or other personal interest that influence, or may appear to influence, the employee or agent’s objectivity or independence of judgment in performing his or her job responsibilities.

Employees of Doman or agents of Doman should disclose to their manager situations that may pose a potential or actual conflict of interest. Each situation will be assessed individually and potential for conflict of interest will be based upon the parties involved, level of access to business information, position within the organization, and potential impact on Doman’s financial position. If actual conflict of interest exists, the employee or agent should refrain from participating in the decision, contract, sale or purchase in any manner and inform their manager immediately.

The ‘types of conflict of interest’ outlined in this document are intended to serve as a guide in identifying those circumstances/situations in which conflict of interest may arise. As guidelines, there is no definitive list or definition that can describe and cover all situations that could give rise to a conflict of interest.

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Types of Conflict of Interest:

1. Gifts, Loans & Entertainment

Employees of Doman or agents of Doman should not, directly or indirectly, accept cash, gifts, trips, accommodations or anything of significant value from anyone having or seeking business with Doman, other than non-cash gifts of nominal value.

Employees of Doman or agents of Doman should not accept loans from any person or entities having or seeking business with Doman except for recognized financial institutions offering normal interest rates prevailing at the time of borrowing. In discussing personal financing with the bank, no employee or agent should state or imply that the bank's response will in any way affect its relationship with Doman.

It is a normal and permissible business practice to participate in business related functions, including the acceptance of lunches or other meals on occasion. However, care must be exercised to assure that they are necessary and that their value and frequency are not excessive under all the applicable circumstances.

2. Interest in Competitors

Employees of Doman or agents of Doman should not have any direct or indirect interest in or relationship with any competitor of Doman if such interest or relationship might influence, or appear to influence, that person in the performance of his or her duties.

3. Interest in Vendors/Suppliers

It is Doman's policy to select a vendor/supplier solely on the basis of price, quality, performance and overall procurement cost. An employee of Doman or agent of Doman must avoid financial or other involvement with a supplier with whom he or she does, or is likely to do, business. Such involvement might give or appear to give preferential treatment to those vendors/suppliers.

Clarification: *Employees or agents who interact with external suppliers may develop friendly professional relationships with those suppliers. This kind of relationship is not a conflict unless it grows into a 'close relationship' in which the parties involved socialize outside the normal supplier relationship and the normal buyer/seller relationship is jeopardized.*

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4. Indirect Interests and Relationships

There are three general rules to follow with respect to indirect interests and relationships:

1. An employee or agent should not be in a position to make or influence a decision relating to Doman engaging in business with a relative of the employee.
2. An employee or agent should not be in a position to derive a personal, direct or indirect benefit from a Doman transaction involving a relative.
3. An employee or agent should disclose any situation in which a relative has an interest in a competitor or in any Doman transaction.

Relatives, close relationships and relationships are defined to include:

- Spouse or common-law spouse
- Parents
- Sons/daughters and in-laws
- Brothers/sisters and in-laws (including half-brothers and half-sisters)
- Grandparents
- Grandchildren
- Cousins, aunts and uncles
- Any person(s) who has acted in place of a parent to the employee
- Any person(s) who resides in the same household of the employee

5. Information to Outsiders

Employees of Doman or agents of Doman should not disclose company information to any person(s) or entities except as authorized or required in performing his or her job responsibilities.

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