

**CANADIAN MANUFACTURERS AND EXPORTERS –
SMART PROGRAM REVIEW PANEL
CODE OF CONDUCT**

I. INTRODUCTION

This Code of Conduct (the “Code”) confirms the commitment of the Canadian Manufacturers and Exporters (“CME”) to conduct its affairs in accordance with the highest standards of integrity and applicable laws. CME expects that all of the appointees to the SMART Program’s review panels will adhere to this Code, comply with all applicable laws, and conduct themselves in accordance with high ethical business standards. The Code and its contents may be modified and changed, from time to time by CME.

II. WHO TO CONTACT

If you have any questions about this Code or any concerns as to whether certain conduct by you or any other member of the review panels may be illegal, unethical or otherwise contrary to this Code, you are encouraged to immediately request assistance by contacting one of the persons named below by phone or e-mail:

Louise Rubletz, Director, SMART Program
1-877-913-4263 Ext. 3281
louise.rubletz@cme-smart.ca

If you believe that, based on the nature of the suspected improprieties and the persons you believe to be involved, reporting violations to the persons listed above would be ineffective, you may report such violations to:

Dennis Darby, CEO
905-672-3466 Ext. 3331
dennis.darby@cme-mec.ca

III. HONESTY AND INTEGRITY

Appointees must, at all times, act honestly and fairly and exhibit high ethical standards in their dealings as members of the review panel.

IV. NO IMPROPER PAYMENTS

Under no circumstances is it acceptable to offer, give, solicit, receive or authorize any form of bribe, kickback, or improper inducement, payment or gift in connection with the business of the review panel.

V. PROTECTING CONFIDENTIAL INFORMATION

In the course of carrying out and fulfilling their duties, appointees may have access to or be entrusted with confidential or proprietary information of third parties given to CME in connection with their application to the SMART Program. The disclosure of such information

to anyone other than fellow review panel members or CME staff who administer the SMART Program may be detrimental to the interests of those disclosing the information.

Appointees shall not during the course of their duties or at any time thereafter:

- reveal, disclose, or make known any such confidential or proprietary information to any person or company other than fellow review panel members or CME staff who administer the SMART Program; or
- use such information for any improper purposes, including, for the purpose of soliciting work from that third party on the appointee's own behalf or on behalf of the appointee's employer (or any of its affiliates) or for the purpose of the appointee or his/her employer (or any of its affiliates) competing with that third party.

For greater certainty, the fact that a person or company has applied to the SMART Program is also confidential and proprietary information.

VI. CONFLICTS OF INTEREST

Applicant Group

In this section, "*Applicant Group*" means, with respect to any applicant to the SMART Program, the applicant as well as an officer, director, shareholder, subsidiary or related party of that applicant, a major vendor to the applicant's proposed project and the reference organization for the applicant's application. The persons or entities belonging to each applicant's Applicant Group will be listed in the application under the SMART Program and the list of those persons or entities will be distributed to the appointees prior to the distribution of applications to assist the appointees in meeting their obligations under the Code.

Conflicts of Interest

A conflict of interest occurs when an appointee's private interest (or the interest of the appointee's employer or its affiliates) conflicts in any way – or appears to conflict – with the interests of CME or applicants to the SMART Program. A conflict situation can arise when:

- (1) the appointee, or a member of his/her immediate family, is an employee of any person or entity belonging to an Applicant Group;
- (2) the appointee or his/her employer (or its affiliate) is a competitor of any person or entity belonging to an Applicant Group;
- (3) the appointee personally knows any person or entity belonging to an Applicant Group or has worked for any such person or entity; or
- (4) the appointee is personally aware (without having conducted any inquiry) of any work that he/she or his/her employer (or its affiliates) are currently performing for, or are currently soliciting or will be soliciting from, any person or entity belonging to an Applicant Group.

Immediately after reviewing the Applicant Group information distributed by CME for each batch of applications, and in any event prior to receiving those applications, appointees should notify CME staff by using the web-based SMART Program system if a conflict of interest, or a potential conflict of interest, exists with respect to a particular applicant. In addition, if appointees later determine in the course of carrying out their duties that a conflict

of interest, or a potential conflict of interest, exists, they shall notify the persons listed on the first page of this Code.

Where a conflict of interest, or a potential conflict of interest exists, appointees shall either (i) not sit on the review panel evaluating the batch of applications which include the particular applicant or (ii), if they sit on that review panel, not be present in any discussions by that panel regarding the particular applicant. Furthermore, appointees shall not otherwise discuss that applicant's application with the review panel members evaluating the application and will not otherwise attempt to influence the panel's decision regarding that application.

Business Courtesies

A business courtesy is a gift, good, service or favor that is not paid for by the recipient, such as merchandise, services, meals, drinks, entertainment (such as tickets), cash or cash equivalents, recreation, trips, door prizes, honoraria, transportation, discounts, promotional items, or use of materials, facilities or equipment. Appointees and their immediate family members may not, directly or indirectly, solicit, encourage, accept or retain a business courtesy from any person or entity belonging to an Applicant Group if the appointees are on the review panel evaluating the particular applicant's application.

Loans

Appointees should not accept loans or loan guarantees from any person or entity belonging to an Applicant Group. Appointees should also not accept loans or guarantees made by third parties (including employees, officers or directors of applicants) on behalf or for the benefit of any person or entity belonging to an Applicant Group.

ACKNOWLEDGEMENT

I have received and read the Canadian Manufacturers and Exporters – SMART Program Review Panel Code of Conduct. I understand that the Code represents the policies of CME as they relate to the SMART Program and the review panel.

Date: _____

Signature: _____

Printed Name: _____

Position/Title: _____