

Sun Gro Horticulture Supplier Code of Ethics

Updated: November 11, 2014

INTRODUCTION

Sun Gro is committed to conduct business in a professional, honest and ethical manner, and to comply with the law wherever it conducts business. Sun Gro expects all Suppliers to conduct their business in a professional, honest and ethical manner, and to comply with all applicable laws wherever they do business, including laws relating to employment, human rights, the environment and health and safety. Sun Gro will not deal with Suppliers who do not comply with these expectations or with this Code. Sun Gro reserves the right to update this Supplier Code of Ethics from time to time.

1. GOVERNING PRINCIPLES

A. Conflicts of Interest

Suppliers should conduct business in a professional, honest, ethical and transparent manner. Suppliers should not engage in any activity that gives rise to an actual or perceived conflict of interest.

(i) Entertainment, gifts and payments

Providing or receiving gifts of money, goods or services solely for personal use, personal discounts, loans, gifts of non-business related travel or accommodations, personal favours or any other benefit which might influence or raise doubts as to the impartiality of the recipient and damage the reputation of Sun Gro for fair dealing are prohibited.

Certain business courtesies such as payment of a reasonable amount for a lunch or dinner in connection with a business meeting normally would not be a gift within the context of this policy. Advertising novelties would not be inappropriate to give or receive, provided the item is of insignificant value and is widely distributed to others under essentially the same business relationship with the donor.

(ii) Arm's length dealings

Suppliers may only enter into negotiations with Sun Gro employees who are independent of, and can be reasonably stated as being 'at arm's length' to, the Supplier.

(iii) Illegal payments

Offering or accepting bribes, kickbacks or improper payments of any kind is strictly prohibited, without exception, in all circumstances.

B. Confidentiality of Information

Every Supplier shall adhere to and comply with the non-disclosure agreement it enters into with Sun Gro. In the absence of a non-disclosure agreement, each Supplier must treat all information of, or supplied by Sun Gro, its customers, other suppliers and/or other business partners which is confidential, proprietary and/or not otherwise publicly available as Confidential Information including trade secrets, know-how, designs, formulae, inventions, techniques, processes, prototypes, undisclosed patents pending, finances, personnel records, business plans and proposals, capacity and production information, marketing or sales forecasts and strategies, client and customer lists, pricing lists or strategies, construction plans, supplier data, business leads, and all information relating to Sun Gro's customer projects.

C. Compliance with Laws, Rules and Regulations

Each Supplier shall comply with all laws and regulations that apply to it wherever it conducts business and shall not, at any time, take any action which it or its employees knows, or reasonably should know, may be in violation of any applicable law or regulation, including but not limited to the following:

(i) Health and safety

Suppliers are required to follow safe work practices and comply with all applicable health and safety guidelines relating to their work, including governmental requirements, operations- and facility-specific safety requirements, and contractual requirements. Suppliers are fully responsible for the health, safety, and continuous training of their employees. Suppliers shall minimize risks and implement best practice preventive measures against accidents and occupational illness, including an occupational health and safety management system.

(ii) Environmental responsibility

Vendors are expected to conduct their business in an environmentally responsible manner and not to engage in any activity that violates environmental laws or regulations wherever they conduct business.

(iii) Employment practices

Suppliers must adhere to local employment laws, including those related to maximum hours of daily labour, rates of pay, minimum age, privacy and other fair working conditions. The use of child labour must be strictly prohibited. Suppliers must promote equal opportunities and the equal treatment of their employees, irrespective of skin colour, race, nationality, social origin, any disability, sexual orientation, political or religious beliefs, sex or age.

2. REPORTING OF VIOLATIONS AND OTHER ILLEGAL OR UNETHICAL BEHAVIOUR

Any Supplier or Supplier’s employee who becomes aware of any illegal or unethical behaviour and/or any violation of this Supplier Code of Ethics has a responsibility to report his or her knowledge promptly to the Sun Gro ethics hotline, www.sungro.ethicspoint.com or calling 1-855-238-0660. Except as required by law, persons reporting concerns may request that they remain anonymous. Sun Gro makes every attempt to protect the confidentiality of information provided, unless maintaining confidentiality would create a significant health, safety or legal risk.

3. SUPPLIER ACKNOWLEDGEMENT AND CERTIFICATION

By signing below, the Supplier acknowledges and certifies that this Supplier Code of Ethics has been read and understood, and shall be complied with, by the Supplier.

Dated at _____ this _____ day of _____, 20____.

Supplier: _____

Signature: _____

Name: _____

Title: _____