



How We Conduct Our Business – A Behaviour Guide

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WE THINK
about tomorrow

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HOW WE CONDUCT OUR BUSINESS – A BEHAVIOUR GUIDE

OVERVIEW

The Board of Directors of Mullen Group Ltd. ("**Mullen Group**") has adopted a code of ethics and conduct as part of its governance practices, which code is entitled "How We Conduct Our Business – A Behaviour Guide" (the "**Behaviour Guide**" or this "**Guide**").

Purpose - Why do we have the Behaviour Guide?

The relationship between Mullen Group and its directors, officers, employees, owner-operators and dedicated contractors (collectively, a "**Person**", "**Personnel**" and/or "**you**") is one of TRUST and essential to trust is a commitment to HONESTY, RESPECT and INTEGRITY. We must always remember that Honesty, Trust, Respect and Integrity are the most fundamental ethical values and principles upon which Mullen Group operates – our word is our reputation: *if we say it – we do it*.

These values are important to the success of Mullen Group's business as it enables us to attract and retain good people, who in turn strengthen the relationship that we have with customers and other stakeholders. Simply put, conducting ourselves in an ethical manner and with integrity is good for business. However, ethical conduct within our business relationships imposes certain obligations. The purpose of the Behaviour Guide is to outline these obligations and provide guidance to Personnel to ensure their actions align with Mullen Group's commitments and values, including those underlying the guiding principles and objectives established through Mullen Group's *On the Road to Quality* program.

Scope - Who is Expected to Follow the Behaviour Guide

The Behaviour Guide extends to Mullen Group and each of its directly and/or indirectly owned subsidiaries, which are commonly known as "business units". As such, a reference to "Mullen Group", "our", "us" and/or "we" throughout this Behaviour Guide includes Mullen Group and each of its business units. For certainty, that means that this Behaviour Guide extends to all Personnel of Mullen Group, no matter which business unit you work for or whether your employment is permanent, temporary, seasonal, contracted, full-time, flex-time or part-time.

Objectives of the Behaviour Guide

Mullen Group is committed to quality and has a strong culture of integrity. The Behaviour Guide is meant to reinforce this workplace culture and provide a common framework and guide for identifying issues and addressing concerns. Generally speaking, it addresses the application of ethical standards in relation to:

- [Compliance with Law](#)
- [Financial and Outside Business Interests](#)
- [Use of Mullen Group Property](#)
- [Confidential Information](#)
- [External Communications](#) (speaking with parties outside of Mullen Group)
- [Related Party Transactions](#)
- [Personal Involvement with Non-Profit Groups and Professional Associations](#)
- [Respecting Each Other in the Workplace](#)
- [Conflicts of Interest](#)
- [Entertainment/Hospitality and Gifts](#)
- [Intellectual Property](#)
- [Investment Activity](#)
- [Social Media](#)
- [Relationships with Suppliers and Business Associates](#)
- [Working Safely](#)

This Guide is also intended to provide guidance in relation to how Personnel can report questionable behaviour in Good Faith.



ORIENTATION, ACKNOWLEDGEMENT AND ENFORCEMENT

Orientation

All Personnel will be provided with a copy of the Behaviour Guide, electronic or otherwise as part of their orientation and informed about its importance.

Acknowledgement

All Personnel will be required to supply written acknowledgement confirming that they have reviewed this Guide. Compliance with this Guide is an integral condition to Personnel's employment or contract relationship with Mullen Group. This Guide will be amended by Mullen Group from time to time and any material changes will be communicated to Personnel.

Enforcement

Any Person who violates the Behaviour Guide may face disciplinary action up to and including termination of employment or contractual relationship with Mullen Group without notice for cause. Violation of this Guide may also violate certain laws, which could expose Personnel to personal liability. If it appears that a Person may have violated any law, Mullen Group may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.

Definitions - What do the terms mean?

The following terms are important to keep in mind as you read this Guide.

"Confidential Information" includes any information in Mullen Group's possession, systems or records that is not available to the public, such as technical or business related data, financial information, business strategy or plans, supply and service information, marketing information, Personnel's personal information and customer information. It includes information generated by Mullen Group or received from a third party.

"Conflicts of Interest" are situations that create a conflict between a Person's own interest and that of Mullen Group. The appearance of a conflict can be as damaging as an actual conflict, even if no wrong-doing has taken place. Conflicts of Interest can generally be grouped into three forms – "Actual", "Perceived" and "Potential":

- **"Actual Conflicts of Interest"** mean:
 - situations that undermine the ability of a Person to remain objective when making business decisions because their self-interest is competing with their professional interest; and
 - business situations where a Person's responsibility to another person (such as a family member, friend or business associate) limits their ability to carry out their responsibility to Mullen Group.

CONFLICT OF INTEREST SITUATION EXAMPLE

A terminal manager owns his own "hot shot" truck and employs a full-time driver. While the "hot shot" truck is operated entirely separate from Mullen Group's business unit, it does provide a similar service and it operates in the same areas as the business unit.

Based upon the Conflict of Interest definitions:

- Simply owning the "hot shot" truck creates the **"Potential"** for a conflict.
- If the terminal manager sub-contracts his private truck to complete excess work during peak periods on behalf of the business unit for work initially contracted directly to his business unit, he may be **Perceived** to be in conflict by those people who do not know the circumstances surrounding the periodic sub-contracting of his private truck.
- If the terminal manager uses his truck to complete work that was awarded to the business unit **BEFORE** assigning the work to his business unit, he would be in an **Actual** Conflict of Interest as his own self-interest of generating revenue for his private business has taken priority over his business unit's interest.



- **"Perceived Conflicts of Interest"** mean situations that a reasonable person would view as likely to compromise a Person's ability to put Mullen Group's interest before their personal interest in making business decisions, whether or not this has actually taken place. A Perceived Conflict of Interest is often the situation that exists immediately prior to the occurrence of an Actual Conflict of Interest.
- **"Potential Conflicts of Interest"** mean situations that are likely to develop into Perceived or Actual Conflicts of Interest if the behaviour or situation is not stopped or addressed.

"Corporate Office" means Mullen Group Ltd., the public company that is located in Okotoks, Alberta.

"Entertainment" or "Hospitality" includes meals, receptions and tickets to, or participation in, leisure, social, or sporting events where the person who sponsored the outing is in attendance. These activities are given or received with the intent of initiating, developing or retaining a business relationship. **When the giver of the Entertainment or Hospitality does not attend, the event is defined as a Gift.**

"Executives" refers to Mullen Group's Chair, Senior Executive Officer, President, Senior Financial Officer, Senior Corporate Officer and Senior Operating Officer.

"Family/Relatives" means any member of a Person's close family (i.e. spouse, parents, siblings or children, including step parents, siblings or children); their partner (i.e. boyfriend/girlfriend/romantic partner); personal friends; and any other person with whom a Person has a relationship which is likely to appear, to a reasonable person, to influence the Person's objectivity.

"Gifts" are given in friendship or appreciation and may include goods, services or honoraria. Gifts refer to any items with some element of value or the participation in leisure, social or sporting events where the person who sponsored the outing does not attend. Gifts should be given without expectation, advantage or the presumption/obligation that the Gift will be reciprocated.

"Good Faith" means the practice of acting honestly and sincerely without any intention to deceive or take advantage of others.

"Harassment" means any behaviour that demeans, humiliates, or embarrasses a person and that a reasonable person should have known would be unwelcome. It includes actions, comments or displays. It may be a single incident or continue over time.

"Insider Trading" refers to when an individual buys or sells shares of a corporation or any of its affiliates and, in connection with that sale or purchase, uses any specific Confidential Information – or **"inside knowledge"** – for the individual's own benefit that, if generally known, might reasonably be expected to materially affect the value of the security. **In other words, insider trading involves buying or selling shares on the basis of information that is not available to the general public.**

"Intellectual Property" refers to computer programs, inventions, technical processes, reports or articles developed for Mullen Group's use during employment with Mullen Group.

"Significant Financial Interest" means any interest substantial enough that decisions of Mullen Group could result in gain for the Person. Practical and good judgement should be used in applying this principle. **For example, a substantial interest in a small supplier would constitute a Significant Financial Interest, while owning shares in a large widely held corporation would not.**

OUR CONDUCT

Compliance with Law - Mullen Group's Expectations

Since the Behaviour Guide can only be as effective as those who follow it, it is important that all Personnel understand how the Behaviour Guide applies to their job. There is no excuse for acting illegally or unethically – it does not matter if "everyone else is doing it" or "the competition does it" or "no one will ever know" – improper acts are simply unacceptable.



Mullen Group expects that all Personnel will comply with all applicable laws and regulations and will avoid any situation that could be seen by others as improper or indicating a casual attitude towards compliance. A Person **shall not** commit or overlook an unethical or illegal act; or instruct or request any Personnel, customer, supplier or any other party to commit or overlook such an act. Any such action will reflect poorly on the individual Person and could affect the reputation of Mullen Group. While some situations are clear cut, others are less obvious -- so good judgement is essential. When in doubt about the right choice, ask yourself:

- Is it legal?
- Is it consistent with our values and our policies?
- Am I willing to be held accountable for my actions?
- Would I be embarrassed if the situation, or my involvement in the situation, was publicly disclosed?

<u>DO</u>	<u>DON'T</u>
• Take personal responsibility for performing tasks in accordance with Mullen Group's practices, policies and all applicable laws and regulations. • Know the rules or seek guidance from your Team Leader when in doubt. • Ask your Team Leader if you have any doubts about whether an action is illegal or violates Mullen Group's policies.	• Assume it is acceptable to follow instructions that violate the law or Mullen Group's policies. • Assume someone else will correct a problem. • Assume a questionable practice is okay just because it has been done by someone else.

Additional Expectations of Management

Throughout this Guide we will refer to our Team Leaders, Supervisors, Branch Managers, and Managers simply as **"Team Leaders"**. Our Team Leaders have added responsibility underlying the Behaviour Guide as we expect them to uphold those quality objectives upon which Mullen Group operates. Primary principles underlying these objectives are the responsibility to ***take the initiative to make things better*** and to ***lead by example***. In particular, Mullen Group relies on its Team Leaders to lead by example in:

- promoting an open door policy;
- training Personnel on the principles of the Behaviour Guide;
- responding to concerns/issues;
- remaining vigilant in identifying violations of the Behaviour Guide; and
- having the good judgement to bring issues to the attention of an [Executives](#) when necessary.

Conflicts of Interest

All Personnel will perform their duties conscientiously and in a manner that will not put their personal interests in conflict with the best interests of Mullen Group. In general, [Conflicts of Interest](#) exist when Personnel use their position in Mullen Group for personal gain or benefit to themselves, friends or family whether directly or through a relative or an associate.

All Personnel must avoid situations in which there is or may appear to be [Potential](#) Conflicts of Interest, which could interfere, or appear to interfere, with the Person's judgement in making decisions in line with the best interests of Mullen Group. This means avoiding practices that put the interests of Mullen Group and the Person in conflict. There are several situations that could give rise to a [Conflicts of Interest](#). The most common are:

- Accepting Entertainment/Hospitality, Gifts, favours or kickbacks from suppliers that go beyond common courtesies associated with accepted business practices (refer to [Entertainment/Hospitality and Gifts](#) on page [6](#));



- ownership of a significant part of another corporation or business (refer to [Financial and Outside Business Interests](#) on page 6);
- receiving loans or credit from outside suppliers on non-market terms (refer to [Financial and Outside Business Interests](#) on page 6);
- close or familial relationships with outside suppliers (refer to [Relationships with Suppliers and Business Associates](#) on page 10);
- passing Confidential Information to competitors (refer to [Confidential Information](#) on page 8); and
- investing in securities while using Confidential Information (refer to [Investment Activity](#) on page 8).

Some conflicts are clear cut; others are less obvious. Mullen Group recognizes that all Personnel have perfectly legitimate outside interests; however, there may also be situations that could be seen as a [Conflict of Interest](#) no matter how innocent the intentions of the Person. These are known as [Perceived](#) Conflicts of Interest and should be avoided by all Personnel.

Mullen Group requires full disclosure of all circumstances that could conceivably be construed as a [Conflict of Interest](#). Further, Personnel that are directors or officers of Mullen Group are required by law to disclose where they are a director, officer or have Significant Financial Interest in any entity that is or could be a party to a material contract or material transaction with Mullen Group.

Full disclosure enables Personnel to resolve unclear situations and gives an opportunity to take appropriate action before any difficulty can arise; in other words, before a Potential Conflict of Interest becomes a Perceived or [Actual](#) Conflict of Interest. Always use business judgement and common sense in assessing situations and when in doubt seek advice from your Team Leader or Human Resources Department.

Financial and Outside Business Interests

No Person should hold a [Significant Financial Interest](#) either directly or through [Family/Relatives](#) or associates, or hold or accept a position as an officer or director, in a business that conducts business with Mullen Group where, by virtue of the Person's employment at or contractual relationship with Mullen Group, the Person could benefit the other business by influencing the purchasing, selling or other decisions of Mullen Group, unless that interest has been fully disclosed in writing to your Team Leader (or in the case of a Business Unit Leader, Mullen Group's President) and any purchasing, selling or other decisions of Mullen Group are pursuant to normal commercial terms. Such disclosure must occur prior to starting any discussions with that other business in relation to a proposed transaction.

Entertainment/Hospitality and Gifts

Entertainment/Hospitality and Gifts are often used to build corporate goodwill. In most circumstances, these exchanges are acceptable and are part of the normal course of business practices. However, issues may arise if these exchanges evolve to the point where favourable treatment was sought out, received or given to individuals or companies seeking to do business with Mullen Group.

To ensure efficient business practices, it is important that all those who do business with Mullen Group have access on equal terms, whether as suppliers, contractors, Personnel or customers. In other words, our customers recognize us for the quality of services we provide and we, in turn, recognize our contractors and suppliers for the quality of services they provide. **We do not work with customers, contractors or suppliers based on their ability to provide Entertainment/Hospitality, Gifts or other enticements. Mullen Group endorses a disciplined approach to profit expectation, competing aggressively and fairly and we expect our suppliers to do the same.**

Personnel and their immediate family must not accept Entertainment/Hospitality, Gifts or favours in exchange for a favoured position for those doing business with Mullen Group. Similarly, no Person may offer Entertainment/Hospitality, Gifts or favours in exchange for preferential treatment for Mullen Group.



Personnel may accept modest discounts on a personal purchase of a supplier's or customer's products only if such discounts do not affect Mullen Group's purchase or selling price and are generally offered to all Mullen Group Personnel or to others having a similar business relationship with the supplier or customer.

From time to time Mullen Group negotiates discounts with suppliers for special pricing on products that are available to every Person of Mullen Group. Personnel should be aware that this Guide does not prohibit participation in those programs.

Under no circumstances may a Person offer or receive cash, preferred loans, securities, secret commissions or any other benefit in exchange for preferential treatment. In Mullen Group's view, such exchanges constitute bribery and will not be tolerated. A Person experiencing or witnessing such an action must immediately report the incident to either an [Executive](#) or anonymously through Mullen Group's Whistleblower Hotline. If such incident involves an [Executive](#) of Mullen Group, you must immediately report the incident to the Human Resources Department and the CNG Committee Chair.

Gifts and Entertainment/Hospitality may only be accepted or offered by a Person in normal exchanges common to business relationships. The following criteria will help guide your judgement:

- The benefit is of limited value (actual or perceived). Mullen Group generally considers a definition of value to be more than \$500.
- The exchange is in good taste.
- You could easily reciprocate.
- The exchange creates no actual or perceived obligation.
- The exchange occurs infrequently – repetitive Gifts, no matter how small, are often perceived as creating an obligation between the recipient and the giver.
- There is a genuine business purpose associated with the exchange.
- Public disclosure of the exchange would not embarrass Mullen Group.
- The item/event complies with all other Mullen Group policies.

ENTERTAINMENT, HOSPITALITY AND GIFTS EXAMPLES

- exchange of logo items such as pens, calendars, caps, shirts and mugs;
- invitations to business-related meetings, conferences, conventions or product training seminars where the associated value is not excessive and there is a benefit to Mullen Group attending; and
- invitations to social, cultural, sporting events or similar if the value is not excessive and if attendance serves a standard business purpose such as networking or business development.

Entertainment/Hospitality, such as business lunches, should be reasonable and never lead to a sense of obligation. As a rough guide, Personnel should not accept any Entertainment/Hospitality that could not be justified on a Mullen Group expense statement, were they offering it rather than receiving it.

All Personnel should always use good judgement when accepting or giving Gifts or Entertainment/Hospitality. Any Person that makes full and immediate Good Faith disclosure to Mullen Group of borderline cases will always be taken as acting in honest compliance with the Behaviour Guide. This means disclosing [Potential](#) Conflicts of Interest before they become [Perceived](#) or [Actual](#) Conflicts of Interest.

Use of Mullen Group Property

[We invest in our Personnel](#) – Mullen Group has worked hard to acquire facilities, equipment, vehicles, information technology resources and customer goodwill. Personnel have an obligation to safeguard these assets from theft, damage, loss and misuse. In most instances Mullen Group assets should only be used for company business and must not be misappropriated for personal use. Of course, there are situations where infrequent and limited personal use is permissible – talk with your Team Leader if you are not sure if the use is appropriate. For example, copying Mullen Group supplied software for personal use would be an example of misappropriating Mullen Group assets



for personal use, while borrowing a truck dolly to complete your personal move may not be considered inappropriate if proper approval was obtained.

Mullen Group credit cards must not be used for personal or other non-business related expenditures. Be aware that every purchase is noted on either an account statement or an expense report and the submission of a false expense report would also be considered a misappropriation of Mullen Group assets.

Intellectual Property

Mullen Group property extends to the [Intellectual Property](#) developed in the course of a Person's employment with Mullen Group. This includes resources such as trademarks, internal communications and proprietary software. Business equipment such as the internet, email, telephones, cell phones, etc. is important to our ongoing operations. Using this equipment with good judgement demonstrates that we use company assets responsibly. A Person must protect Intellectual Property and shall not disclose to any third party any [Confidential Information](#), such as electronic files or standard operating procedures, which may give that third party an unfair advantage or otherwise be perceived as a [Conflict of Interest](#). **For more information on the proper use of information technology resources refer to the Mullen Group's IT Shared Services and Non-Shared Services Standards and Policy Guides, as applicable, copies of which can be obtained from Mullen Group's IT Department, or your Human Resources Department.**

Confidential Information

All Personnel must use common sense when dealing with [Confidential Information](#). Efforts will be made to label Confidential Information properly and to limit access to Confidential Information to only those who need to know the information in order to do their jobs.

Any Person entrusted with Confidential Information must respect the restrictions placed on that information. This means that Personnel may not disclose Confidential Information to any outside person unless it is necessary to conduct business and the Person has been authorized by their Team Leader to release the information. Personnel should be aware of their surroundings and ensure they do not discuss Confidential Information in public places.

Personnel may not use Confidential Information gained through their association with Mullen Group for their personal gain, or to benefit [Family/Relatives](#).

Mullen Group may provide further guidelines with respect to what is considered Confidential Information based on a Person's level of authority, specific job functions or such other criteria as may be decided upon from time to time.

Investment Activity

While working at Mullen Group you may become aware of material undisclosed information about Mullen Group or a company with which Mullen Group is doing business. Material undisclosed information is information that is not available to the general public that, if known, might influence an individual's decision to buy or sell shares of that company. This type of information is referred to as ["inside knowledge"](#).

Personnel may not buy or sell any shares or other securities of Mullen Group, or a company doing business with Mullen Group by virtue of a specific transaction, while that Person is in possession of material undisclosed information. For certainty, any share purchase or sale based on inside knowledge is considered [Insider Trading](#) – whether the trading was in shares of Mullen Group or another corporation. Each province has its own legislation on Insider Trading and penalties are severe for violations.

INSIDER TRADING SITUATION EXAMPLE

A Person overhears a conversation in the hallway at the Corporate Office discussing the upcoming closing of a major acquisition. The Person thinks Mullen Group's share price will increase after the acquisition and buys stock in Mullen Group prior to the acquisition becoming public knowledge. By purchasing shares with information that is not available to everyone (in other words the "general public"), that Person has just engaged in Insider Trading and is subject to prosecution under applicable Securities Laws.



For clarification, participation in Mullen Group's Employee Share Purchase Plan is **not** typically affected by Insider Trading since that plan operates by way of automated, regular purchases of securities made by an independent third party on behalf of Mullen Group Personnel. However, a Person who is in possession of inside knowledge should not make changes to their contributions under such plan, or sell securities acquired through the Employee Share Purchase Plan during the time that such inside knowledge remains confidential.

Mullen Group may provide further guidelines with respect to Insider Trading based on a Person's level of authority, specific job functions or such other criteria as may be decided upon from time to time.

External Communications – Speaking with Parties Outside of Mullen Group

Mullen Group has established processes by which it releases information to the public (*i.e.* via news release and/or regulatory filings made through SEDAR). Certain Executives within Mullen Group have been designated as the spokespersons (a "**Spokesperson**") who hold authority for communication with the media, investment community and securities regulators. A Spokesperson may, from time to time, designate others within Mullen Group with authority to speak on behalf of Mullen Group as back-ups or to respond to specific inquiries.

The rule here is simple – Personnel who are not authorized Spokespersons **must not** respond under any circumstances to a request for information from the media, investment community or any other person, unless specifically asked to do so by an authorized Spokesperson. All such requests are to be referred to Mullen Group's Chair, Senior Executive Officer, President or Senior Financial Officer.

Mullen Group may provide further guidelines with respect to restrictions on external communications based on a Person's level of authority, specific job functions or such other criteria as may be decided upon from time to time.

Social Media

Social media encompasses many different networks and platforms. Most often, it is characterized by "micro-blogging" in which online communication is typified by short posts (of text, video, sounds or images) and the formation of communities of "followers." This type of activity can be seen on sites such as Facebook, X (formerly Twitter), LinkedIn, Snapchat, Instagram and YouTube. While these examples represent a significant amount of online interaction, the number and variety of social media platforms is constantly changing. As such, this section is based on a broad definition of social media and does not refer to the use of any single site.

As a general rule, Mullen Group does not support the use of social media for business purposes unless such use is by a designated Spokesperson in accordance with the External Communications and Disclosure Policy. Mullen Group also recognizes the right of Personnel to engage in personal online communications on their own time. However, such online engagement, whether conducted in or outside of the workplace, cannot negatively affect job performance, Mullen Group's business interests or its reputation. All Personnel should be aware of the risks and legal responsibilities associated with the use of social media.

All Personnel should approach social networking with caution. In general, online posts tend to be more public than users believe them to be. As posts are often very difficult to delete, rescind or correct, Personnel should be aware of the terms of use, privacy settings and the implications of content posted while using the social media sites. **Be aware that every individual is legally responsible for their posts and that content on personal social media sites can be used in legal proceedings even if your personal privacy settings are marked as "private".**

As a rule, Mullen Group does not review, censor or endorse Personnel postings. However, each Person is responsible for exercising good judgement in their online activities. Interacting online blurs the boundaries between one's public and private life. This means that Personnel may be seen as being a representative of Mullen Group whenever the nature of their employment is known. Mullen Group trusts its Personnel to reflect upon what they publish/post to ensure that it reflects positively upon both themselves and Mullen Group. This includes demonstrating respect for customers, partners, suppliers and coworkers. Be aware that malicious or misleading statements could be taken out of context and seemingly innocent status updates could inadvertently reveal [Confidential Information](#).

The principles applying to the treatment of material non-public information, [Insider Trading](#), and to maintaining confidentiality, also apply to the information disclosed in the course of social computing. Mullen Group has established processes by which it will release information to the public. In accordance with this Guide, all Personnel



(including designated Spokespersons) are prohibited from participating in internet chat rooms or newsgroup discussions pertaining to Mullen Group's activities in its securities. If a Person encounters suspect information relating to Mullen Group in the course of their online interactions, they should provide that information to an [Executive](#) of Mullen Group. If a Person believes that a member of the press is contacting them, they should refer that individual to one of Mullen Group's designated [Spokespersons](#).

Legal Responsibilities

Whether Personnel are using social media networks while on the job or privately outside of work hours, they are bound by certain laws and responsibilities. Obligations to Mullen Group, such as confidentiality agreements and non-disclosure of material information, do not end when the Person leaves work.

The same principles and policies that apply to public interactions generally also apply to blogging and interacting online. Be advised that statutes governing human rights, intellectual property rights, financial disclosure obligations, securities, defamation and privacy rights are applicable to the content of online posts. All Personnel should be aware that any Mullen Group policy that governs workplace behaviour applies equally to online conduct, including the enforcement provisions of any such policy.

If any Personnel have any questions or concerns regarding whether any conduct or proposed conduct in the performance of their workplace responsibilities will or could violate any laws or regulations or create an increased risk with respect to such laws or regulations, Personnel shall promptly bring such questions or concerns to the attention of the Corporate Secretary.

Related Party Transactions

As a Person of Mullen Group, YOU are a related party. No Person, either directly or through [Family/Relatives](#) or an associate, will conduct business with Mullen Group or enter into a contract or agreement with us without full disclosure in writing to, and permission in writing from, your Team Leader (or in the case of a Business Unit Leader, Mullen Group's President) as to the nature of the business, contract or agreement being contemplated.

If your Team Leader is uncertain as to whether the potential related party transaction is acceptable, that Team Leader should consult with the President of Mullen Group prior to approving the proposed business, contract or agreement.

Relationships with Suppliers and Business Associates

Mullen Group will deal fairly and openly with all its suppliers, contractors and business associates and will facilitate access to its business by all companies, provided that conditions of quality, reliability and competitiveness are met.

Business relations should be established solely for the best interests of Mullen Group. Personnel may not, directly or indirectly, benefit from their position as a Person or from any sale, purchase or other activity of Mullen Group. ***We endorse a disciplined approach to profit expectation and long term success can only be achieved if the company is financially sound.***

Examples of objective criteria upon which suppliers, in particular, could be evaluated include: competitive bidding processes, quality verification from others in the industry, credit checks, and assurance that no Person who is actively involved in the selection process would have a personal [Conflict of Interest](#) were we to work with the supplier.

All Personnel having a Significant Financial Interest in a supplier shall disclose that interest to Mullen Group and refrain from making or influencing business decisions involving that supplier. Disclosure of Significant Financial Interests should be made to your Team Leader (or in the case of a Business Unit Leader, Mullen Group's President).

Mullen Group will endeavour to be sensitive to the Gifts and Entertainment/Hospitality guidelines of customers and suppliers, and will not offer or accept Entertainment/Hospitality or Gifts that are inconsistent with how they (or we) do business.



Personal Involvement with Non-Profit Groups and Professional Associations

Mullen Group encourages its Personnel to become engaged in their local communities and with charitable and non-profit associations.

From time to time, a Person may reach positions of leadership in non-profit associations where they may be viewed as spokespersons for those groups. In such situations, the Person should ensure they are seen as speaking for their organizations or on a personal level, and not as a [Spokesperson](#) of Mullen Group.

Working Safely

Mullen Group *endorses a disciplined approach to safety performance*. There is no single identifiable aspect of our daily activity that has more of an impact on the success or failure of our business than safety. Providing all Personnel with a safe and quality work environment is a core value of Mullen Group. Safety is a culture that consists of shared beliefs, practices and attitudes.

Excellence is our goal. Mullen Group strives for excellence in safety by hiring Personnel who are committed to these same objectives. We achieve excellence by, among other things, establishing orientation, training and certification standards, undertaking extensive safety inspections and hazard assessments, adhering to stringent guidelines with respect to compliance and regulations, and conducting rigorous self-evaluations.

Mullen Group will continue to promote the requirement of a safe work environment and general highway safety as an integral part of its corporate strategy. Our commitment to safety is embedded in our On the Road to Quality Program and is one of our guiding principles to customer satisfaction, and is an essential component of how we create long-term value. **Specific information on Mullen Group's approach to health, safety and environment related matters can be found in Mullen Group's "Corporate Guidelines: Health, Safety and Environment", a copy of which can be obtained from Mullen Group's Director of Safety & Loss Prevention, or your Safety Department.**

Respecting Each Other in the Workplace

Mullen Group is committed to providing a positive working environment in which all individuals are treated with respect and dignity. Everyone has the right to work in a professional and safe atmosphere that promotes equal opportunities and prohibits discriminatory practices.

Establishing this Guide that aims to create such an atmosphere enables us to meet certain shared principles identified in our On the Road to Quality Program, namely to *maintain the self-confidence and self-esteem of others*, and to *maintain constructive relationships with Personnel, peers and leaders*. By following the principles outlined in this section of the Behaviour Guide, Personnel can enable effective problem solving by preventing the use of personally demeaning attacks or actions and instead promote another corporate principle, that of *focusing on the situation, issue or behaviour* as opposed to the individual.

Under human rights legislation, discrimination on the basis of race, colour, ancestry, place of origin, religious beliefs, gender, age, physical disability, mental disability, marital status, family status, source of income, gender identity, gender expression and sexual orientation are all prohibited by law. As referenced by the Corporate Office's Policies, Practices & Standards – The Employee Guide, which is reviewed and updated from time to time, we are committed to maintaining a workplace where the conditions of employment are equitable and non-discriminatory with employment decisions being made on the basis of merit.

Respecting one another also means ensuring that Personnel work in an environment that is free from [Harassment](#). Workplace harassment is offensive, degrading and threatening: it is against the law and will not be tolerated. All Personnel are encouraged to report incidents of harassment regardless of whom the offender may be. All such reported incidents will be investigated and the offending person disciplined appropriately.

NON-PROFIT ASSOCIATION SITUATION EXAMPLE

Jon is employed as an owner-operator at a business unit. He has recently been named President of the local constituency association for one of Alberta's major political parties. This involves regular speaking engagements in his community. If Jon's employment around town is well-known, he may be seen as speaking to the political views of his employer. Jon should make it clear that he is not speaking on behalf of Mullen Group prior to accepting speaking engagements. Failure to do so could affect our relations with government authorities, customers, stakeholders and the general public.



Discrimination and Harassment can be,

- verbal, such as: unwelcome remarks, slurs, jokes, taunts, or suggestions about a person's body, clothing, race, national or ethnic origin, colour, religion, age, sex, marital status, physical or mental disability, sexual orientation, pardoned conviction, political beliefs or other personal characteristics; unwelcome sexual remarks, invitations or requests; verbal abuse or threats; patronizing or condescending behaviour; and/or humiliating a Person.
- visual, such as: displays of sexually explicit, sexist, racist, or other offensive or derogatory material, written abuse or threats; leering (suggestive staring) or other offensive gestures; and/or
- physical, such as: unwelcome physical conduct such as patting, touching, pushing, kissing, pinching or hitting; vandalism of personal property; abuse of authority that undermines someone's performance or threatens their career; or physical or sexual assault.

Harassment can take place between co-workers, between a Team Leader and a Person, between people of the opposite sex or of the same sex, between a Person and a client or between a Person and a job applicant.

All Mullen Group Personnel have a responsibility to prevent and address instances of discrimination and Harassment.

Personnel Responsibilities: All Personnel have the responsibility to treat each other with respect and to speak up if they or someone else is experiencing discrimination or harassment; report instances of discrimination and/or harassment to a Team Leader that they feel comfortable speaking to; and respect the confidentiality of anyone involved in a discrimination or harassment complaint.

Team Leader Responsibilities: Each Team Leader is responsible for fostering a safe working environment that is free of discrimination and harassment; setting an example for appropriate workplace behaviour; and dealing with situations of discrimination and harassment immediately on becoming aware of them, whether or not there has been a complaint.

Mullen Group: As an employer, Mullen Group is responsible for being aware of what is happening in the workplace – we treat all incidents of discrimination and harassment seriously and we will promptly investigate every complaint and impose disciplinary measures when discrimination and/or harassment has occurred.

What to Do If You Experience or Witness Discrimination or Harassment

Following the processes established under the Corporate Office's Policies, Practices & Standards – The Employee Guide, Personnel are encouraged to:

- **Speak Up** – if a Person experiences or witnesses discrimination or harassment speak up right away. If possible, tell the offending person that you're uncomfortable with their behaviour or tell someone you trust about what is going on.
- **Keep Notes** – record all unwelcome, discriminatory or harassing behaviour. Write down what has happened, when, where, how often, who else was present. Write down every instance of discrimination and harassment.
- **Report It** – if you are unable to deal directly with the person harassing or discriminating against you, or you attempted and did not receive satisfactory results, seek the advice of an advisor in the Human Resources Department. If you want to go ahead with a formal written complaint, report such to a Team Leader and it will be thoroughly investigated by Mullen Group. Remember that Personnel will never experience retaliation for making a report in [Good Faith](#).



REPORTING QUESTIONABLE BEHAVIOUR

Responsibility to Report

Corporate Responsibility: Mullen Group is determined to behave, and be perceived, as an ethical corporation. This means that the Board of Directors is responsible for monitoring compliance with the Behaviour Guide and that we collectively commit to following the principles and procedures established by this Guide. Mullen Group encourages all Personnel to *take the initiative to make things better*. This means reporting behaviour that you believe is in violation of this Guide.

Team Leader Responsibility: Team Leaders or others in positions of authority have heightened responsibility in supervising Personnel and being aware of any situations, relationships or events that constitute [Potential](#), [Perceived](#) or [Actual Conflicts of Interest](#), discrimination or [Harassment](#) and violations of privacy, securities or other laws. Where necessary they must also have the judgement to bring matters to the attention of an [Executive](#).

Personnel Responsibility: Each of us must follow the standards described in this Guide, and the standards set out in other applicable policies, guidelines or legislation. A Person who knows or suspects the existence of a Conflict of Interest, a fraud or theft from Mullen Group, or has witnessed situations that may constitute other violations of the Behaviour Guide has a responsibility to report the suspected violation.

Failure to report a violation, including a Person's own violation, of the Behaviour Guide could have severe consequences. It could damage fellow Personnel, and customer and supplier relationships, as well as violate laws.

Reporting Procedures

All Personnel should feel comfortable in making a Good Faith report. For the most part, Good Faith reports should be directed to your Team Leader or your Human Resources Department, or anyone else you feel comfortable speaking to **who is in a position to take appropriate further steps**. If you are uncomfortable in making a Good Faith report to your Team Leader, you may submit a confidential Good Faith report directly to an [Executive](#) by completing the [Behaviour Guide Disclosure Form](#) attached to this Guide.

If a reported matter is related to a suspected fraud, securities law violation (for example, [Insider Trading](#)), accounting, internal controls or auditing concern, the situation may be reported anonymously through Mullen Group's Whistleblower Hotline. All Personnel should refer to the Whistleblower Hotline posters posted at your business unit for the steps to report an issue or refer to the Whistleblower Policy, a copy of which is available from Mullen Group's Senior Corporate Officer or your Human Resources Department.

Responsibility to Investigate

The President of Mullen Group or such other individual as may be appointed by the President shall address all reported concerns or complaints that are submitted by way of the Behaviour Guide Disclosure Form. Mullen Group will promptly investigate and take appropriate corrective action if warranted by the investigation. Where necessary, a matter may be brought to the attention of the Chair of the Compensation, Nomination and Governance Committee (the "**CNG Committee**"). The President and/or the CNG Committee Chair may recommend any actions needed to rectify the matter. For clarity, parties involved in the review process could include Mullen Group's Board of Directors, CNG Committee, Audit Committee, Corporate Office personnel and/or legal counsel.



OUR COMMITMENT TO YOU

Confidentiality

Mullen Group is committed to maintaining the anonymity of Personnel who report suspected violations of this Guide. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible. Information will only be shared to the extent necessary to completely and fairly investigate and resolve a concern.

No Retaliation

A Person will never be retaliated against for making a Good Faith report under the Behaviour Guide. Any Personnel who, in Good Faith, reports a violation of this Guide shall not suffer harassment, retaliation or adverse employment consequences. A Person who retaliates against someone who has reported a violation in Good Faith is subject to disciplinary action up to and including termination of employment, without notice for cause. This Guide is intended to encourage and enable Personnel to raise serious concerns with Mullen Group rather than seek resolution outside Mullen Group. As such, we take the principles of maintaining confidentiality and non-retaliation seriously. If you feel you are being retaliated against for making a report in Good Faith, contact the Human Resources Department immediately.

If through the investigation of a Good Faith report, it becomes clear that the Person whom submitted the report is culpable in part for the violation or suspected violation being reported, the information provided by that Person can be used and actioned upon by the [Executive](#) of Mullen Group or their authorized appointee, including with respect to an investigation into that Person, and this does not constitute "harassment, retaliation or adverse employment consequence" as the Person has, themselves, violated this Guide.

Where to Seek Clarification

If you have questions in relation to the Behaviour Guide please consult with the President and/or Senior Corporate Officer who will provide guidance on any item in this Guide. You may then be directed to other sources of information, including relevant corporate policies (for example, Mullen Group "IT Shared Services and Non-Shared Services Standards and Policy Guides").

If the issue is one that involves a Board of Directors member or an [Executive](#) of Mullen Group, you should forward your concerns, in writing and marked Confidential, to Mullen Group's Senior Corporate Officer who will forward it to Mullen Group's CNG Committee Chair. The CNG Committee Chair is an independent director who serves as the Board of Directors' Lead Director and is mandated to review [Conflicts of Interest](#) issues in relation to members of the Executive and the Board of Directors.

Mullen Group keeps all reports of concerns under this Guide strictly confidential. Information will only be shared to the extent necessary to completely and fairly investigate and resolve a concern. Parties involved in the review process could include Mullen Group's Board of Directors, Audit Committee, external auditors and/or legal counsel.

IN SUMMARY

Integrity, honesty, and trust are essential elements of our success. Obviously, this Guide cannot identify every situation or business practice that may present an ethical problem. However, Mullen Group trusts its Personnel to use common sense in conjunction with the Behaviour Guide, as well as our core values and principles, in making ethical business decisions.

"It takes months to find a new customer, but only seconds to lose one."

To demonstrate our determination and commitment to acting honestly and with integrity, Mullen Group requires that each Person **annually** review the Behaviour Guide and if desired, take the opportunity to discuss with the President or other member of the Executive any circumstances that may have arisen that constitute a potential, perceived or actual violation of these ethical standards of conduct.



Behaviour Guide Disclosure Form

Introduction

This form is meant to provide all directors, officers, employees, owner-operators and dedicated subcontractors (collectively, "**Personnel**", "**Person**" and/or "**you**") with a convenient and simple way in which to report violations under the Mullen Group Ltd. ("**Mullen Group**") "How We Conduct Our Business – A Behaviour Guide" (the "**Behaviour Guide**"). Personnel should provide as much detail as possible in relation to the alleged violation so that it can be fully investigated. While Personnel are allowed to submit this form anonymously, you are encouraged to disclose your identity so that further investigation can take place in a timely manner. Remember that there will **never** be retaliation against you for making a report in Good Faith.

If the violation is related to a suspected fraud, securities law violation, accounting, internal controls or auditing matter, further detail on reporting procedures can be found in the Mullen Group Whistleblower Policy. If the reported issue is related to harassment, discrimination, a non-financial Conflict of Interest, disclosure of Confidential Information or other non-financial Behaviour Guide violations, please provide this form to your Team Leader or supervisor, or refer the matter to the Senior Corporate Officer of Mullen Group by using the **confidential email of hr@mullen-group.com**. Severe situations may be referred to the Chair of the Compensation, Nomination and Governance Committee who would then recommend further action.

Reporting Person's Name: _____

Business Unit: _____

Contact Information for Follow Up: Phone number _____ E-mail _____

Party or Person suspected of violating the Behaviour Guide: _____

Briefly describe the nature of the violation with specific reference to the Guide. (i.e. disclosure of Confidential Information; workplace harassment; inappropriate use of Mullen Group resources, etc.)

How long has or had the behaviour or action been taking place?

How frequently does or did the behaviour or action take place?

Is anyone else aware of the unethical behaviour? If yes, please advise who.

To your knowledge, is your Team Leader aware of the situation?

If yes, has your Team Leader taken steps to address the behaviour?

How widespread is the unethical behaviour at your business unit or at Corporate Office? (i.e. one person, a group of co-workers, or across the whole business unit organization)

Thank you for submitting your report. Please allow adequate time for the matter to be fully investigated. Mullen Group treats all reports of unethical and/or illegal behaviour seriously and confidentially. This information will only be shared to the extent necessary to completely and fairly investigate and resolve the suspected violation. Parties involved in the review process could include the Executives, Board of Directors, Audit Committee, CNG Committee, external auditors and/or legal counsel.



APPENDIX A - DOCUMENT HISTORY

Date of Origin	December 2004
Updated	November 2005
	August 2009
	March 2013
	October 22, 2014
	October 21, 2015
	October 20, 2016
	October 25, 2017
	October 24, 2018
	October 23, 2019
	October 21, 2020
	October 27, 2021
	October 19, 2022
	October 18, 2023
	October 23, 2024
	October 21, 2025



MULLEN GROUP LTD.

Policy / Guide:	How We Conduct Our Business – A Behaviour Guide
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Approved by:	Board of Directors



121A - 31 Southridge Drive
Okotoks, Alberta T1S 2N3
www.mullen-group.com