

At Unique Fabricating, we value integrity. Integrity is one of our core values along with accountability, commitment, pride, ambition, and innovative curiosity. As employees, directors, contractors, agents and representatives, each of us has the responsibility to demonstrate integrity in all we do. Unique Fabricating's Code of Ethics explains our legal and ethical expectations. The Code sets basic principles and guidelines for appropriate business conduct. All employees should read the Code of Ethics and be familiar with it. I urge you to carefully consider your actions and conduct yourself in a manner that continues to align with our core values. If you should witness unethical business practices within the company, please understand that you have the responsibility to report that violation. You can raise any questions or concerns through your manager, Human Resources or through our Ethics Compliance line.

Thank you for doing your part every day by acting with integrity and by speaking up. Your commitment drives our ongoing success.

A handwritten signature in blue ink that reads "Doug Cain, CEO".

Doug Cain  
President & Chief Executive Officer





# **CODE OF BUSINESS CONDUCT, ETHICS, AND ANTI-BRIBERY POLICY**

Policy Number: HR-003  
Issue Date: 10/11/21  
Revision Date:

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## **1. Basics Regarding the Business Code of Conduct, Ethics and Anti-Bribery Policy**

The Code of Business Conduct, Ethics and Anti-Bribery Policy of Unique Fabricating Inc., including all its subsidiaries, is to commit the Corporation, its Boards of Directors, and all employees to the highest standards of business and ethical conduct. All employees and directors must follow and abide by this code.

These fundamentals represent the basic beliefs that the Corporation aspires to, and they should always be reflected in the actions of all employees.

## **2. Complying with Laws**

All employees should respect and comply with all the laws, rules and regulations of the countries and jurisdictions in which the Corporation conducts its business. Such legal compliance should include, without limitation, compliance with the "insider trading" prohibitions applicable to the Corporation and its employees. Generally, employees who have access to or knowledge of confidential or non-public information from or about the Corporation are not permitted to buy, sell, or otherwise trade in the Corporation's securities, whether or not they are using or relying upon that information. This restriction extends to sharing or tipping others about such information, especially since the individuals receiving such information might utilize such information to trade in the Corporation's securities. This policy does not summarize all laws, rules, and regulations applicable to the Corporation and its employees.

## **3. Conflicts of Interest**

All employees should be scrupulous in avoiding a conflict of interest regarding the Corporation's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way, or even appear to interfere or conflict, with the interests of the Corporation. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, or members of his or her family, receives improper personal benefits because of his or her position in the Corporation, whether received from the Corporation or a third party. Loans to employees and their respective family members are prohibited. Conflicts of interest are prohibited as a matter of Corporation policy, except under guidelines that may be approved by the relevant Board or Committees of that Board. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate person or officer.

The following examples may be used to determine possible conflict in a particular situation:

- If a director is a representative of a shareholder who can control or significantly influence management or the Board.
- If an employee has a direct or indirect interest in the Corporation which exceeds 5% of total number of relevant shares in issue.
- If an employee has a direct or indirect interest in the Corporation which is less than 5% of the total number of shares in issue but is material to his/her personal wealth.

- If an employee is a member of a Board of Directors of a company in the same or a similar industry as the Corporation in any executive capacity or is (or was) appointed as the designated auditor or partner in the Corporation's external audit firm, or a senior legal advisor to the Corporation for the preceding 3 financial years.
- If a director is a member of the immediate family of an individual who is, or has during the preceding 3 financial years, been employed by the Corporation in an executive capacity.
- If a director is or was a professional advisor to the Corporation, other than as a director.
- If an employee is involved in any business or other relationship, contractual or statutory, which could be seen by an objective outsider to interfere materially with the individual's capacity to act in an independent manner, such as being a director or part of the management of a material customer or supplier to the Corporation; and
- If a director receives remuneration contingent upon the performance of the Corporation, except to the extent that the long-term incentive plan has been approved by a compensation committee of the relevant Board.

#### **4. Hospitality/Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or others. No gift or entertainment should be offered, given, provided, or accepted by any employee, family member of an employee or agent unless it:

- Is not a cash gift.
- Is consistent with customary business practices.
- Is not excessive in value.
- Cannot be construed as a bribe or payoff.
- Does not violate any laws or regulations.

Hospitality, also referred to as entertainment, covers but is not limited to invitations to lunch, dinner, sporting events, trips abroad, payment for hotel accommodation, flights, and similar activities.

A gift is something given for which no payment is made (e.g., tickets to a football game, food, a branded item, wine, plane tickets and similar).

The Corporation totally prohibits any hospitality given with the intention of improperly influencing a third party to give the Corporation business or to do the Corporation a favor. Likewise, hospitality given after the event as a reward for business or a favor is prohibited.

Giving or receiving gifts is discouraged by the Corporation. However, if you do receive or give a gift, the same rules apply as for hospitality. Employees should never offer hospitality to a public official or accept the same from a public official without prior authorization from the Anti-Bribery Officer.

Any hospitality or gifts given or received must be:

- Given to establish or improve good business relations, promote the Corporation's business or image, or for some other bona fide reason.
- Reasonable and proportionate in value to the status and seniority of both the persons giving and receiving them.
- Not to a public official, in which case the prior consent of the Anti-Bribery Officer is required; and within the financial limits set out below.
- In compliance with the local laws of the country in question.
- Not involving insalubrious premises or illegal substances or excessive consumption of alcohol.

Refer to the Corporate Hospitality and Gift Log in Reference A at the end of this policy. Employees should report by email all hospitality or gifts given or received to the Anti-Bribery officer (CFO) within 3 working days of giving or receiving them.

## **5. Anti-Bribery**

Bribery is a criminal offense. Never offer, give, request, or accept a bribe. Bribery includes giving anything, even of low value, to influence a third party to perform their job improperly or to influence their decision, or as a reward for doing any of the above. Never authorize nor allow any third party working with or for the Corporation, such as a contractor or joint venture partner, to pay bribes on the Corporation's behalf.

Never pay a "facilitation payment", usually a small payment of say \$50 or \$100, to a local government official to facilitate a routine action (e.g., speeding up unloading of goods, getting a visa, customs clearance). These are bribes if they are not official fees. The only exception is if you have a genuine and immediate concern for your own safety. Employees must report any facilitation payment that they are requested to make or that they have made to the Anti-Bribery Officer, currently the CFO of the Corporation, as soon as possible.

A bribe is where money or anything of value, even token value, is offered or given to influence the making of a decision by a third party/persuade them to perform their job improperly, or as a reward for having done so.

It is also bribery to receive or ask for a bribe, not just to offer or give one. It also includes offering bribes and asking for bribes, regardless of whether the bribe is actually paid and paying bribes via third parties.

In addition, doing any of the above so that the official uses his/her position to influence any acts or decisions of the government body they work for is a bribe.

It should be understood, the Corporation's anti-bribery policy is not just limited to bribes paid to government officials and includes bribes paid to or from any third parties, including employees of private companies.

"Facilitation payments" are non-official payments made to government officials anywhere in the world which the official may ask for to speed up/perform routine governmental action (e.g., processing visas, granting licenses, providing mail delivery, unloading cargo, providing police protection, provision of telephone services or utilities etc.). Typically, the amount requested is low (e.g., \$50, \$100, \$200). These are not official fees. They are fees the official is pocketing for himself.

If an employee is ever genuinely concerned for their immediate safety, they should make the payment and then immediately report it to the Anti-Bribery Officer giving details of the amount paid, where, to whom, and the reasons why they were concerned for their safety. There are no other circumstances in which facilitation payments should be made.

Employees should report any possible or actual breaches of this policy relating to bribery to the Anti-Bribery Officer.

Refer to Reference A listed below for examples and indicators of bribery.

## **6. Contracts**

Only persons at senior management level (CEO, CFO, COO, DOO) may enter contracts with third parties on behalf of the Corporation. Contracts should not be made verbally with a third party. All contracts must be reviewed and approved in advance by the Corporation's general counsel.

A third party is anyone working with or for the benefit of the Corporation who is not an employee. This includes but is not limited to:

- Consultants, agents and intermediaries (e.g., local in country agents retained to represent the Corporation or to fulfil certain tasks).
- Contractors (e.g., drilling contractors, logistics/transport companies, seismic contractors and all other types of contractors).
- Joint venture partners.
- Suppliers who provide services on behalf of the Corporation.

All contracts must be referred to the Anti-Bribery Officer (CFO) before signature for approval. Depending on the value of the contract, see threshold value below, the Anti-Bribery Officer may

decide to carry out due diligence on the counterparty and will ordinarily seek to ensure that anti-bribery provisions are contained in the contract with the counterparty, which may include an undertaking that such counterparty will comply with the Corporation's anti-bribery policy as contained in this policy.

Refer to Reference A below for the Due Diligence Checklist for Third Party Contracts that are above a threshold value of \$300,000.

## **7. Corporate Opportunity**

Employees are prohibited from engaging in the following:

- Taking for themselves personal opportunities that properly belong to the Corporation or are discovered using the Corporation's property, information, or position.
- Using the Corporation's property, information, or position for personal gain.
- Competing with the Corporation. Employees owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises in preference to their own personal interests.

## **8. Confidentiality**

Employees must maintain the confidentiality of confidential information entrusted to them by the Corporation, its supplier's, advisors, or customers, except when disclosure is authorized by or required by applicable laws, regulations or legal proceedings. Confidential information includes all non-public information that might be of use to competitors of the Corporation, or harmful to the Corporation or its customers if disclosed. The interests of the Corporation must not be advanced through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

## **9. Fair Dealing/Charitable Activities**

Each employee should endeavor to deal fairly with the Corporation's customers, suppliers, competitors, officers, and employees and with all various regulatory authorities with which the Corporation deals. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Furthermore, the Corporation prohibits all payments to political parties whether directly or indirectly unless the Board has given prior approval. This includes:

- Donations, loans, pledges (conditional or otherwise), gifts and subscriptions.
- Payment for dinners, conferences, purchase of publications and similar where a significant fundraising element for a political party is involved.



- Any payments to lobbying firms, other organizations or charities which are fronts for (or which channel funds to) political parties or individual politicians.

No charitable donations should be made on behalf of the Corporation without the prior approval of the Chief Executive Officer or Chief Financial Officer. No individual or firm shall be engaged to carry out lobbying activities on behalf of the Corporation without the prior approval of the relevant Board.

## **10. Protection and Proper Use of Corporation Assets**

All employees should protect the Corporation's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Corporation's profitability. All Corporation assets should be used only for legitimate business purposes.

## **11. Financial Reporting/ Records**

The Corporation's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Corporation. If any employee has concerns or complaints regarding questionable accounting or auditing matters of the Corporation, then he or she is encouraged to submit those concerns or complaints (anonymously, confidentially, or otherwise) to any member of the Audit Committee of the relevant Board which will, subject to its duties arising under applicable law, regulations, and legal proceedings, treat such submissions confidentially.

For financial recording purposes the following must be observed:

- Never allow documents to be issued such as invoices or receipts which do not accurately record the transaction to which they relate.
- Always ensure all receipts and expenditures are fully recorded in the books and records of the Corporation.

Refer to Appendix A below for Financial Recording Scenarios.

## **12. Reporting Any Illegal or Unethical Behavior**

Unique Fabricating will courteously treat any person who invokes this reporting procedure, and the company will handle all complaints swiftly and confidentially to the extent possible considering the need to take appropriate corrective action. Lodging a complaint will in no way be used against the employee or have an adverse impact on the individual's employment status. Because of the damaging nature of harassment to the victims and to the entire workforce, aggrieved employees are strongly urged to use this procedure. Filing groundless or malicious complaints is an abuse of this policy and will be treated as a violation. Any person who wishes to start the complaint process may contact any of the following:

- Human Resources
- First or Second Level Manager

- Ethics Helpline

Nothing in this policy may prevent the complainant or the respondent from pursuing formal legal remedies or resolution through local, state, or federal agencies or the courts.

### **13. Retaliation**

No hardship, loss, benefit, or penalty may be imposed on an employee in response to:

- Filing or responding to a bona fide complaint or discrimination or harassment.
- Appearing as a witness in the investigation of a complaint.
- Serving as an investigator or a complaint.

Retaliation or attempted retaliation, in response to lodging a complaint or invoking the complaint process, is a violation of this policy. Any person who is found to have violated this aspect of the policy will be subject to disciplinary action up to and including termination of employment.

### **14. Public Reporting**

As a public corporation, it is of critical importance that the Corporation's public filings be accurate and timely. Depending on their position with the Corporation, an employee may be called upon to provide necessary information to assure that the Corporation's public reports are complete, fair, and understandable. The Corporation expects employees to provide prompt accurate answers to inquiries related to the Corporation's public disclosure requirements. All the Corporation's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Corporation's transactions, and must conform both to applicable legal requirements and to the Corporation's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and approved by a person in a superior position.

### **15. Harassment**

The company denounces and prohibits harassment of any kind, including sexual harassment, and will take appropriate and immediate action in response to complaints or knowledge of violations of this policy. For purposes of this policy, harassment is any verbal or physical conduct designed to threaten, intimidate, or coerce an employee, co-worker or any person working for or on behalf of Unique Fabricating. Verbal taunting (including racial or ethnic slurs) that, in the employee's opinion, impairs his or her ability to perform his or her job could be deemed harassment. The following examples of harassment are intended to be guidelines and are not exclusive when determining whether there has been a violation of this policy:

- Verbal harassment includes comments that are offensive or unwelcome regarding a person's nationality, origin, race, color, religion, gender, sexual orientation, age, body, disability, or appearance, including epithets, slurs, and negative stereotyping.

- Nonverbal harassment includes distribution, display, or discussion of any written or graphic material that ridicules, denigrates, insults, belittles or shows hostility, aversion, or disrespect toward an individual or group because of national origin, race, color, religion, age, gender, sexual orientation, pregnancy, appearance, disability, sexual identity, marital or other protected status.
- While the Company respects the personal opinions and beliefs held by associates and customers, Unique Fabricating property and travelling for Unique Fabricating business are not appropriate places to promote or display religious beliefs, political messages unrelated to workplace messages that would violate our policies on discrimination and unlawful harassment. For example, offensive or unwelcome statements, actions and materials relating to race or color will be in violation of Policy and are not to be tolerated in any way at our Company. This Policy extends to all communications between employees (including text messages or social media posts) that relate to the workplace or that may be seen by employees, customers, or business partners of our Company. This Policy also includes actions by non-employees or third parties if occurring in the course and scope of a Unique Fabricating employee's job.

## 16. Sexual Harassment

Sexual harassment is a form of unlawful employment discrimination under U.S. law and is prohibited by this policy. There are two types of sexual harassment:

- "Quid pro quo" harassment, where submission to harassment is used as the basis for employment decisions. Employee benefits such as raises, promotions and better working hours that are directly linked to compliance with sexual advances are quid pro quo harassment. Examples: A supervisor promising an employee a raise if she goes on a date with him; a manager telling an employee she will fire him if he does not have sex with her.
- "Hostile work environment," where the harassment creates an offensive and unpleasant working environment. A hostile work environment harassment can be created by anyone in the work environment, whether it is supervisors, other employees, customers, or suppliers. Hostile work environment harassment consists of verbiage of a sexual nature, unwelcome sexual materials, or even unwelcome physical contact as a regular part of the work environment. Also, texts, e-mails, cartoons, or posters of a sexual nature; vulgar or lewd comments or jokes; or unwanted touching or fondling all fall into this category.

Sexual harassment occurs when unsolicited and unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature:

- Is made explicitly or implicitly a term or condition of employment.
- Is used as a basis for an employment decision.
- Unreasonably interferes with an employee's work performance or creates an intimidating, hostile or otherwise offensive environment.

Sexual harassment may take different forms. The following examples of sexual harassment are intended to be guidelines and are not exclusive when determining whether there has been a violation this policy:

- Verbal sexual harassment includes innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions, lewd remarks, and threats; requests for any type of sexual favor (this includes repeated, unwelcome requests for dates); and verbal abuse or “kidding” that is oriented toward a prohibitive form of harassment, including that which is sexual in nature and unwelcome.
- Nonverbal sexual harassment includes: the distribution, display, or discussion of any written or graphic material, including calendars, posters and cartoons that are sexually suggestive or show hostility toward an individual or group because of gender; suggestive or insulting sounds, leering, staring, whistling or obscene gestures; content in letters and notes, e-mail, photos, text messages, tweets, and internet postings, or other forms of communication that is sexual in nature and offensive.
- Physical sexual harassment includes unwelcome, unwanted physical contact, including touching, tickling, pinching, patting, brushing up against, hugging, cornering, kissing, and fondling and forced sexual intercourse or assault.

The following examples are only illustrations of the types of conduct that may constitute sexual harassment. There are, of course, many other types of conduct that may constitute sexual harassment. Each employee must exercise his or her own good judgment to avoid engaging in conduct that may be perceived by others as sexual harassment.

- A supervisor who tells an employee or implies that she or he can earn a promotion or salary increase by providing any form of sexual favor to the supervisor has engaged in harassment. As a further example, a manager who tells a supervisor that she or he can be promoted by being “nice” to the manager, may have engaged in sexual harassment if comments are perceived as asking for sexual favors.
- A supervisor downgrades an employee’s performance rating because she or he turned down the supervisor’s request for any sexual favor.
- A workplace where posters of scantily clad women or men are displayed, where employees make crude references about other employees’ anatomies, where unwelcome touches, hugs or pats occur, or where employees make lewd comments or offensive gestures may constitute sexual harassment. Courteous, mutually respectful, pleasant, non-coercive interactions between employees, including men and women, that is appropriate in the workplace and acceptable to and welcomed by both parties, are not considered to be harassment, including sexual harassment.

## 17. Health, Safety, Environment and Social Performance

The Corporation's commitment to sustainable development requires us to balance our short and long-term interests and to integrate economic, health, safety, security, environmental and social considerations into business decisions.

The Corporation is committed to taking every reasonable precaution to ensure a safe and healthy work environment for all employees. Proper use and management of the world's limited resources and the environment is the responsibility of the industry and the Corporation itself. Employees should refer to the Corporation's environmental policy.

## 18. Amendment, Modification and Waiver

This policy will be reviewed on an annual basis, or earlier if any significant changes occur, and notification of revisions on this document will be communicated to users. A copy of this document will be available on the Quality server and on its website [www.uniquefab.com](http://www.uniquefab.com).

This policy supersedes any previous Business Code of Conduct, Ethics and Anti-Bribery policies.

This policy may be amended, modified, or waived by the Board of Unique Fabricating, Inc., subject to the disclosure and other provisions of the Securities Exchange Act of 1934.

## 19. Policy Enforcement

Any employee found to have violated this policy may be subject to disciplinary action up to and including termination.

As an employee, director, or contractor of the Corporation, it is my responsibility to act in all respects consistent with the Corporation's Code of Business Conduct, Ethics and Anti-Bribery Policy, the applicable policies and procedures and in compliance with applicable laws, rules and regulations.

I acknowledge that I have read and understand the Corporation's Code of Business Conduct, Ethics and Anti-Bribery Policy.

I understand that failure to comply with the Corporation's Code of Business Conduct, Ethics and Anti-Bribery Policy, other policies and procedures or applicable laws, rules and regulations may be grounds for disciplinary action which may include termination of my employment.

Print Name:	
Signature:	
Date:	