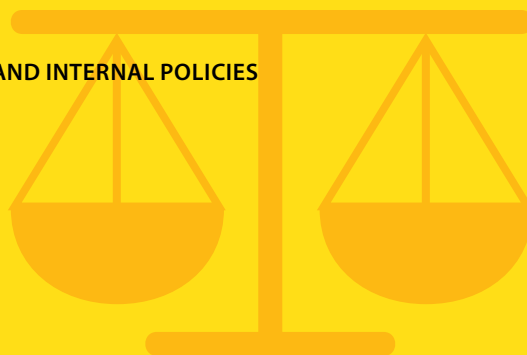




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A. PURPOSE OF THE CODE

As RONA employees, directors and officers, everyone is responsible for being familiar with the Code of Ethics and understanding how it applies to their functions within RONA.

At RONA, ethics go far beyond mere compliance with standards or rules. The concept of ethical conduct calls for everyone to be personally responsible when exercising their duties so that the spirit of RONA's values and of the general principles of ethics is reflected on a daily basis.

This Code of Ethics (the "Code") provides basic guidelines setting forth the ethical behavior expected from every employee, director and officer of RONA with respect to the use of RONA's assets, the protection of confidential information, conflicts of interest, fair dealings with security holders, customers, suppliers, competitors and employees, compliance with laws, rules and regulations and thereporting of any illegal or unethical behavior and other matters. More generally, this Code has been prepared to help everyone understand the general principles of ethical conduct and to promote best business operating practices.

It is to be noted that the Code may be amended from time to time, without advance notice, to take into account new circumstances or amendments to applicable laws and regulations. Should there be any significant changes, notice shall be given and a revised version of the code shall be communicated.

Whereas no single booklet can define every circumstance that might be considered improper and no list of do's and don'ts will address every potential situation in which employees, directors or officers may find themselves, the Code cannot be construed as a comprehensive document. Therefore, above all, employees, directors and officers are expected to apply common sense and good judgment to observing this Code.

Employees, directors and officers are invited to read the Code, as well as RONA's guidelines, procedures and policies dealing with certain issues, in greater depth on ZONE.RONA.ca. Employees, directors and officers have an obligation to follow such guidelines, procedures and policies in addition to those described in the Code.

B. APPLICATION AND IMPLEMENTATION

The RONA Code of Ethics applies to employees, directors and officers of RONA, as well as to those of its subsidiaries, its corporate stores and any person reporting to them or to their representatives.

Any reference to RONA (or the Corporation) herein refers to RONA Inc. and, as applicable, its subsidiaries, and corporate stores. Where applicable, the term "employees", when used herein, is deemed to include the employees, directors and officers of RONA.

Every employee must ensure that the standards and guidelines set forth in this Code are respected and take the necessary steps to correct any breach to the Code. **IN FACT, STRICT ADHERENCE TO THE CODE IS A CONDITION OF EMPLOYMENT AND ANY BREACH THEREOF WILL BE CAUSE FOR APPROPRIATE DISCIPLINARY ACTION, WHICH MAY INCLUDE DISMISSAL.**

RONA's Executive Committee is responsible for implementing the rules of the Code and evaluating cases that are brought to its attention, with the exception of cases relating to a member or members of the Board of Directors or the Executive Committee, which fall under the responsibility of the Nominating and Corporate Governance Committee.

RONA's Managers have the responsibility to promote behaviour that is in accordance with and supporting the Code. They are also responsible for ensuring compliance to the Code.

RONA's Human Resources Department is responsible for distributing the Code to all employees of RONA. It is also responsible for applying the Code, coaching managers about its application, and keeping the Code up to date.

C. CONFLICTS OF INTEREST

RONA respects everyone's right to manage their own affairs. However, each employee must make sure to avoid any situation in which their personal interests could be in conflict or even appear to be in conflict with RONA's interests.

A conflict of interest arises whenever a private or personal interest interferes or conflicts in any way with the interests of the Corporation. As such, when employees carry out their duties and functions on behalf of RONA, they must act at all times in the best interests of RONA and perform their duties and obligations fully and objectively without allowing their personal interests to interfere or enter into conflict with those of RONA.

Employees should avoid situations in which they could find themselves as being in an apparent or actual conflict of interest or appear to be using their position at RONA to gain a personal advantage for themselves or anyone else.

All employees should also avoid situations in which their personal interests could compromise or appear to be compromising their ability to make objective decisions that serve RONA's best interests.

It is impossible to describe in detail all the circumstances where conflicts of interest may occur. Even if an employee feels he or she is not behaving in a reprehensible manner, there may sometimes be an appearance of conflict. That may be just as harmful as an actual conflict of interest. When in doubt, employees should ask themselves:

- Will I gain personally from this?
- Could this result in a financial or other benefit for me, a relative or a friend, or any other person, including corporations or entities, with whom there is ownership interest?
- Would I be embarrassed to discuss this with my supervisor or my colleagues?
- Would I act differently if a friend or relative or any other person, including corporations or entities, with whom there is ownership interest was not involved?
- Could someone else view this as a conflict of interest?

If the answer to any of these questions is yes, there is a real potential for conflict of interest and employees should not proceed or should promptly discuss the matter with their immediate supervisor. An actual or apparent conflict of interest is a serious matter. Do not hesitate to discuss it and ask for guidance.

Annual Declaration of Interests

RONA directors and senior executives, as well as professionals from the Merchandizing Department must annually complete the statement regarding compliance with this Code, which includes, among other things, an annual statement of interest describing any family, business or financial relationships of employees with RONA's business partners or direct competitors, as applicable.

Gifts, Gratuities, Favours and Personal Benefits

Gifts

Employees may not accept gifts, gratuities, favours or personal benefits from existing or potential business partners (hereinafter referred to as "business partners"), except in certain limited circumstances with limited impact, and when the gift's value is unsubstantial.

Gifts, gratuities or favours may be perceived as a means of unduly influencing business relations and place an employee in a situation of a conflict of interest. Every employee has the responsibility of avoiding any type of situation involving a perceived or actual conflict of interest. That is why no one should accept any gifts or favours from existing or potential business partners unless they are infrequent, unsolicited gifts or favours of unsubstantial value. A gift that is worth less than \$50 is generally considered to be of unsubstantial value.



Did you know that hiring a relative could be a conflict of interest?

Tickets to a local sporting or cultural activity or a recognition event for a business partner's customers are also considered as acceptable gifts or favours as long as the business partner is also a participant in these events, and they are infrequent. These activities must however be of short duration and of reasonable value. For example, one hockey game during the season would be acceptable, but an entire weekend at the F1 Grand Prix would not be acceptable.

Any gift received during an activity with a business partner is subject to the rules of the present Code.

Cash or equivalent gifts (gift certificates, credit or payment cards) are never acceptable, regardless of their value.

In all cases, a gift or favour, regardless of its value, must be reported to the employee's supervisor who will take action if the gift or favour may call into question RONA's or the employee's impartiality. For example, during negotiations or calls for tenders with a business partner, any gifts or favours must be considered inappropriate regardless of their value.

Any gift deemed inappropriate will be returned to the business partner, or will be handed out to the department's staff or used as a prize or reward during social activities involving store, service and distribution centres employees.

It is to be noted that all samples provided by a business partner are the property of RONA.

Notwithstanding the preceding, employees must never accept gifts, gratuities, favours or personal benefits when legislation or policies of the donor organization prohibit them from doing so.

Meals

Generally, business meals with business partners or their representatives should be of a reasonable duration and RONA should normally pay for the employee's share.

Travel

Trips of any type offered by any business partners should be declined unless they are deemed necessary and approved in advance by a RONA vice president. In such cases, the allocation of expenses between RONA and the business partner will be determined so as to avoid a conflict of interest or the appearance of a conflict of interest.

It is forbidden to accept any personal or leisure trips or extensions of business trips for personal or entertainment purposes offered by a business partner.

Soliciting donations, gifts, sponsorships or financial contributions from business partners on behalf of RONA is permitted, but is only allowed when a specific authorization is given by a director or vice president of RONA, and is carried out in a formal manner, usually in writing.

Solicitation and "Employee Pricing"

It is strictly forbidden for a RONA employee to ask for a business partner discount, favour or personal gift for their own or someone else's personal benefit. In addition, no employee may make purchases for themselves or others directly from a business partner. To benefit from a rebate on products offered by business partners, all employee purchases must be made at participating stores or in designated distribution centres. Employee discount programs are applied in accordance with the current policy.

Business partners under contract with RONA are also subject to a code of ethics forbidding them from granting favours, gifts or benefits to RONA employees. Any employee suspecting that a business partner is acting in a reprehensible manner should inform their immediate supervisor.

Family and Personal Ties

In order to prevent a perceived or actual conflict of interest, any family or personal relationship with another employee, with a competitor's senior manager or major shareholder or with a business partner should be reported to the employee's immediate superior. Together, the employee and the supervisor will consider ways to avoid any perceived or actual conflict of interest, and prevent a personal relationship or other from hindering the employee's ability to act in the Corporation's best interest.

In general, RONA will take all the necessary measures to avoid situations involving a supervisory relationship between members of the same family.

In all cases where employees have a personal or professional relationship with an employee from competing businesses or business partners, they are responsible for maintaining the confidentiality level normally expected from RONA employees as provided under Section D of the Code, entitled *Protecting and Processing Information*. In case of doubt, employees should discuss the matter with their immediate superior.

These guidelines are not intended to discourage employees from referring friends, acquaintances or family members who have the required skills for positions at RONA.

Outside Employment, Business Opportunities and Other Activities

Employees are free to do what they like outside of working hours. However, these other activities must not be in actual or apparent conflict with RONA's activities or restrain employees from performing their duties.

Consequently, employees may not:

- work for a competitor of RONA;
- set up a business that offers products or services that compete with RONA;
- sell or promote a third party's product line or services if such products and services are in competition with RONA;
- use RONA's equipment or facilities to do paid or unpaid work for another organization, unless they have received specific approval from management (for example to support a charitable or philanthropic organization);
- accept any other employment or undertake any activity that could prevent them from performing all their duties for RONA, fully and in a competent manner;
- take advantage of an opportunity arising from using either RONA's assets or information that is not publicly available;
- conduct their personal or outside business during working hours and/or in RONA's facilities; or
- unless they have been expressly authorized to do so by RONA's management, support a political activity or group in RONA's name. However, RONA employees may support political groups or activities in their own name.

Some employees, as part of their responsibilities, have to represent RONA in social events involving customers, business partners or employees. These events may take place during or outside regular working hours. RONA expects its employees, on such occasions, to behave in a responsible manner and to not act in any way that could cause prejudice to the organization.

Undue Influence over the Conduct of Audit Activities

Employees are prohibited from manipulating, misleading, or fraudulently influencing RONA's external or internal auditors. They are also prohibited from placing them under duress.

Dealings with Public or Government Officials or any other Third Parties

The Corporation promotes zero-tolerance regarding corruption.

The Corporation is determined to ensure compliance with anti-corruption laws, principles and regulations. All employees shall refrain from offering, giving or receiving, directly or indirectly, anything of value (ex.: money, gifts, entertainment, employment, contracts or advantages of any kind) or any other form of improper payments to a public or government official, or any other third party, in order to influence a government action or to obtain an improper advantage, and shall not knowingly participate in any form of corrupt activity.

D. PROTECTING AND PROCESSING OF INFORMATION

Confidentiality

In carrying out their duties, employees may have access to confidential information or become aware of facts or events that could have an important impact on the price or value of RONA's shares.

Unauthorized disclosure of confidential information may harm RONA directly by causing the Corporation to lose a competitive advantage, damaging its relations with its customers, harming its employees or putting RONA in default towards third parties with whom nondisclosure agreements were concluded.

"Confidential information" means any information or knowledge discovered, acquired or possessed by RONA that it does not wish to disclose to the general public, including any confidential information that may be given to RONA by a third party pursuant to a nondisclosure agreement.

Financial information, RONA's business plans, information about employees, sales and marketing data, information about customers and business partners, as well as RONA's legal affairs are all considered as being confidential information.

Employees of RONA who prepare, protect, use or by chance become aware of confidential information must protect its confidentiality and must not disclose such information to third parties, unless its disclosure is expressly authorized or required by law.

Every employee has an obligation to protect confidential information so that RONA can remain competitive. All employees should use such information efficiently to achieve RONA's business objectives and never use the information for their or other's personal gain or for motives that are not business related.

Disclosure of Information

RONA appoints a limited number of authorized spokespersons, including the President and Chief Executive Officer, the Executive Vice-President and Chief Financial Officer, other members of the Executive Committee the Executive Chairman/Chairman of the Board and to communicate with the financial community, regulatory authorities, the media and the public in general. The authorized spokespersons may occasionally appoint other persons to accomplish these tasks.

Unless they have been specifically appointed by the authorized spokespersons or by a member of the Executive Committee, no employee is authorized to provide their personal opinion, or to discuss matters relating to RONA, with members of the financial community, the media, securities regulatory authorities (including stock exchanges) or any other sources, or the public in general. Any inquiry or request for an interview or for information of this kind, even if made anonymously, must be forwarded immediately to RONA's Corporate Communications department.

For more information on the subject, please refer to RONA's *Disclosure Policy* and *Social Media Guidelines*, available on ZONE.RONA.ca.



*Did you know that
buying and selling shares
with "insider" information
is illegal?*

Insider Offenses

Securities legislation imposes strict restrictions with respect to securities transactions and “tipping” when a person has knowledge of material information not yet known to the public. **Any person that contravenes those provisions may be subject to heavy fines and damages by the securities commissions, as well as internal disciplinary actions.**

Undisclosed material information means information that, if made public, could have an effect on the price of the Corporation’s securities or would probably be considered material by investors in deciding to purchase, sell or trade in such securities. For example, investors may rely on such information to buy, exchange or sell RONA shares or securities of third parties that do business with RONA.

Here are some examples of material information:

- unpublished financial information, including annual or quarterly financial statements;
- new products and services;
- business plans;
- RONA’s corporate reorganization plans;
- important or strategic acquisition or disposition projects;
- sales figures;
- important changes in the management;
- completion or not of a significant contract; and
- confidential information provided by third parties.

Employees may sometimes become aware of material information relating to RONA, its business or its affairs, that has not yet been disclosed to the public. Until the information has been fully disclosed to the public, and until a reasonable period of time has elapsed allowing the information to become widely known, employees must treat it in strict confidence. Material information is usually disclosed to the public by means of press releases or by a filing with government or regulatory authorities.

It is forbidden for an employee to purchase or sell corporate shares, or securities that are convertible into corporate shares, when they are in possession of important information not divulged to the public concerning the business and affairs of the Corporation, and it is equally forbidden to inform others, including members of the immediate family, about such information, except in the case of parties needing to know said information for purposes of conducting the necessary course of business and where the other party is under an obligation of confidentiality. Note that trading of securities by any other person who is informed of information not disclosed to the public by an employee, including a member of the immediate family, is also illegal.

If an employee is uncertain as to whether or not they may trade RONA securities, that employee should contact RONA’s Corporate Secretary prior to completing any such trade.

In cases where important information about RONA, not available to the public, is inadvertently disclosed, employees aware of such disclosure must immediately contact RONA’s Corporate Secretary so that the Corporation may take prompt corrective action.

For more information on this subject, and to review specific rules applying to the purchase and sale of securities during sensitive periods of time, including blackout periods relating to the issuance of financial statements of the Corporation, please refer to RONA’s *Disclosure Policy*, available on ZONE.RONA.ca.

Protection of Personal Information of Customers and Business Partners

The very nature of our organization means that RONA must gather personal information for business and customer relations purposes.

To prevent any abuse and to ensure compliance with laws and regulations, RONA has put in place a policy regarding privacy and the protection of personal information that complies with the applicable laws. RONA's *Privacy Policy* is available on ZONE.RONA.ca. This policy governs the collection, possession, use and communication of personal information.

The collection of personal information may be used, in particular, to:

- identify customers and business partners in order to establish and maintain business relations with them (including for purposes of processing credit applications);
- provide customers with continuous service, including purchasing, billing and delivery procedures as well as to provide them with personalized service when they visit, call or email us;
- improve the products and services that we offer;
- provide customers with information on other RONA products and services that may be of interest to them; and
- protect customers of RONA from mistakes and fraud.

RONA may also use personal information to gather statistics for its business. These statistics do not contain any information that could allow direct identification of individuals, whether they are customers, business partners or employees.

All personal information that RONA collects on its business partners and customers is confidential and may not be disclosed or used directly or indirectly, except for purposes authorized by RONA.

Any employee who, in the course of their duties must handle personal information regarding customers and business partners, must exercise the utmost vigilance to protect the confidentiality of this information and not to disclose same to any third party, all in accordance with RONA's *Privacy Policy*.

Protection of Employees' Personal Information

RONA protects the personal information of its employees and only gathers information that is required within the context of their employment or to provide them with content related to RONA's business "Personal information" means any information which relates to a physical person and allows that person to be identified within the meaning of applicable Canadian and provincial privacy laws. For employees, personal information can include information in their personal record and any other information gathered and used to provide services or support, such as information relating to compensation or benefits.

Personal information must be protected by security standards in accordance with the sensitivity of the information and may be used only for reasonable purposes. All employees — management and non-management — who hold personal information on other employees must treat that information in accordance with the principles of protection of privacy.

In addition to taking normal precautions (e.g., locking desk drawers and offices), employees must avoid discussing personal information with other employees in public places. RONA may not guarantee the protection of personal communications using RONA's equipment (e.g., email, Internet or intranet activities, voicemail or computer files) and in the workplace (e.g., offices and filing cabinets).

RONA reserves the right to monitor or search any such property at any time if it deems to have reasonable motives to do so, such as:

- to evaluate and measure quality of service;
- to ensure the security and protection of other employees and of RONA; and
- if it has reason to suspect an employee of fraud, theft, an undisclosed conflict of interest or any other offense that may harm another employee or RONA, and/or tarnish their reputation.

Security of Computer Systems and Networks

To protect the integrity, confidentiality and availability of the information contained in its various computer systems and other technological equipment, RONA has *implemented an Information Security Policy*, as well as *Information Technology Security Directives*. These policies and their directives are available on ZONE.RONA.ca and all employees are required to read them and comply with the dispositions applicable to them.

In addition to contributing to information security, all employees must comply with the following standards:

- access to computer systems is granted only to authorised users;
- users are responsible for their access to the computer systems and their use of such systems. In addition, all access codes and passwords must remain confidential;
- the use of computers (whether portable or desktop) must be such as to protect the confidentiality of the information stored thereon;
- the use of the Corporation's computer systems or networks for personal or non-work related purposes is strictly prohibited unless the employee obtains the permission of his or her immediate supervisor, all subject to the guidelines on the personal use of Internet access described hereafter; and
- each employee is bound to report any breach of computer security guidelines, methods or standards.

Use of computer equipment, technological devices and mobile devices and services

Computer equipment and other technological devices (e.g. desktop, laptops, printer, etc.), as well as mobile devices and services (e.g. cellphones, smartphones, etc.), are provided primarily for use pertaining to RONA's business. Use of computer equipment, technological devices or mobile devices and services by employees must be in accordance with (i) all applicable RONA directives and policies, including, without limiting the preceding, *RONA's Information Security Policy*, *Information Technology Security Directives* and *Directives Regarding the Use of Mobile Telephones*, as well as (ii) all other applicable legislation. RONA's *Information Security Policy*, *Information Technology Security Directives* and *Directives Regarding the Use of Mobile Telephones* are available on ZONE.RONA.ca.

Books and Records

RONA's books and records contain vital data on all of its activities. These include documents that RONA's directors, administrators and managers – internally –, as well as financial analysts, shareholders, investors, regulatory bodies and others – externally –, rely upon when making important decisions.

Therefore, employees must ensure that all documents, reports and files for which they are responsible are accurate and complete. They must also ensure that all transactions are duly authorized.

In preparing and keeping RONA's books and records, employees must:

- comply with recognized accounting standards and practices and to applicable rules, regulations and controls;
- ensure that all entries are recorded promptly and accurately in the appropriate accounts and are properly documented;
- record all funds, assets, operations and transactions. No undisclosed or unaccounted for funds or assets should be established;
- keep books and records that reflect accurately, fairly and in sufficient detail all operations, transactions, acquisitions, dispositions of assets and other similar activities conducted by RONA;
- only sign documents when their accuracy is not in doubt; and
- limit access to sensitive or confidential information (e.g., financial information and information on business partners) in order to ensure that the information is not deliberately or accidentally disclosed, altered, misused or destroyed.

Accounting, financial and legal documents and records of the Corporation shall not be destroyed without the prior consent of the Executive Vice President and Chief Financial Officer or of the Chief Legal Officer and Corporate Secretary, as appropriate.

Each employee must be vigilant in preventing fraud and dishonesty, and should immediately report any evidence of wrongdoing to his or her immediate supervisor. When necessary, serious concerns of questionable behaviour, conduct or practices within the Corporation regarding accounting, internal accounting controls, auditing or related matters may be voiced pursuant to RONA's *Policy on Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters*, which is available on ZONE.RONA.ca.

Contract Negotiations

Contracts and similar arrangements constitute one of RONA's business risks. They may also allow RONA to reduce its risk. If an employee's duties include contract negotiation or execution thereof, they should take steps to protect RONA's interests adequately by having such contracts and arrangements reviewed by the Legal Department in compliance with the terms of RONA's *Guidelines and Policy for the Authorization of Expenses and Commitments*.

In all cases where an employee is in a position to bind RONA contractually, they must refer to and comply with the *Expenses Authorization and Commitment Policy and Guidelines*, available on ZONE.RONA.ca. In the case of purchase of goods and services other than those for resale, they must act according to best practices and with diligence, referring to the National Procurement Department, as the case may be.

Personal Use of Internet Access Provided by RONA

Access to Internet is provided primarily for the conduct of RONA business. Employees must refrain from visiting sites or conducting exchanges that are inappropriate, racist, pornographic, violent or otherwise promoting antisocial or illegal behaviour.

Internet access must not be used for personal gain or for an employee's business dealings on their own account. Furthermore, Internet should not be used for entertainment, criminal or litigious activities, polemical, political or defamatory communications. Every employee is responsible for all of their Internet or email use.

Accessing the Internet for personal use is permitted but must remain occasional and must never hinder the completion of employees' tasks.

Furthermore, information systems and their use remain the property and the responsibility of RONA, which reserves the right to verify how its systems are being used.

Once again, when accessing the Internet, employees must comply with (i) all of the RONA's directives and policies, including, without limiting the preceding, RONA's *Information Security Policy, Information Technology Security Directives and Directives Regarding the Use of Mobile Telephones Directives*, as well as (ii) all other applicable legislation.

Social Networking

Whenever employees are engaged in social networking (e.g., via Facebook, MSN, LinkedIn, etc.) or chatting, they must refrain from taking a position on behalf of RONA. They must also exercise restraint and discretion when making comments to avoid harming RONA's reputation. Among other things, employees must meet their obligations in terms of protecting the confidentiality of the information available to them through their positions at RONA.

Moreover, RONA email addresses (ending by "@rona.ca") should never be used for identification purposes and access to "personal" social networks.

Use of RONA email addresses (ending in "@rona.ca")

Use of RONA email addresses (ending in "@rona.ca") must be limited to conducting RONA business. Use of RONA email addresses by Employees must be safe and reasonable and in accordance with (i) all of RONA's directives and policies, including, without limiting the preceding, RONA's *Information Security Policy, Information Technology Security Directives and Directives Regarding the Use of Mobile Telephones Directives*, as well as (ii) all other applicable legislation.

For greater certainty, and without limiting the generality of the preceding, the following activities are forbidden:

- Express a personal opinion on behalf of RONA, or by using a RONA email address (ending in "@rona.ca");
- Access or attempt to access the messages of other users (unless you have obtained prior authorization from the authorized HR person);
- Send messages of a political, religious, harassing, vulgar or obscene nature;
- Start or forward chain letters;
- Subscribe to mailing lists that are unrelated to one's job functions; and
- Send advertising or business messages to any recipient without their express or implied consent, all of which are defined by applicable legislation.

The use of personal email (e.g. Outlook, Hotmail, Gmail, etc.) is allowed, but must nevertheless be reasonable and must never impact negatively on an employees' capacity to complete their tasks.

RONA reserves the right to monitor the usage level of RONA's email addresses (ending in "@rona.ca"), as well as the usage level of personal email during work hours, and may intervene in cases of misuse.

E. DEALING WITH CUSTOMERS AND COMPETITORS

In order to enjoy a strong and lasting competitive advantage, it is every employee's duty to help develop and protect RONA's reputation for quality, service excellence and integrity.

The best means of doing that, and of consolidating this position, is to compete hard but fairly while respecting legal and ethical obligations to the letter. Competing fairly means respecting business partners, customers, competitors and representatives.

Sales of Products and Services

RONA's business partners and customers have the right to expect that RONA will offer them quality products and services, and that RONA will promote in an honest way the advantages it offers over the competition.

To keep this trust:

- employees should only sell products and services that meet the needs and demands of RONA's customers and business partners;
- employees should not make any misrepresentations or false promises when promoting the products and services offered by RONA; and
- employees should only refer contractors that are part of RONA's *Install Program*.

Respect for the Competition

RONA encourages free and open competition. RONA treats its competitors with respect. Thus, RONA remains faithful to the concept of healthy competition, which motivates the Corporation to give its best.

Every RONA employee has the duty to portray RONA's competitors with accuracy, fairness and impartiality. To do otherwise could expose RONA to accusations of anti-competitive behaviour or even legal proceedings.

Respecting the competition means:

- not describing a competitor to the public or to a customer inaccurately, in a misleading, offensive or unfair manner; and
- not showing any disrespect to a customer who chooses a competitor's products or services.

Competition Laws

Compliance with Laws

RONA's policy is to respect all applicable competition laws. **Any contravention to these laws may give rise to serious criminal offenses and civil sanctions, including severe fines and prison sentences for the individuals.**

In order to comply with applicable laws, it is forbidden, in particular, to enter into any agreement:

- relating to price fixing or price maintenance;
- relating to the allocation of sales, territories, customers and markets;
- restricting the production or the supply of a product; or
- relating to bid-rigging.

Obtaining Information on Competitors

It is legitimate for RONA to gather commercial information about the markets in which it operates. That includes information about its competitors, their products, services, prices, and marketing campaigns.

However, this information may only be obtained by legal and ethical means. It is forbidden for employees to obtain information directly from a competitor, to exchange information with a competitor through an intermediary or to use any other improper means to obtain competitors' confidential business information. Acting otherwise would run counter to our commitment to integrity and respect, and could also be illegal.

For any question relating with the application of competition laws and more particularly to make sure of the legality of your actions, we invite you to consult the Legal Affairs Department of RONA.

F. PROTECTING RONA'S ASSETS

All employees are bound to protect RONA's assets.

Every employee of RONA has an obligation to protect RONA's assets, including both physical (e.g., inventory, materials, buildings, facilities, information, data, revenues) and technological (e.g., communications and information systems) assets that are entrusted to their care. Access to such assets and their use must be authorized, properly monitored and related to work.

The use of RONA's assets by an employee for personal means or gain is strictly prohibited. In addition, each employee must take appropriate steps to prevent theft, loss, abuse or unauthorized access to any of RONA's physical or technological assets.

It is the duty of every employee to immediately report to their supervisor any act that could be an actual or presumed breach of the guidelines contained in this Code regarding the protection of RONA's assets.

Intellectual Property

Intellectual property comprises trademarks, domain names, patents, industrial designs, copyrights and trade secrets. Employees have a duty to protect RONA's intellectual property, as well as that of others.

Subject to applicable laws, any discoveries or other work made by employees during the course of their employment is property of RONA. Intellectual property is considered confidential information and is therefore covered by the non-disclosure guidelines set out under Section D of the Code, entitled *Protecting and Processing and Information*.

Termination of Employment

Employees terminating employment with the Corporation must return all objects, documents and data belonging to the Corporation, including computer hardware and software, databases, cellular telephones, credit cards, books, manuals, etc., and shall comply with the Corporation's guidelines and policies in that respect.

G. A HEALTHY, RESPECTFUL WORK ENVIRONMENT

RONA commits itself to fostering a workplace that:

- recognizes the dignity and personal value of every employee;
- allows every employee to work without fear of intimidation, discrimination, harassment or violence;
- promotes open and honest relationships;
- allows every employee to work in a safe environment;
- favours a work-life balance; and
- promotes healthy lifestyles as well as group and individual well-being.

Employment Practices

RONA is committed to equity and equality in all its employment practices and policies. It seeks to recruit, develop, reward and retain its employees on the basis of merit, ability and performance and offers equal employment opportunities without regard to any distinctions based on age, gender, sexual orientation, disability, race, religion, citizenship, marital status, family situation, country of origin or other factors, in accordance with applicable laws and regulations.

Business and Professional Relationships

Employees must maintain professional relationships based on honesty and respect for individuals and the organization in order to establish lasting and equitable employment and business relationships. Employees must actively encourage their colleagues to demonstrate respect, cooperation and professionalism towards others.

Discrimination, Violence, Harassment and Bullying

RONA complies with provincial laws and collective bargaining agreements with respect to matters of discrimination, workplace violence, harassment and bullying. Rona wishes to define its policy and to clarify its expectations towards employees on the subject.

RONA does not tolerate any form of discrimination, bullying (which includes cyber-bullying), victimization or harassment, including all forms of sexual, physical and psychological abuse in regard to any person or group, including its employees, business partners, customers and investors.

This expressly includes discrimination on grounds of race, national or ethnic origin, religion, age, gender, family situation, language, sexual orientation, marital status, social condition, citizenship, political views, disability or the use of any means to palliate a disability. Furthermore, the Corporation prohibits any physical, verbal or written aggression and all forms of violence by an employee towards another employee, or towards any other person with whom the employee has dealings in the course of his functions.

All employees are entitled to work in a positive, harmonious and professional work environment and are expected to help preserve such an environment. An employee who believes they are a victim of harassment, discrimination, violence or bullying should immediately notify their supervisor or the Human Resources Department. The matter will be treated with discretion and diligence and in accordance with appropriate procedures.

Employees will receive training regarding different forms of violence in the workplace, how to address violence, reporting procedures and resources available to employees.

Harassment includes any offensive, embarrassing, demeaning and often repeated behaviour that deprives individuals of the dignity and respect to which they are entitled, or which creates a hostile or intimidating work environment. Harassment may take several forms, including:

- threats, intimidation or verbal abuse;
- inappropriate remarks or jokes about race, religion, disability, sex, sexual orientation or age, for example;
- unwelcome physical contact, such as touching, patting, pinching or hitting;
- photos, posters, emails or screensavers that are sexist, racist or otherwise offensive; or
- any other act that could reasonably be perceived as offensive or demeaning.

Sexual harassment includes any offensive or demeaning behaviour relating to a person's sex as well as any sexual behaviour that creates a work climate that is intimidating, embarrassing, hostile or offensive, or that could be reasonably interpreted as making the employment of a person or his or her chances of employment or promotion conditional to sexual favours.

The following are examples of situations that could be construed as sexual harassment:

- questions and conversations about a person's sexual life;
- remarks about a person's sexual attractiveness or unattractiveness;
- displaying posters, calendars or screensavers that are of sexual nature; or
- written notes, letters or emails containing sexual connotations.

Workplace violence, bullying and cyber-bullying

- Any person or group of people who makes threats, exhibits threatening behaviour, or engages in violent acts on RONA property shall be removed from the premises as quickly and securely as possible. Any removed person(s) shall be prohibited from entering any RONA premises pending the outcome of an investigation.
- Workplace bullying is a behaviour that harms, offends, degrades or humiliates an employee, possibly in front of other employees, clients or customers. Bullying usually involves repeated incidents or patterns of behaviour that are intended to intimidate, offend, degrade or humiliate a particular person or group of people.
- Cyber-bullying is defined as actions that use information and technological tools (such as a text message, email, social media, internet, cellular phone) to support communication that is deliberate, hostile or intended to harm or embarrass another person or group of people.
- Every employee is responsible for reporting any violence, threatened violence, bullying or cyber-bullying they witness to their supervisor immediately, or as soon as possible. Should an investigation substantiate that a violation of this policy has occurred, RONA will initiate an appropriate response.
- The management team will proactively assess the risk for workplace violence that may arise from the nature of the workplace, the type of work or the conditions of work and, where possible, eliminate these risks of violence in the workplace.

Occupational Health and Safety

RONA is committed to providing a safe and secure work environment in an effort to eliminate the risks of occupational illness and injury.

Occupational health and safety is therefore a responsibility shared by every employee, at every level.

Every employee is responsible for their own health and safety.

To this end, each employee should:

- follow work methods dictated by RONA when carrying out their duties;
- comply with all RONA health and safety guidelines, including established emergency measures;
- observe all occupational health and safety laws and regulations;
- wear required protective equipment; and
- hold all licences required for any motorized vehicle or other equipment used to complete the tasks assigned to the employee.

For its part, RONA undertakes to:

- provide a workplace that is healthy and safe in order to eliminate the risk of occupational illness and injury;
- comply with or exceed legal requirements regarding health and workplace safety; and
- provide appropriate supervision, training and equipment in this area.

Alcohol, Drugs and Other Substances

RONA is concerned about the health, safety and wellbeing of its employees, business partners, customers and the public. For this reason, RONA takes all reasonable steps to minimize the risks associated with its activities and to ensure a healthy, safe and productive work environment.

These principles apply to all employees at all locations where RONA carries its operations during working hours. Each employee should behave responsibly at business, social and recreational gatherings involving RONA.

Employees must be prepared to perform their duties at all times. RONA applies a zero tolerance policy regarding alcohol, drugs or illegal drugs for all employees whose duties require the use of motorized equipment and/or whose duties involve a security risk to themselves, customers, the public or coworkers.

For clarity purposes, it is therefore unacceptable for these groups of employees to perform their duties while under the influence of alcohol, drugs or illegal drugs. All other group of employees must not be impaired by any of these substances.

The consumption, sale, illegal possession, manufacturing or distribution of alcohol or illegal drugs in the workplace or during working hours is strictly forbidden. However, the consumption or sale of alcohol is permitted at social events authorized by RONA at conditions set by the management for the holding of such events.

Furthermore, each employee is responsible for determining, with the assistance of their physician or pharmacist, any potential side effect caused by the use of prescription or over-the-counter drugs.

Should there be any side effects that may affect an employee's performance at work (e.g., prescription drug that causes drowsiness) it is the employee's responsibility to notify their immediate supervisor. RONA reserves the right to ask for a doctor's note to validate the employee's ability or inability to perform their tasks when taking medication.

Legal Affairs

Employees involved in a legal matter or police investigation should inform their supervisor immediately if the situation is likely to affect their ability to attend work or to perform all their duties fully and competently.

H. COMPLIANCE WITH LAWS, REGULATIONS AND INTERNAL POLICIES

RONA's operations are subject to a number of important laws and regulations which its employees must comply with, just as they must comply with other rules, policies and guidelines of regulatory authorities and governmental agencies, as well as generally accepted ethical standards, wherever RONA does business. Each employee is reminded that the law takes precedence in cases where there may be a conflict between the law and traditional practices or industry practices.

Employees, in the context of their delegated responsibilities, are responsible for taking reasonable measures to ensure such compliance. Similarly, every employee is bound to comply with the policies, standards, guidelines and procedures implemented by RONA.

*Discuss any breaches to
the Code with your supervisor.*

I. BREACHES TO THE CODE

Any breach to the Code is considered a serious matter, whether or not such breach has been committed for personal convenience and whether or not it results in a loss or a gain for RONA or for others.

Any breach to the present Code will give rise to an investigation and, if appropriate, may lead to disciplinary action up to and including dismissal. No provision of the Code prohibits RONA from taking disciplinary action against an employee, nor limits RONA's powers in this regard whether or not the matter is dealt with in this Code explicitly.

In addition, an offense under the Code may give rise to civil or criminal proceedings against the employee who committed the offense.

J. REPORTING OF OFFENCES

This Code deals with fundamental principles adopted by RONA in matters of ethics as well as inherent responsibilities for the monitoring and reporting of breaches.

All employees of RONA are personally obliged to report in good faith any activity appearing to be in breach of this Code or laws and regulations in force.

If an employee believes that a person associated with RONA (employees, business partners, consultants, intermediaries, etc.) has breached a provision of the Code, the employee should report the fact in good faith to their supervisor either by mail, telephone, email, in person or anonymously by contacting ClearView Connects by phone (RONA's Ethics Hotline) at **1.866.353.7662** or via their website: www.clearviewconnects.com. RONA will then take the necessary steps to investigate the matter.

ClearView Connects™ is a service of ClearView Strategic Partners Inc., an independent communications consulting company providing confidential and anonymous feedback services to organizations. Their secure reporting systems are designed to protect the identity of employees using their services.

Employees will not be discriminated nor penalized, dismissed, relieved of their duties or suspended because they have reported in good faith an activity that could constitute a breach of the rules contained in this Code.

Please read RONA's *Policy on Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters* as well as its *Policy Regarding Complaints of Stakeholders* on ZONE.RONA.ca.

K. ADDITIONAL INFORMATION

To obtain more information about the Code, please contact your immediate supervisor or the Human Resources Department.

If you have questions about a particular situation, you should contact your immediate supervisor or the Human Resources Department.



RONA

