



# Code of Conduct

January 2024

**SleepCountry**

**DORMEZ-VOUS?**

Hush.

silk&snow

Casper

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# Message from Stewart



I am so proud to lead this amazing team that, in every brand, brings a world class experience to each and every customer. As we continue our incredible growth and expansion at Sleep Country Canada, we know that holding ourselves accountable to the highest standards of integrity and trust is essential to achieving both our purpose - to transform lives by awakening Canadians to the power of sleep as well as our vision - to champion sleep as a key to a healthier and happier life.

Whether you're on the front lines, part of our operations teams, or in a store support role, it's important to ensure that the best interests of our customers and colleagues are always at the centre of everything we do. That's why we have a clear and consistent Code of Conduct ("Our Code") supported by the values that guide us in how we serve our customers and work together in a fair, respectful, and transparent way.

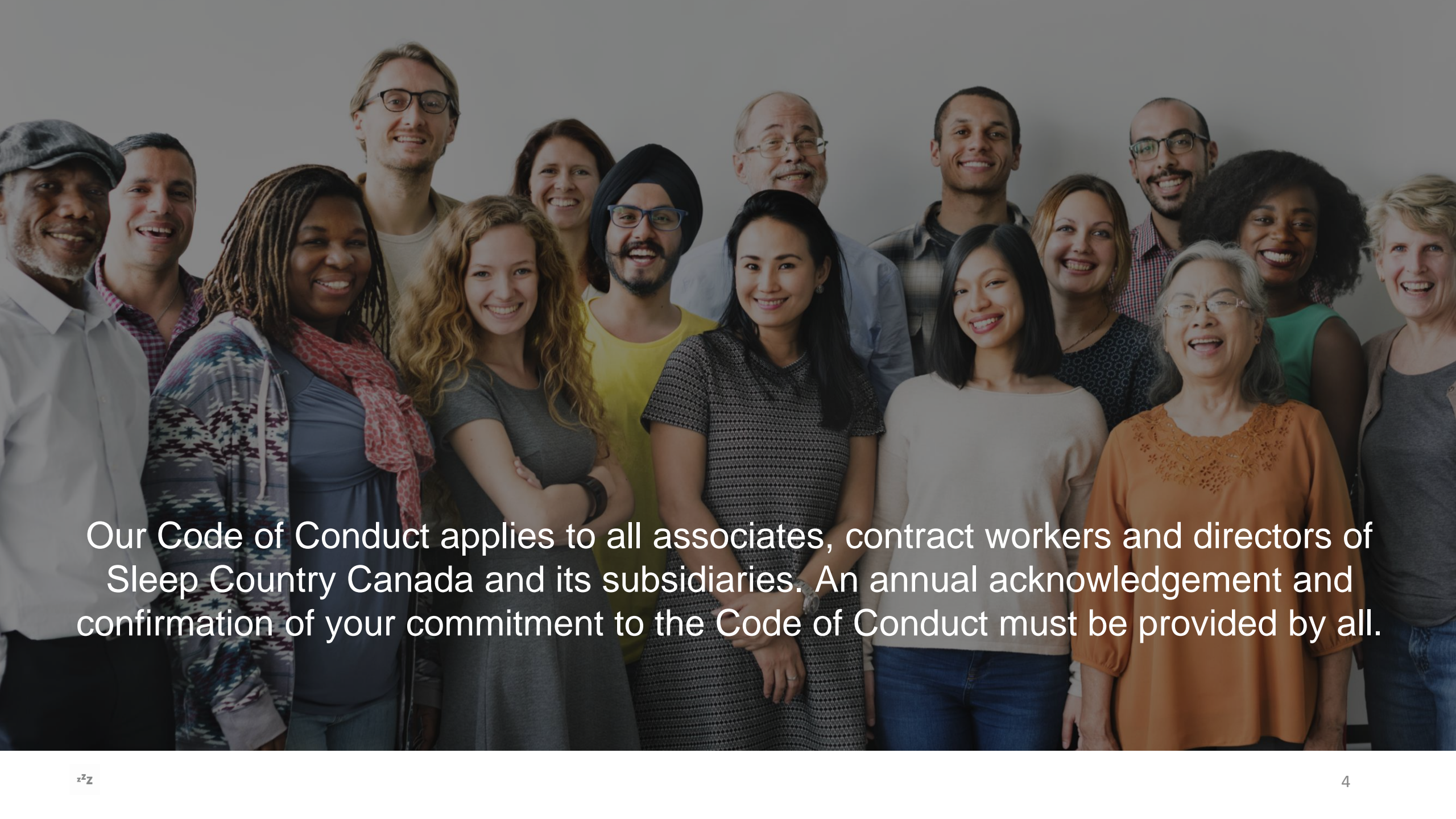
We need to show up as our best selves with one another and behave in a way that honours our four core values - We CARE About People; We WIN Together; We DREAM Big; and We DELIVER with Excellence while also living up to

the expectations of our shareholders, external partners, regulators, and the communities we serve.

Please take some time to read and understand our Code and how it applies to your work. If you have any questions, need more resources, or if something simply doesn't feel right, our Code will help you understand who to talk to or where you can go to get the support you need.

Thank you for taking personal accountability, doing the right thing, and speaking up if you see any non-compliant or unethical behaviour. I know that I can count on each one of you to bring our purpose and vision to life and live by our values everyday. I truly believe that we have the best team in Canada!

I look forward to continuing to build a stronger Sleep Country Canada with you, as together we solidify our position as Canada's favourite sleep experts.



Our Code of Conduct applies to all associates, contract workers and directors of Sleep Country Canada and its subsidiaries. An annual acknowledgement and confirmation of your commitment to the Code of Conduct must be provided by all.



# 1 | Our Values



# Our Values

## We CARE About People

We care about people and actively strive to make a meaningful difference in the lives of our customers, partners, communities and one another. We listen purposefully, respond thoughtfully and are dedicated to supporting one another. We show respect, kindness and empathy to those around us. We foster a sense of community and we are committed to cultivating a caring company that supports wellbeing for all.

### Behaviours for this value:

- You genuinely care about people and are supportive of others
- You show respect, kindness and empathy to everyone
- You listen well so you can better understand one another
- You create a meaningful experience for your customers
- You demonstrate your commitment to wellbeing by taking care of yourself and those around you

**CARING. RESPECT. KINDNESS. SUPPORT.**



# Our Values

## We **WIN** Together



We believe in the power of people coming together to achieve great things. By working as a team, sharing our ideas and collaborating, we achieve more and go farther. We create a positive winning spirit throughout our company and we celebrate our successes individually and as a team. We are dedicated to fostering a workplace that is welcoming, inclusive and where everyone feels they belong.

### Behaviours for this value:

- You work as a team, collaborate effectively and share ideas
- You make everyone feel welcome like they belong on our team
- You strive to perform so team members can count on you
- You celebrate our wins and successes
- You contribute to an inclusive culture that encourages, supports and celebrates the diversity of our associates and customers

**COLLABORATION. BELONGING. WINNING. ONE TEAM.**



# Our Values

## We **DREAM** Big



We have a clear vision of where we are going and how we are going to get there. We are inspired by our purpose to awaken Canadians to the power of sleep and we rally together to bring our plans to life. We are always looking ahead with positivity and inspiration as we continue to dream up new ways to exceed our customers' expectations.

### **Behaviours for this value:**

- You are optimistic about the company and our future
- You recognize the value of your work and how it connects and contributes to our success
- You live our company purpose and inspire others to do the same
- You anticipate the needs of others and take the appropriate actions
- You have a positive outlook and demonstrate enthusiasm in every aspect of your role

**FORWARD THINKING. POSITIVE. PURPOSE DRIVEN.**





# Our Values

## We **DELIVER** With Excellence



We are passionate in all that we do and we are relentless in our quest to be the best that we can be - for our customers, our team and our communities. We are innately curious, embrace feedback and are always looking for new ways to be better and do better. We set high standards for ourselves and work to continuously improve. Our drive to be the best that we can be sets us apart and fuels our commitment to excellence.

### Behaviours for this value:

- You are optimistic about the company and our future
- You recognize the value of your work and how it connects and contributes to our success
- You live our company purpose and inspire others to do the same
- You anticipate the needs of others and take the appropriate actions
- You have a positive outlook and demonstrate enthusiasm in every aspect of your role

**PASSION. CURIOUS. CONTINUOUS IMPROVEMENT.**



A young girl with blonde hair is lying in bed, laughing joyfully. She is wearing a dark, ruffled top. The bed has white linens. In the background, there is a window with a view of a building. The overall scene is bright and cheerful.

# 2| Leading With Integrity



## Leading With Integrity



### Human Rights

We recognize our responsibility to respect and protect the human rights of our associates, customers and partners through formal policies, such as this Code. Our Code outlines standards to protect human rights and provide a safe and respectful work environment for our associates and our customers. Our Code has been written so that it meets or exceeds the standards set out in the Human Rights Legislation in force in all of the Provinces in which we work.



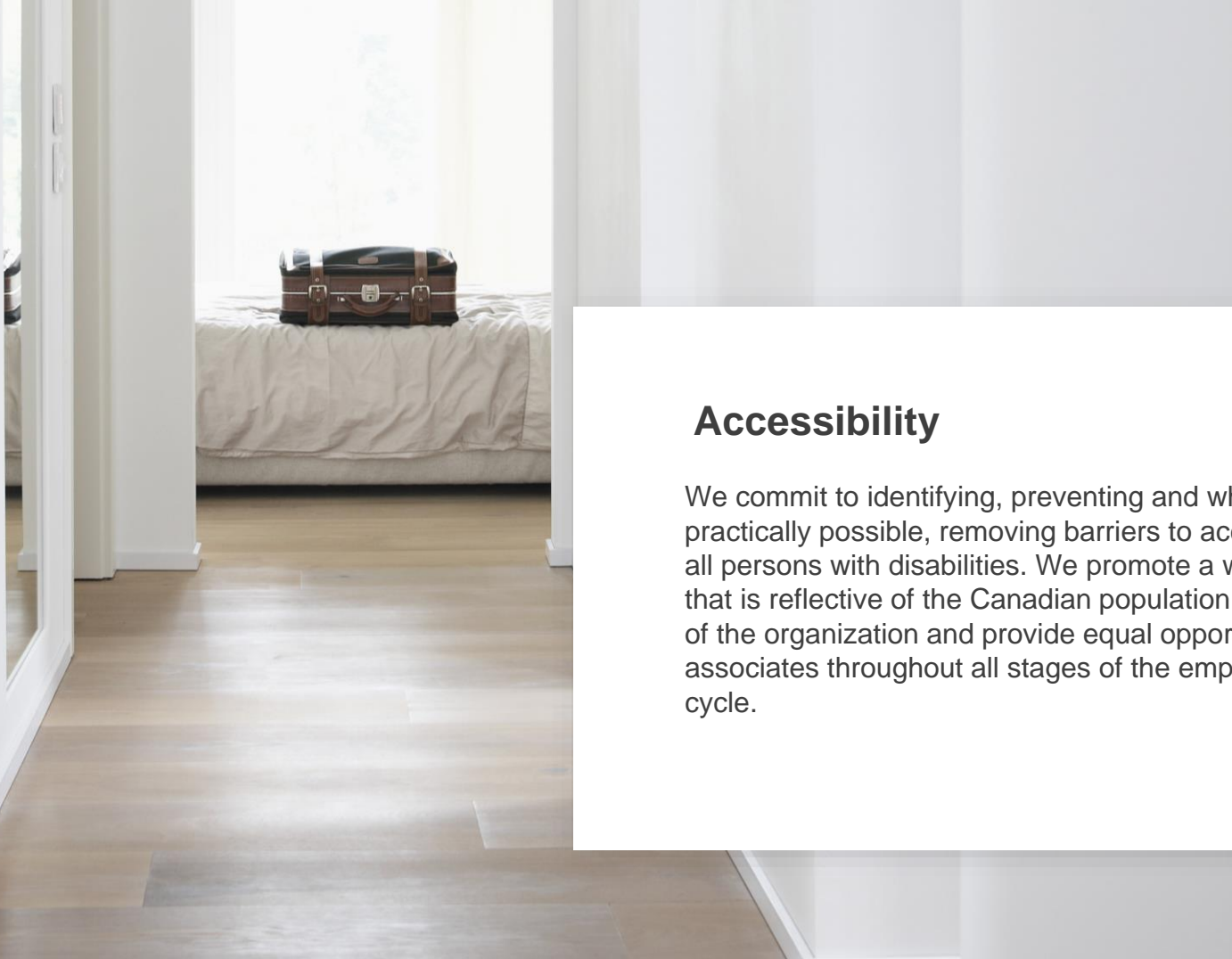
### Equity, Diversity, Inclusion & Belonging

We celebrate diversity and are committed to building an equitable and inclusive culture where differences are embraced, valued and appreciated. We are dedicated to creating a company that fosters a great sense of belonging and provides a safe environment for all our associates, as well as our customers. We respect one another and treat each other equitably, without discrimination so as to allow everyone to contribute to their full potential.

We are all called upon to do our best to recognize and avoid bias and engage in conversations to learn more about the diverse individuals and perspectives in our workplaces and communities. We are all encouraged to be allies for each other, and to include each other while at the same time, valuing each other's differences.

[Equity, Diversity and Inclusion Policy](#)

# Leading With Integrity

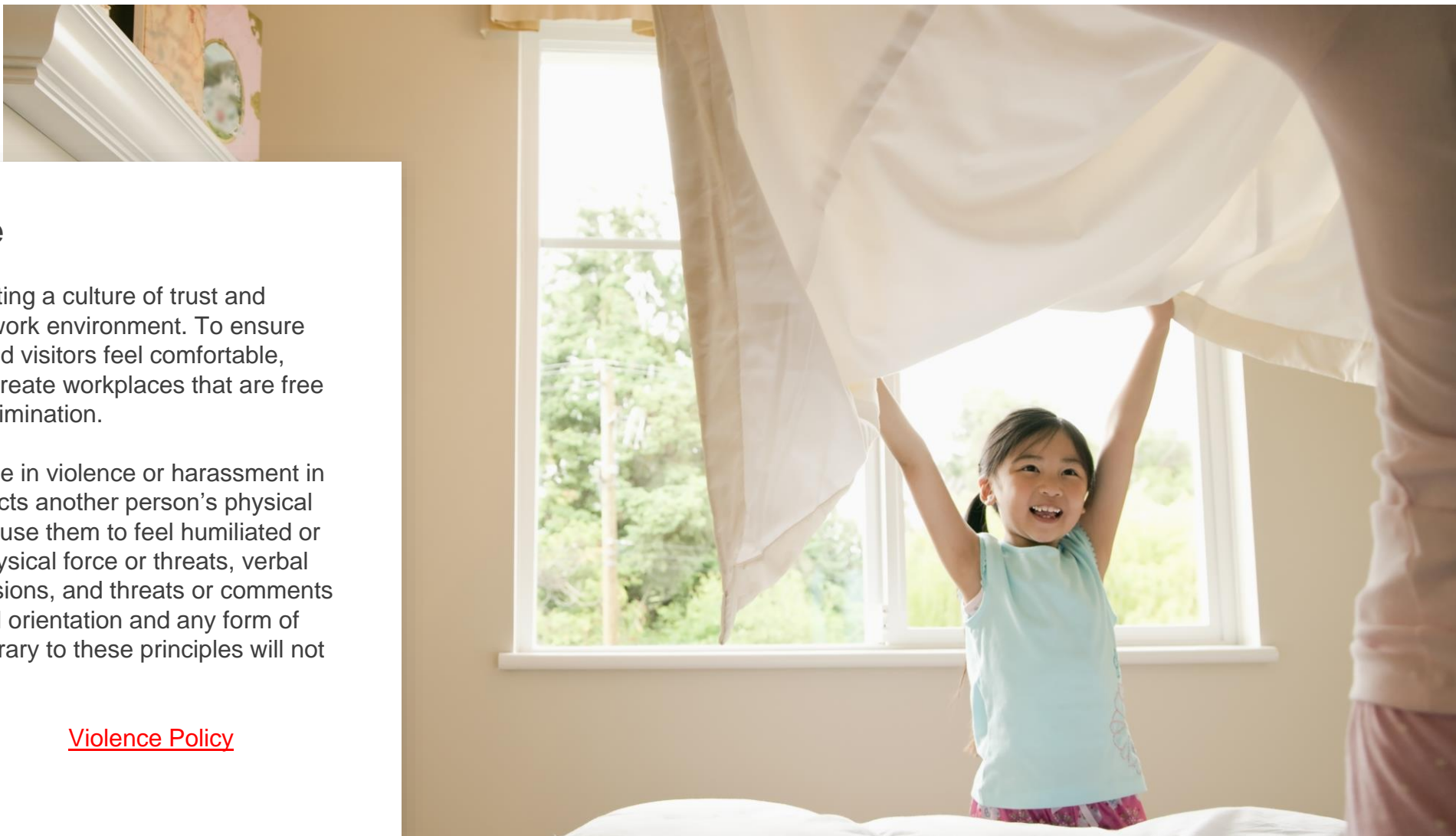


## **Accessibility**

We commit to identifying, preventing and wherever, practically possible, removing barriers to accessibility for all persons with disabilities. We promote a workforce that is reflective of the Canadian population at all levels of the organization and provide equal opportunity for associates throughout all stages of the employment cycle.

When someone requests accommodation in respect to their employment, and equal access to our products, services and programs, we must prioritize working with them to eliminate barriers and support their needs. We expect persons with disabilities to be treated fairly and with respect, taking into account their unique accessibility needs.

## Leading With Integrity



### Respectful Workplace

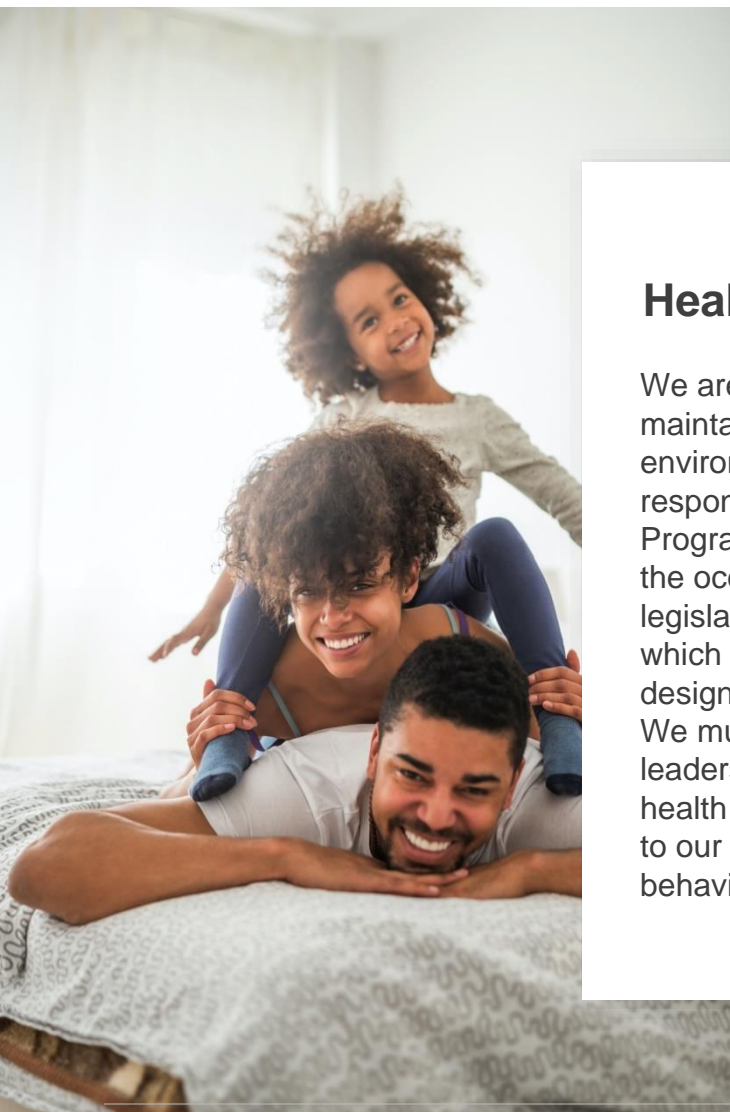
Each of us is responsible for creating a culture of trust and respect that promotes a positive work environment. To ensure that our associates, customers and visitors feel comfortable, supported, healthy and safe, we create workplaces that are free of violence, harassment and discrimination.

We expect that you will not engage in violence or harassment in the workplace that negatively affects another person's physical or mental-well-being that could cause them to feel humiliated or intimidated. This could include physical force or threats, verbal comments, bullying, microaggressions, and threats or comments related to race, creed, sex, sexual orientation and any form of sexual harassment. Conduct contrary to these principles will not be tolerated by the Company.

[Respectful Workplace Policy](#)

[Violence Policy](#)

## Leading With Integrity



### Health & Safety

We are committed to providing and maintaining a safe and healthy work environment. Safety is everyone's responsibility. Our Health and Safety Program is designed to comply with the occupational health and safety legislation in place in all provinces in which we operate and, as such, it is designed to prevent harm or injury. We must set an example of safe leadership, be vigilant in following the health and safety policies that apply to our roles and correct unsafe behaviour immediately.

We expect you to work and act in a way that does not endanger your safety or that of our associates and our customers, including wearing and using the appropriate protective equipment, clothing and devices as required by your role. If you don't have the appropriate training, knowledge or equipment to complete a task safely, you should speak to a Supervisor prior to starting it.

If you see something that is unsafe or could cause harm, immediately report the condition to your Supervisor/Manager, the SCC Health & Safety Manager or, if applicable a member of the Joint Health and Safety Committee (JHSC).

[Health and Safety Policy](#)

## Leading With Integrity

### Sobriety: Drugs and Alcohol At Work

We are committed to a safe and healthy workplace where all associates are expected to come to work focused and ready to do their job.

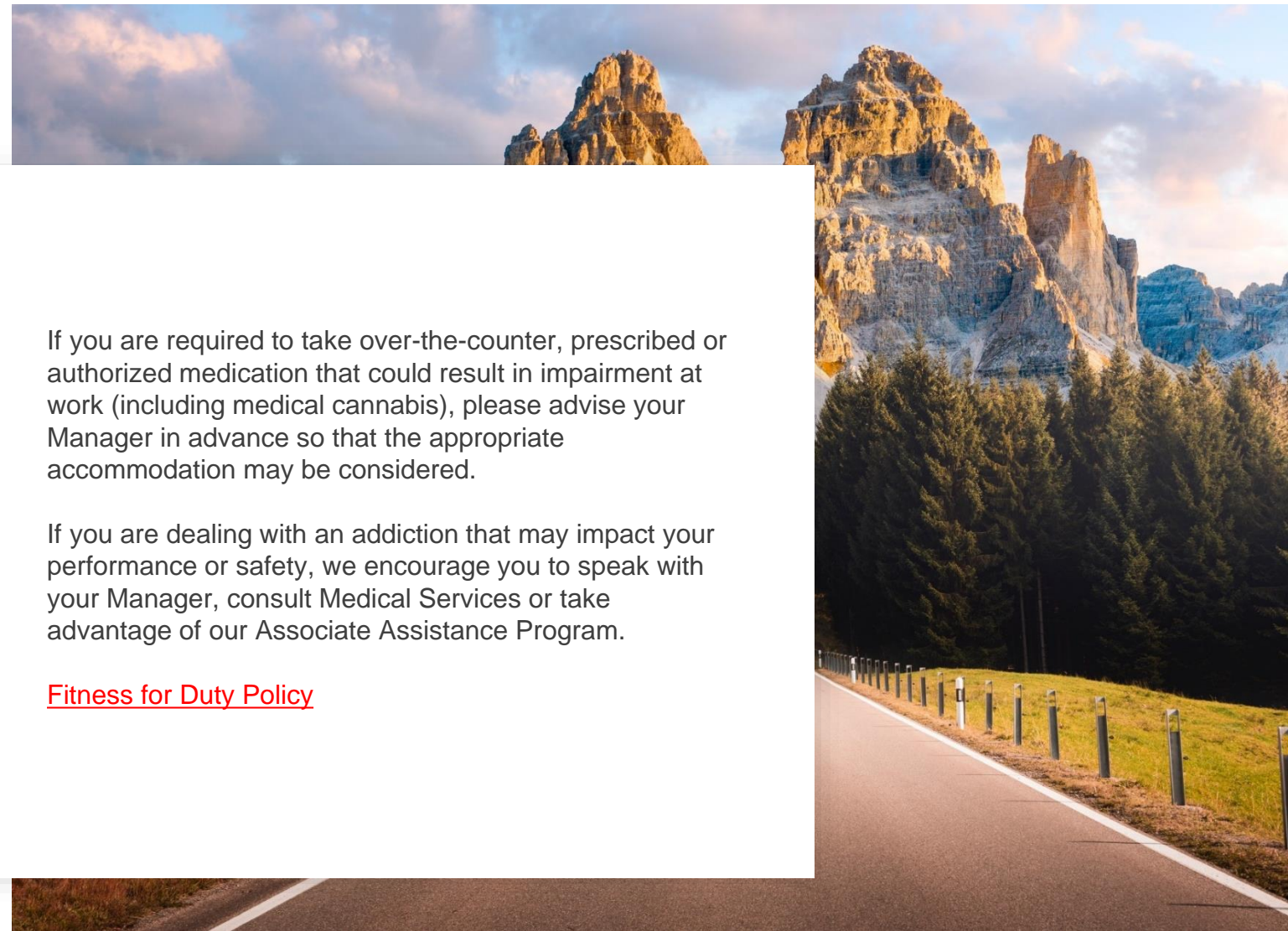
Being impaired from alcohol and or drugs while at work negatively affects your judgement and can cause serious injury to associates, customers and our partners.


We expect that our associates do not come to work impaired, and refrain from consuming illegal drugs, alcohol, or recreational cannabis, while at work or before work. If you are impaired, advise your Supervisor and do not come to work.

If you are required to take over-the-counter, prescribed or authorized medication that could result in impairment at work (including medical cannabis), please advise your Manager in advance so that the appropriate accommodation may be considered.

If you are dealing with an addiction that may impact your performance or safety, we encourage you to speak with your Manager, consult Medical Services or take advantage of our Associate Assistance Program.

[Fitness for Duty Policy](#)





# 3| Building Trust & Transparency



## Building Trust & Transparency

# Confidentiality

We all have the responsibility to keep company information that has not been publicly disclosed and can be attractive to third parties, including competitors, criminals and the media confidential. This includes but not limited to sales and financial information, project and marketing plans, processes and supplier, associates and customers' information.



We protect our confidential information from improper use and respect other confidential information entrusted to us by third parties, regardless if is oral, in writing or electronic. Unauthorized use of such information can lead to serious implications for the Company.

Only share confidential information if you are required to do so and have consulted with your manager, HR or the Finance Department. If you don't know whether information is confidential, ask your Manager or contact the HR or Finance Department.

### Privacy

Our privacy policies are designed to comply with privacy legislation in all provinces in which we do business. Protecting the privacy of our associates and customers is vital to building trust and safeguarding our brand and reputation. We collect, maintain or transfer personal information through our many interactions in our retail stores, distribution centres and offices across the country.

We should always respect the privacy of personal information and ensure that we comply with all our customer and associate privacy policies.

Non-compliance with our company policies and privacy law can have significant consequences

for our company in the form of privacy breeches, fines and penalties. If you are unsure what is considered personal information, please ask your Manager.

### Surreptitious Recordings in the Workplace

Surreptitious audio or video recordings are recordings that are made secretly and out of sight, without the knowledge or consent of the party being recorded. Recordings of conversations and interactions in the workplace can cause material damage to the relationship of trust between the people we work with. Such recordings can also inadvertently capture personal (private) information or sensitive business information and expose that information in a manner that is inconsistent with our Confidentiality and Privacy policy.

Accordingly, surreptitious audio and/or video recording of conversations between employees, customers, management, or any other parties in the workplace or during the scope of one's activities as an associate of Sleep Country Canada, is strictly prohibited. This includes recordings captured by mobile devices (e.g., smart phones) or any other electronic recording device, as well as those captured by utilizing the recording features sometimes available on video conferencing applications.



## Building Trust & Transparency

### Conflict of Interest & Non Solicitation

A conflict of interest arises or may be perceived to arise when your personal interests either appear to influence, or do in fact influence, your ability to make the right decisions on behalf of our company. This can include the misuse of the company's property or your position in any way to support outside or personal activities.

It is our shared responsibility to ensure that nothing interferes with our ability to make honest business decisions in good faith, that are always seen first and foremost through the lens of what is in the Company's best interest.



Conflicts of interest may include: conducting business on behalf of our company with a company from which you or a family member might benefit; investing in one of our competitors or suppliers, or receiving compensation from a supplier, if you have a business relationship with the supplier in your role; accepting a payment or benefit from another entity for work that you perform on our behalf; taking for yourself (or diverting to others) a business opportunity that is intended for us; or accepting employment with a competitor or potential competitor, regardless of the nature of the employment, while you are working here. This is not an exhaustive list.

#### Employment Conflicts of Interest

Relatives, spouses and/or people with whom an associate of the company has a personal relationship may be hired and permitted to work at the same locations, providing no direct reporting or supervisory relationship exists. Prior to employment, promotions, or transfers, associates are responsible for disclosing potential or existing situations concerning any relationships that puts them in a supervisory relationship to their manager who will inform HR.

Declaration of any activity that may cause a real or perceived conflict of interest is the best way to avoid being off side of the Code, as such, if you believe you may be in

a conflict, you should disclose it to your Manager or HR who can provide you with guidance as to what is the best course of action in the circumstances.

As an associate of the company, you agree to devote your entire employable time, ability and attention to the Company's business and shall use your best efforts to promote the interests of the Company. It is also understood that you shall not, during your period of employment, engage in any other business or employment (including business or employment of a non-competitive nature) without the prior written consent of the Company.

#### Non Solicitation

Associates agree that, while they are employed by our company and for a period of 12 months immediately following the termination of their employment (whether voluntary or involuntary), they will not, directly or indirectly, on their own, or together with or on behalf of any other person, firm, corporation or business, solicit, entice, induce, or otherwise cause, or attempt to solicit, entice, induce or otherwise cause, any employee, consultant, supplier or agent of our company to leave, cease working for or terminate their relations with our company or otherwise interfere with or attempt to interfere with such relations.

## Building Trust & Transparency

# Managing Gifts and Entertainment

An associate must never allow personal interests or relationships to influence their ability to make objective business decisions. For this reason, we (“the Company”) follows strict rules relating to gifts to and from persons, organizations or groups doing business or seeking to do business with the Company. Associates must not accept or provide, directly or indirectly, gifts of value, including goods, services, entertainment, hospitality, cash, cash equivalents, or any other benefit. Associates must never accept or provide a gift that takes the form of cash or cash equivalents (such as gift cards), or that could reasonably be seen as:

- improperly influencing your professional decision-making;
- creating a conflict of interest between your personal interests and the interests of our company; or
- excessive in terms of value or frequency.

If an associate is not sure if a gift or benefit is acceptable, they should contact the Human Resources Department.



### Gifts or entertainment may be accepted from and given to third parties if they meet all the following criteria:

- Gifts or entertainment accepted from or provided to third parties must have a legitimate business purpose and be consistent with Company values and policies.
- Gifts or entertainment accepted from or provided to third parties should generally not exceed \$100 per gift or \$500 during any 12 month period.
- Gifts and entertainment accepted from or provided to third parties should be infrequent.
- Multiple gifts or entertainment functions accepted from or provided to the same third party in a short period of time is discouraged.
- Gifts and entertainment should never be requested or reflect negatively on your reputation or the reputation of the Company.
- Never accept or provide gifts and entertainment that are illegal.
- Gifts of cash, cash equivalents, gift certificates, gift cards, stock, bonds, stock options, or loans may never be accepted from or provided to third parties.
- Never accept or provide any gift, favor, business courtesy, or entertainment that may create a feeling of obligation, compromise your judgment, or appear to inappropriately influence you or the recipient.
- Associates directly involved in the negotiation with a Company supplier may only accept or provide gifts of nominal value or modest entertainment (i.e., meals or refreshments).
- No gifts or entertainment may be accepted from or given to competitors.

For more information or guidance, please refer to the Company’s [Gifts, Awards and Entertainment Policy](#). In all cases surrounding the acceptance and giving of gifts, associates must comply with this policy.

## Building Trust & Transparency

# Electronic Devices and Acceptable Use

Use of electronic devices that belong to or are paid for by our company, such as mobile phones, computers and laptops, are for the benefit of the Company. It is important that we handle these assets securely and protect them from misuse, theft or damage.

Always ensure you are protecting your company access, network ID's and passwords.

If you are using company owned or paid for devices for personal use, you should be aware that we have the right to access these assets at any time. Please refer to our [Acceptable Use Policy](#) for more information.

[Internet and eMail Policy](#)



# Cyber and Information Security

We strive to maintain secure information systems that are equipped with internal controls to protect against unauthorized access, loss, disclosure or modification of confidential information, accidents or natural disasters, or malicious acts by individuals.

Information security is a responsibility that must be shared by all of our associates, independent contractors, agents and our third-party affiliates.

We encourage you to be aware of your cyber security responsibilities as they pertain to your role. All information security policies are modelled after the internationally recognized ISO/IEC standard. These policies are found on Sleep Net under IT > IT policies & Procedures.

[Mobile Device Policy](#)  
[Password Policy](#)



## Building Trust & Transparency

# Social Media and Media Enquiries

The content that we share on our social networks and online communities is how we portray ourselves to the public. It should be respectful and accurate. When sharing content on behalf of the Company, use sound judgement and common sense and respect intellectual property rights.



It is important to always state your affiliation when posting about our company on your personal social media accounts; for example, by using the hashtag of your organization, i.e. **#SCCassociate**

Do not post or share anything negative about the company, our customers, associates, competitors or suppliers.

Do not engage with negative online customer feedback on behalf of the company (this will be handled by a trained team member).

Do not share images, video or text of customers or other team members on social networks without their permission.

Do not create public groups or profiles on behalf of the company.

Do not send friend requests to customers or vendors for business motives.

[Social Media / Media Policy](#)



# 4| Conducting Business Fairly

## Conducting Business Fairly

# Fair Dealing and Fair Competition

We serve Canadians and represent brands that are trusted in this country. We compete fairly in the markets in which we operate and comply with competition and anti-trust legislation.

Legislation exists to protect competition, and non-compliance can have significant consequences for the Company and you personally in the form of reputational damages, lawsuits, financial and criminal penalties.

Always act fairly and independently from our competitors or suppliers. We expect our associates to avoid becoming intermediaries between competitors or suppliers. Neither provide nor request future retail pricing, product volumes, promotions or information about the markets in which we will or will not operate. Associates must not share our confidential, non-public or commercially sensitive information, such as business strategy or promotional plans, with our

competitors or suppliers, and if information is received in error, report it, delete it and do not share further. You are required to consult with your manager prior to meeting or communicating with competitors, for any reason.

We champion transparent marketing practices and do not produce misleading or inaccurate advertising. We must all strive to ensure that we are compliant with Competition Bureau regulations and that our marketing and savings claims are substantiated by the business processes we have in place.

## Conducting Business Fairly

# Securities trading

We encourage all associates to become shareholders of the Company and believes everyone should make investment decisions based on information that is publicly available.

In our roles, we are often exposed to information about our company and our affiliates that is not publicly known, or if it was known, that may influence the market price of the company's securities. This insider information is called "material undisclosed information" and trading based on this information is strictly against the law. Examples of this kind of information include strategic plans, proposed acquisitions or mergers, positive or negative earnings, financial results or forecasts, changes in executive management, significant litigation or mergers and acquisitions.

If you are aware of material undisclosed information, buying or selling stock or other securities of our company or its affiliates either directly or indirectly (i.e. through friends or family members), is prohibited. Disclosing or "tipping off" material information to others is a form of insider trading and is also against the law. We may announce trading blackouts or trading windows when you are prohibited from

trading in our company securities until the restrictions have been lifted.

**If you are not sure if information is considered "material undisclosed", ask the office of the CFO about it by email before trading.**

Any inquiry from financial analysts or anyone from the financial and investment communities should also be directed to the CFO. Please refer to [Corporate Disclosure Policy](#) and [Insider Trading and Blackout Policy](#) for more information.

We expect you to report any violation of this Code, including any potential or suspected violations of accounting standards or securities laws as stated in our [Complaints Reporting Procedure and Non-Retaliation Policy](#).



## Conducting Business Fairly

# Anti-Bribery, Corruption and Anti-Money Laundering

We buy from suppliers around the world, operate retail stores across Canada, and interact with many third parties on a regular basis. These interactions may create a risk of bribery, corruption and money laundering.

Bribes include giving or receiving monetary payments of any size, gifts, travel, hospitality and even offering employment to relatives of third parties. Corruption is the wrongful use of power by an individual for private benefit and includes a range of unethical behaviours from accepting bribes in exchange for preferential treatment, conflicts of interest and anti-competitive behaviour. Money laundering is an effort by individuals or organizations to hide proceeds of their crimes by making those proceeds look legitimate.

These are serious crimes that would have a significant impact on our operations, financial results and company reputation. We have zero tolerance for any form of bribery, corruption or money laundering, and strictly follow anti-bribery and corruption laws in the markets in which we operate. You must not seek, accept, pay or offer bribes, payments or gifts to obtain a favourable outcome. Making corporate donations to improperly influence others is also prohibited.

We expect that all the affiliates we work with, in particular those who perform services on our behalf, also follow our zero-tolerance approach to bribery, corruption and money laundering. We must do our due diligence on our suppliers, including understanding ownership, and ensure they provide us with accurate information so we can determine if payments are appropriate and legitimate.

**Be vigilant and if something doesn't seem right, report any potential violations to your manager.**

## Conducting Business Fairly

# Anti-Fraud

Fraud can include an intentional act of deception, forgery, lying or concealment of material facts to obtain an unfair advantage. It is a serious crime that can impact our operations, profits and reputation and may result in legal action against the Company and the individuals involved.

Any act of fraud will not be tolerated by the Company, regardless of how immaterial it may be. Every associate has a personal responsibility to protect our company assets, whether tangible (such as equipment and facilities) or intangible (corporate opportunities, intellectual property, trade secrets and business information) from misuse or misappropriation. We expect you to be clear in your dealings with customers and third parties that we will not tolerate fraudulent activities.

We expect associates to ensure proper use of our company benefit programs, and act in compliance with our travel, entertainment and credit card policies.

Compliance with generally accepted accounting principles and internal controls and procedures is expected at all times, and all of the Company's books, records and other documents must accurately account for and report all assets, liabilities and transactions.

Every associate has a responsibility to report any suspected case of internal or external fraud. Contact your Manager or HR if you have any questions or concerns.

[Corporate Card Policy and Procedures Guide](#)

[Travel & Business Expense Policy](#)



# 5| Raising a Concern – Speaking Up

# Raising a Concern – Speaking Up

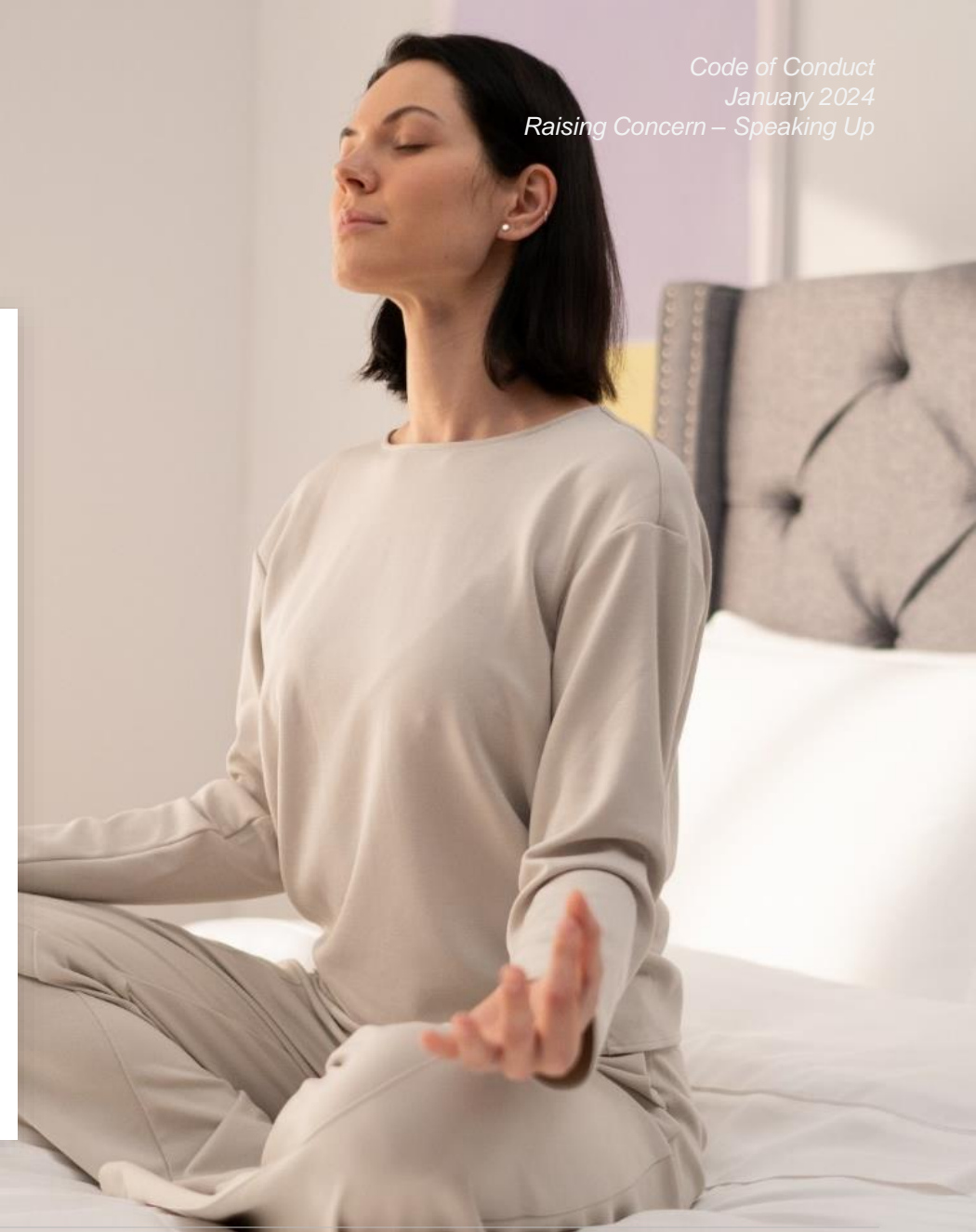
Understanding and complying with the Code is a condition of working with us and is critical to earning each other's trust as well as the trust of our customers and partners. You are expected to read our policies referenced throughout the Code, and you are encouraged to bring forward any question you may have to your manager, HR or senior leadership. Failure to complete the annual mandatory acknowledgement and confirmation that the code has been read in a timely manner is subject to disciplinary action.

**We are committed to a culture of trust and transparency and encourage you to speak up if you suspect there has been a violation of the Code.**

We are all responsible for immediately reporting suspicious activities, unethical practices, discriminatory or disrespectful

behaviour, non-compliance and suspected non-compliance with laws, regulations, the Code or Company policies, procedures or training. We will respect confidentiality and will deal with all reports fairly and appropriately. Information will be shared only on a "need to know" basis or if required by the law.

Rest assured, associates will not be retaliated against if they speak up. Any associate who retaliates against anyone who has reported an incident or potential incident in good faith, or any associate, third party, director or officer who compromises or violates the Code, is subject to discipline, up to and including dismissal. In order to maintain the integrity of the Code, intentionally false or misleading complaints made under the Code, will not be tolerated.



## Raising a Concern – Speaking Up

There are many ways to raise a concern...

For any matter, you can contact:

- Your Manager or any member of your businesses Management Team
- Your HR Manager
- Email: [AllHR@sleepcountry.ca](mailto:AllHR@sleepcountry.ca)
- Compliance and Internal Controls  
[allinternalcontrolcompliance@sleepcountry.ca](mailto:allinternalcontrolcompliance@sleepcountry.ca)
- Whistleblower Hotline
- For SCC/DV associates only, use this form on Sleepnet: <http://portal.sleepcountry.ca/sites/IC/Pages/Feedback.aspx>
- For our subsidiaries, call: 1-888-SLEEP88 x22341

For questions or concerns about employment, benefits and workplace matters contact:

- Your manager
- Your HR representative
- Email: [AllHR@sleepcountry.ca](mailto:AllHR@sleepcountry.ca)

We take your concerns seriously.