

Building a Good Business

Summit Materials, Inc.

CODE OF BUSINESS CONDUCT AND ETHICS

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Message from the CEO

Summit Materials is a market leading producer or aggregates and cement with vertically integrated operations that supply ready-mixed concrete and asphalt in select markets. We are committed to being an ethical and responsible member of the business communities in which we operate and continually strive to be above reproach in fulfilling our responsibilities to our communities, customers, business partners and to the environment.

Summit Materials will conduct its business in strict compliance with applicable laws, rules and regulations and with honesty, integrity and a strong commitment to the highest standards of ethics. We have zero tolerance for noncompliance and expect management to lead by example.

The Code of Business Conduct and Ethics defines the principles, values, standards and rules of behavior that guide our decisions, procedures and systems. Given the variety and complexity of our activities, a wide range of situations may arise that require ethical decisions to be made. The Code is therefore intended as a guide, not an all-inclusive reference.

When situations require interpretation of ethical principles, teammates should remember our commitment to operate in the highest moral, ethical and legal manner and that help is always available. Teammates should feel free to discuss any questions with their supervisors at the operating company level as well as with higher levels of management.

By living our core values of safety, sustainability, integrity and inclusivity, we will maintain a good business with a strong, respectable reputation in the markets we serve. Thank you for your personal commitment to our shared goal – Summit, at all times, acts with integrity.

Anne P. Noonan
President and Chief Executive Officer
Summit Materials, Inc.

I. Introduction

a. Purpose and Scope

The Code of Business Conduct and Ethics (the “Code”) serves as a guideline for all directors, officers, employees (“teammates”) of Summit Materials, Inc. and its subsidiaries (the “Company”). Teammates should exercise care to comply with the Code and avoid any appearance of impropriety or violation in dealings with teammates, agents, customers and suppliers of the Company. Additional policies and procedures that supplement those contained in the Code can be found on the Company’s SharePoint site. In the case of the Company’s non-employee directors, compliance with this Code is subject to the provisions of the Company’s certificate of incorporation, bylaws and any stockholders or other agreement to which the Company is a party.

As further noted below, no policy can provide rules to cover every situation. Throughout the Code, you will find intranet links to other Company policies and procedures that include additional guidance and rules regarding the topics discussed here. These policies and procedures are incorporated into the Code by reference.

In addition, you should never hesitate to seek further information or guidance from the following teammates:

Legal
Human Resources
Communications

b. Culture of Compliance - We All Have a Role

Together, we are the face of the Company, and have a responsibility to each other, our customers, and the communities in which we work, to adhere to robust ethical standards and to encourage our fellow teammates to do the same.

All teammates shall:

- Comply with the Code
- Report any behavior that is inconsistent with our values, as described in the Code
- Discuss any questions on the Code with your manager in the case of teammates, or with the Chief Legal Officer in the case of directors and officers
- After reading and gaining an understanding of the Code, complete your acknowledgement within the learning management system
- Refer to the Code and related policies when needed in executing your role with the Company

In addition to the above, all members of management, including senior management, shall:

- Create and enable a work environment that supports complete compliance with the Code
- Encourage teammates to report any violations of the Code
- Immediately notify appropriate teammates in HR or Legal to investigate potential violations of the Code or laws and regulations; do not investigate on your own
- Take appropriate and instructed corrective action against violations of the Code, up to and including teammate termination
- Not retaliate, or allow others to retaliate, against whistleblowers who report concerns in good faith

No policy can provide rules to cover every situation. The Code serves as a guide to teammates and leads us to appropriate ethical decisions that ultimately benefit the Company's teammates and stakeholders. When faced with a situation in which you are not sure how to act or respond, ask yourself if your actions will:

- Violate any laws?
- Be consistent with the Company's mission, vision, and values?
- Reflect poorly on the image of the Company?
- Stand the test of public scrutiny?
- Compromise the safety or well-being of coworkers?
- Conflict with the best interests of the Company?
- Be interpreted as dishonest or unethical?
- Result in reporting inaccurate financial results?
- Result in the disclosure of Company information to unauthorized persons?
- Result in discriminatory action against another teammate, person or entity with which the Company does business?
- Result in inappropriate financial benefit to yourself, family or friends?

Maintaining the highest ethical standards requires not just that each teammate abide by the Code but also that teammates report any actions that may potentially violate the Code. Applicable laws and Company policy prohibit any covered party from retaliating or taking any adverse action against anyone for reporting in good faith or assisting in an investigation of a violation of the Code or for raising or helping to resolve any question regarding compliance with the Code. Any instances of retaliation should be reported.

c. Acknowledgement of Compliance with the Code

All teammates must complete an acknowledgement of the Code indicating that they understand and will abide by its requirements. This acknowledgement can be found in the learning management system. Beyond initial acknowledgement at the time of onboarding, teammates are assigned refresher acknowledgements on an annual basis.

The Code is not an employment contract, and the Company may at any time revise, change and supplement or eliminate any portion or provisions set forth in the Code with or without notice as it deems appropriate.

d. Reporting Violations

When in Doubt, Speak Out!

Report observed or suspected issues that violate the Code through ANY of the following channels:

- Your Local Supervisor and/or HR department

OR

- Our Ethics Reporting Website - <http://www.summit-materials.ethicspoint.com> . This website is administered by a neutral third party, which allows you to remain anonymous if you choose. The website may be viewed in English or Spanish.

OR

- Our Ethics Reporting Hotline - call the toll free ethics reporting hotline at 855-688-1942. This hotline is administered by a neutral third party, which allows you to remain anonymous if you choose. Representatives are available to speak to you in English or Spanish.

OR

- Contact Summit Legal Department at compliance@summit-materials.com

II. General Principles of Integrity and Ethics

a. Treating Each Other with Honesty and Respect

The Company emphasizes the importance of engaged teammates achieving excellent performance through a mutually beneficial relationship. Engaged teammates drive customer loyalty and are at the heart of the relationship model. We measure our success by the extent to which we engage every person such that every role is performed with excellence. We believe that we must have the right people (those with the right talents, skills and knowledge) in the right roles (those required to meet our customers' needs) with the right leaders (those who model leadership behaviors and who recognize, support and challenge their people) to be successful.

A mutually beneficial relationship requires a business partnership between teammates throughout the Company. It requires engaging teammates, broadly and openly sharing information and expectations and a relentless commitment to our values. It requires uniting teammates within our Company and driving it to succeed while simultaneously taking responsibility for identifying and fulfilling their career needs. The Code is the foundation from which a mutually beneficial relationship can grow.

Our teammates must feel safe to perform their job functions. As a preliminary matter, responsibility for enforcing the law rests with authorized law enforcement personnel. In the event of a situation that presents immediate risk to anyone's physical or mental health, you should call "911" or otherwise summon the police. In addition:

- Firearms and other weapons on Company premises or on Company assignments are prohibited¹
- Fighting, threatening behavior, or other acts of physical aggression on Company property, at Company events, or in activities representing the Company before, during or after work is prohibited

Together, we are responsible for creating an environment that brings out the best in each other; an environment in which teammates:

- Treat customers, suppliers and Company teammates with professionalism, dignity and respect
- Observe rules for working hours and attendance policies
- Respect the tobacco and smoking rules instituted at each facility
- Respect Company, customer and teammate property - stealing, misappropriation, removing or willfully damaging or destroying another's property is prohibited
- Comply with all federal, state, and local laws
- Comply with Company policies, including the Code

i. Culture of Respect and Preventing Harassment

We maintain a work environment that is free from any form of sexual harassment or other harassment, as well as from physical or verbal abuse or punishment.

We must ensure that we uphold a culture where no form of harassment is tolerated. Our respect for each other is demonstrated through careful and considerate interactions and communication. It is important to understand that we all come from diverse backgrounds, leading to different perspectives.

Harassment, as defined by the Code, encompasses any unwelcome, offensive, or discriminatory conduct that creates a hostile work environment. Examples of harassment include, but are not limited to, unwanted sexual advances, offensive comments or jokes, derogatory remarks, threats, or any other form of mistreatment based on an individual's protected characteristic such as gender, race, ethnicity, religion, age, sexual orientation, disability, or any other legally protected status.

Taking into account how our fellow teammates, partners, and customers might feel is paramount in fostering an inclusive atmosphere. What might seem to one as a lighthearted jest can, in fact, be offensive to another. Therefore, in our communications, we must be mindful that our humor and our actions are always understood and received positively by everyone.

At the Company, we strive to enhance interpersonal communication and cultivate a positive work environment. We strictly adhere to refraining from making any malicious or ambiguous remarks that could harm the reputation of individuals we interact with or tarnish the image of the Company. It is a violation of the Code to promote a religious or political group, both inside the Company or on behalf of the Company.

¹ This policy applies except to the extent prohibited by law. In a number of states, employees have a right to bring firearms to work. These laws generally require the firearm to remain secured in the employee's car during the workday. You are responsible for complying with any and all applicable firearm registration, permit, and safety laws. If you have any questions, please contact your local human resources office. It is incumbent on each teammate to comply with applicable laws. Further, certain Company or trade organization functions may involve the use of firearms (e.g., clay shoots). A teammate may seek a written approval from their supervisor in such instances.

ii. Embracing Diversity, Fostering Inclusion, and Ensuring Equity

We value diversity as a competitive advantage. That is why we advocate for belonging and equity. We prohibit any discriminatory act or statement that is based on race, gender, sexual orientation, physical condition, language, religion, politics or any opinion related to politics, national or social origin, economic, birth or any other factors that do not relate to skill set and/or qualifying experience.

Recruitment, promotion, training, compensation, and benefits are determined based on individuals' abilities, career experience, and alignment with the Company's values. It is crucial that we embrace diversity, value differences, and foster an inclusive work environment that encompasses all personnel and stakeholders.

iii. Teammate Benefits

Teammate Benefits are benefits accruing to teammates and their beneficiaries based on eligibility in accordance with Company policies or by federal, state or local laws. Benefits include, but are not limited to, health insurance, retirement benefits and paid time off.

Eligible teammates shall enjoy these benefits responsibly. It is unlawful and against Company policy to:

- Use the assets of the Company's teammate benefit plans, other than plan benefits and reasonable plan expenses, for the benefit of oneself or of any other party connected to the plans
- Falsify information to obtain benefits from the Company's teammate benefit plans
- Offer, request or accept a bribe or kickback or other gift from a director, officer, teammate or agent of the Company or from any other party connected with the plans, such as one providing services to the plans
- Fail to file or falsify, misrepresent or knowingly conceal information or submit inaccurate information required to be reported to government agencies or to participants and beneficiaries about the Company's teammate benefit plans, including but not limited to tobacco-free status
- Discriminate against any participant or beneficiary for exercising a right under a plan or to prevent the attainment of any right under a plan

b. Promoting Safety and Respect in the Workplace

i. Health and Safety

Safety is critical to the Company's success. We prioritize the protection of the lives, health and safety of everyone working for or with the Company. Our Code includes identifying and evaluating risks associated with our activities, providing necessary training and ensuring adherence to safety procedures.

Our goal is to prevent occupational accidents and ailments through the design and implementation of safety processes and training initiatives. We abide by all relevant US and Canadian occupational health and safety laws and in areas with insufficient or non-existent laws, we commit to implementing safe practices.

ii. Drug and Alcohol Abuse

Maintaining a workplace free from the influence of drugs and alcohol is fundamental to ensuring a safe work environment. The Company considers a drug free workplace to be one that is free from the use, manufacture, possession, sale, or distribution of alcohol or controlled substances. To that end, the Company expects its teammates to conduct business for the Company free from the influence of any substance that could impair job performance. This includes alcohol, illegal drugs, controlled substances, and in certain instances, prescription medication. Please refer to your local Segment HR Team for the specific drug and alcohol policy applicable to your role.

c. Information Management

i. Data Privacy

The Company places utmost importance on adhering to global laws concerning data protection aimed at safeguarding the private information of third parties. Ensuring the lawful and correct handling of personal data not only builds trust in our organization but is also vital for smooth business operations.

The safeguarding of personal data confidentiality and integrity serves as a cornerstone for establishing reliable business partnerships. We often need to collect and use personal data for our work. It's important to know that the laws in different places where we operate require us to clearly explain why we are allowed to use this information.

As a result, personal data should be processed in an honest and lawful manner and its access within the Company should be restricted to those who absolutely need it. Team members who are routinely involved with personal data are authorized access solely based on necessity. When there is a contractual requirement to disclose personal data to external parties, we must ensure that these third parties adhere to privacy standards as stringent as our own.

Situations involving the potential compromise of personal data due to unauthorized access, leaks, or loss, must be reported to the Legal Department, and the Legal Department will conduct a formal investigation. As part of the case resolution, applicable Company IT personnel will be engaged and must be thoroughly acquainted with the protocols in place for these incidents.

While we are committed to continuous improvement and recognize that leveraging information is key to maintaining a competitive edge, it is imperative that data and resources are kept secure. Please refer to the [Summit Materials Privacy Policy](#).

ii. Protecting Confidential and Proprietary Information

As part of the Company's commitment to data privacy, teammates are expected to protect the Company's confidential and proprietary information at all times - during work hours, beyond the workplace, and even post-employment.

We uphold a strict policy against divulging sensitive and confidential information to any external parties, including close relatives and friends, barring exceptions driven by legal requirements or essential business operations. In such scenarios, we make it a point to execute confidentiality agreements. Confidential information is shared among Company teammates only on a need-to-know basis for work-related purposes.

Discussing topics pertaining to confidential information in public places or with individuals external to the Company is strictly forbidden.

Please refer to the [Personally Identifiable Information Policy](#) for additional information.

Examples of Confidential Company Data We Must Protect (this is not a comprehensive list):

- Accounting Information
- Business Plans / Strategic Information
- Financial Projections
- Investments
- Trade Secrets
- Mergers, Acquisitions, and Divestitures
- Supplier Data
- Salary and Benefit Data
- Customer Data
- Cost and Pricing Information
- Project Information / Technical Specifications
- Research and Development

We exercise utmost discretion and take appropriate measures to gather, secure, access, and protect information associated with teammates, suppliers, and third-party associates that we encounter in our professional capacity. This diligence ensures prevention of unauthorized access and adherence to pertinent corporate policies. We also must protect our systems and networks by taking care not to reveal any passwords or accidentally allowing access to any of these resources.

Company personnel and third parties, as well as internal and external auditors, are equally bound to keep such information confidential.

When government authorities require confidential information, we may provide it only if the request is made in writing, meets applicable legal requirements and is approved by your immediate supervisor and the Chief Legal Officer.

Intentionally manipulating, destroying or altering any Company documents is recognized as a fraudulent activity and is strictly prohibited. Please refer to section **III.h Legal Holds/Preservation Notices** below for further details.

The data we handle in our day-to-day operations may contain sensitive information that should always be safeguarded from being disclosed to unauthorized individuals.

We must not undertake or suggest any actions that utilize confidential information to which we have been privy for our personal advantage or the benefit of outside parties.

a. Keeping Accurate Business Records

We shoulder the responsibility for ensuring the integrity and accuracy of our Company's information and business and financial records. Adhering to accounting policies and prevailing standards and employing common sense are key components in creating these records. We take care to maintain clear, detailed and accurate records that faithfully reflect all transactions.

These records are organized, stored and disposed of in alignment with our [Record Retention Policy and Schedule](#) and US laws.

We diligently record all payments and transactions in the Company's books to present an accurate and comprehensive view of our business dealings. This level of detail is required for all transactions and expenditures, regardless of their financial significance.

iii. Cash and Bank Accounts

All cash and bank account transactions must be conducted in accordance with applicable federal, state and local laws and [Company policies](#). All accounts should be established and maintained in the name of the appropriate corporation or operating company and with appropriate Company written authorization. All transactions and accounts involving Company funds should be clearly and accurately identified in the corporate accounting records. All cash received should be promptly recorded and deposited in a corporate bank account. No funds should be maintained in cash, except to the limited extent reasonably necessary for normal business operations in accordance with Company policy. Personal use of Company bank accounts is expressly prohibited.

iv. Accounting Records and Internal Controls

The Company prepares financial statements in accordance with accounting principles generally accepted in the United States. The Company is required to comply with the Securities and Exchange Commission ("SEC") and New York Stock Exchange ("NYSE") reporting requirements as well as applicable provisions of the Sarbanes-Oxley Act. The Company must see that all accounting functions operate to the highest standard and that the accounting records

maintained are in accordance with those standards as well as local laws and regulations. In addition, the Company is committed to providing full, fair, accurate, timely and understandable disclosures in periodic reports and other documents the Company files with, or submits to, the SEC, NYSE and in other public communications.

All financial statements, books, records and accounts of the Company must accurately reflect transactions and events and conform to legal requirements, standard accounting practices and the Company's system of internal accounting.

Teammates are required to adhere to the Company's internal control and financial reporting procedures when generating, recording and reporting the Company's transactions. Internal controls are a system of checks and balances put in place by the Company to promote accuracy of financial results and reports. Teammates shall not override any internal controls and shall immediately report instances of overrides and internal control failures if they become aware of them. While the officers of the Company have overall responsibility for the Company's financial statements, accounts and system of internal controls, this responsibility is shared with all levels of management of business functions throughout the Company.

As a teammate, you are required to promptly notify the Company's Chief Financial Officer and/or Chief Legal Officer if you become aware that the Company's financial statements, books, records or accounts may not meet the standard above or that any teammate has violated any of the Company's internal control and reporting procedures. You may also report these concerns to the [ethics reporting hotline or website](#).

For additional information, please refer to the [Summit Accounting Manual](#).

b. Managing Personal Investments

v. Stock Trading Windows

To buy securities issued by the Company, directors and teammates must strictly observe the internal [Securities Trading Policy](#) governing this activity.

Teammates should only make decisions related to their participation in the Employee Stock Purchase Plan (ESPP) during permitted trading windows. All shares acquired pursuant to the ESPP are subject to the terms and restrictions of the Securities Trading Policy.

vi. Insider Trading

U.S. Securities laws prohibit trading on the basis of material, non-public information (i.e., insider trading). Teammates who have access to material non-public information about a company, including the Company, regardless of its source, are not permitted to use or share that information for their personal benefit for securities trading or other purposes. All non-public information about the Company, its customers, suppliers or joint venture parties should be considered confidential information. Trading in securities of the Company or other public companies while in possession of material, non-public information may constitute illegal insider trading, and it also may be illegal to communicate or "tip" such information to others who do not have a legitimate business need for acquiring the information. Additional information regarding avoiding insider trading is available in our Securities Trading Policy.

c. Engaging in Political Activities

We are free to personally participate in political activities under the following conditions:

- Our individual involvement must comply with legal regulations.
- Our individual political activities should take place during our personal time, and not use any of the Company's assets, resources, facilities, or brand for these pursuits.

- We should refrain from influencing or exerting pressure about our political preferences on other teammates or third parties such as suppliers or customers.
- Our political beliefs and activities should not impact our professional performance.

Teammates must review in advance any political contributions or activities on behalf of the Company, or use of Company property for political purposes, with the Chief Legal Officer or his or her designee.

vii. Lobbying

For the purposes of this Code, "lobbying" refers to the practice of influencing or seeking to influence governmental decision-makers at all levels—local, state and federal—on issues relevant to the organization's interests. This may involve various activities, such as direct communication or negotiations with officials, contributions to political campaigns, public relations efforts or participation in any other form of advocacy aimed at shaping public policy. If approved, lobbying activities are to be conducted in a transparent, ethical and lawful manner, in accordance with the guidelines and procedures set forth in this Code.

Pre-approval from the Legal Department is required before committing any time or resources to lobbying activities.

d. Managing Company and Customer Resources

Company and customer resources include equipment and other property, personnel and funds entrusted to the Company or directly to a teammate to aid them in performing their duties or fulfilling customer requirements.

Teammates must not make improper use of Company or customer resources nor permit others to do so. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. Examples of improper use include, but are not limited to, unauthorized appropriation, possession or personal use of Company or customer assets, personnel, technology, software, computers, communication equipment or office supplies. As a teammate you are personally responsible and accountable for the proper use of property in your custody.

Company personnel shall not be used for personal benefit or required to perform other duties outside of the course and scope of employment. In addition, Company property should not be used for personal benefit, sold, loaned, given away or otherwise disposed of, regardless of condition or value, without proper authorization.

e. Managing Relationships with Family Members

Company teammates may employ relatives or hire them as consultants only in accordance with the Company's [Anti-Nepotism Policy](#).

If you are in a position where you could be involved in the hiring decision of a relative, you need to remove yourself from the recruiting and hiring process.

In situations where a family member is a key stakeholder, such as a partner, manager or teammate of a customer, supplier or competitor, we must refrain from:

- Engaging in negotiations or making decisions concerning the respective customer, supplier or competitor. Instead, we should request a superior to assume the decision-making responsibility.

We are also required to disclose if a family member is associated with any of the Company's customers, suppliers or competitors in the [Conflict of Interest Statement](#).

f. Related Party Transactions

Any transaction between the Company and any executive officer, director, director nominee, security holder who owns 5% or more of the Company's securities or their respective immediate family members should be reviewed in light of the requirements of the [Related Person Transaction Policy](#). The Related Person Transaction Policy outlines the review and approval process related to such transactions. Any questions related to the application or requirements of the Related Person Transaction Policy should be directed to the Company's Chief Legal Officer.

III. Conducting our Business in a Responsible Way

a. Conflicts of Interest

The Company expects teammates to avoid situations that may create conflicts of interest or the appearance of conflicts with the interests of the Company.

A "conflict of interest" exists when a person's own interests (including the interests of a family member or an organization with which the person has a significant relationship) interfere or appear to interfere with the interests of the Company. Conflicts of interest may also arise when a teammate or member of his or her family receives improper personal benefits as a result of his or her position with the Company. Many conflicts of interest or potential conflicts of interest may be resolved or avoided if they are appropriately disclosed and approved. In some instances, disclosure may not be sufficient, and the Company may require that the conduct in question be stopped or that other appropriate actions are taken to mitigate any potential conflict.

To avoid conflicts of interest, teammates shall not:

- Take for themselves any opportunity that is discovered through the use of the Company's property, information or position
- Act as a consultant to a Company customer or supplier
- Use the Company's property, information or position (including their Company title or Company stationery) for personal gain
- Be involved in the decision of the Company to do business with a company in which that teammate or a member of the teammate's family has an interest
- Resell Company products purchased from the Company at a special price made available to teammates by the Company
- Directly or indirectly acquire an interest in real property, leaseholds or other rights in which the Company or a customer or supplier has an interest (or in which a teammate knows or has reason to believe at the time of acquisition that the Company or a customer or supplier is likely to have an interest)
- Compete with the Company either directly or indirectly

If personal relationships develop between teammates that might lead to a conflict of interest, especially when a teammate becomes a direct hierarchical report of the other party, this situation should be reported to the Human Resources team.

i. Conducting External Activities

It is prohibited to perform activities outside the Company if the activities cause any conflict of interest with the Company, interfere with our work responsibilities or involve a risk to the Company's reputation.

It is also prohibited to perform, as paid work, the same activities that we carry out as part of our Company role, even if we do it on our own time.

We can become partners or associate members in businesses outside the Company, provided that:

- Our partnership or associate membership does not interfere with our responsibilities inside the Company.
- The businesses where we are partners or associate members do not perform activities similar or supplementary to those conducted by our Company.
- The nature of the partnership does not involve any conflict of interest with the Company.
- If we are appointed members of any board of directors of for-profit companies outside the Company, we must disclose it in the Conflict of Interest Statement. We cannot, under any circumstance, accept board of directors members or management appointments of any Company competitors.
- We may work as professors and/or directors of non-profit organizations or universities unless this participation causes any conflict of interest. We must disclose these acts in the Conflict of Interest Statement.
- We can work as managers of family-owned companies unless this company is a customer, supplier or competitor of the Company and such engagement causes conflicts of interest with us. We must request pre-approval from the Legal Department for these situations and disclose this in the Conflict of Interest Statement.

ii. Handling Conflicts of Interest

When we face a conflict of interest or a situation that might eventually cause a conflict of interest, you must report it promptly to the Legal Department, giving a complete and detailed description of the situation, recording the event and providing all the information that might be relevant to make a decision. Please use the [Conflict of Interest form](#).

These statements are reviewed by the Legal Department, who will decide, based on the established guidelines, if the potential/actual conflict requires additional measures to mitigate the risk posed by the conflict. If the review guidelines do not adequately address the situation in question, the Legal Department will escalate to the Chief Legal Officer for discussion and next steps.

iii. Interlocking Directorates

All members of the Board of Directors are required to complete a director questionnaire to confirm these members do not also serve on the board of any competing entity. This verification ensures the Company is not in violation of antitrust laws related to interlocking directorates. As part of existing board governance practice, the director questionnaire and responses are reviewed and updated annually.

b. Competing Fairly

The antitrust laws of the United States and Canada were created to promote a free and open marketplace, protect consumers and prohibit anti-competitive behavior and unfair business practices.

To promote competition, antitrust laws prohibit a wide range of transactions or practices. No written, electronic or verbal agreement or understanding may be made with competitors to:

- Fix, stabilize or control prices, credit terms, discounts, rebates or output
- Allocate contracts, markets, customers or territories
- Boycott certain customers or suppliers
- Refrain from, or limit the manufacture or sale of any product or service

- Participate with any other entity or individual(s) to rig bids or to collude on bids or quotations for any products or services being purchased or sold by the Company
- Collaborate with other buyers of the same goods or services in any collective purchasing program, without written approval of the Company's Chief Legal Officer
- Without prior approval from the Legal Department, refrain from hiring or soliciting competitor employees, commonly known as a "no-poach" agreement
- Coordinate wages or other forms of compensation for employees
- Enter into any agreement on the condition of receiving or providing a benefit from or to a third party

The provisions of the antitrust laws apply to both formal and informal communications and public and private business. Teammates involved in trade association activities or in other situations allowing for less formal communication among competitors, customers or suppliers must be especially alert to the requirements of the law. It is important to both fully comply with applicable antitrust laws and to avoid conduct and business practices, including written language contained in agreements, that could be misinterpreted to suggest an attempt to dominate a market or foreclose competition, or that suggest that we have agreements or understandings with competitors that restrict competition.

Antitrust laws are complex, and you should contact the Company's Chief Legal Officer or their designee if you have any questions or observe conduct that might raise antitrust issues. Violation of antitrust laws is a felony and can result in criminal prosecution as well as significant personal monetary fines against the Company and you individually. For further information, please refer to the Company's [Antitrust Policy](#).

c. Fraud

Fraud is the deliberate falsification, omission, addition or removal of information or assets by one or more teammates or third parties in order to unlawfully extract value from or unlawfully cause value to accrue to a company. Fraud may involve, but is not limited to, the following:

- Manipulation, falsification or alteration of records or documents, including expense reports
- Misappropriation of assets or resources
- Suppression or omission of the effects of transactions from records or documents
- Recording of transactions without substance
- Intentional misrepresentation of results in order to manipulate share prices, individual bonus or target amounts, or to influence decisions of the users of financial reporting

Employees and supervisors throughout the organization have the practical responsibility to utilize our system of accounting and internal controls in a sustained effort to prevent and detect fraud. In case of suspicion or detection of fraud, notify the Company's Chief Legal Officer or their designee. The suspicion may also be reported to the ethics reporting hotline or website.

d. Anti-Bribery and Corruption

In addition to the other requirements under the Code, the Company prohibits improper international business practices and complies with all applicable anti-bribery and anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act ("FCPA"), similar laws of host nations and related anti-bribery conventions. It is the policy of the Company that all teammates, directors, third-parties, representatives and agents of the Company are prohibited from offering, promising, making, authorizing or providing (directly, or indirectly through third parties) any payments, gifts or the transfer of anything of value to any government official (including family members of the official) in any jurisdiction to influence or reward any official action or decision by such person for the Company's benefit. Neither the funds of the Company nor funds from any other source, including personal funds, may be used to make any such payment or gift on behalf of or for the benefit of the Company in order to secure a business advantage.

All teammates, directors, third parties, representatives or agents of the Company should conduct business on its behalf at all times honestly and without the use of bribery, inducement or corrupt practices in order to gain an unfair advantage. Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical, a breach of trust or the improper performance of a function or activity.

Each teammate or director has a direct, personal responsibility for complying with anti-corruption laws and a violation of these laws will result in appropriate disciplinary action and could include termination. Any time that you are faced with a decision that involves providing something of value to a foreign official, or any payment to any party not in express compliance with the Code, you should consult the Company's Chief Financial Officer and/or Chief Legal Officer (or their designees) and should not decide on your own whether any particular course of action is permitted or prohibited by applicable anti-corruption laws.

Anti-Corruption and Bribery - Key Considerations

- Gifts and hospitality are only provided in accordance with Company policies.
- Any payments or expense reimbursements involving government officials require written approval from Legal.
- Legal support is requested when entering into contracts or agreements with third parties.
- Our books, records, and accounts are always accurate and truthful.
- Verification of the recipient's identity and background for any charity, donation, or sponsorship is mandatory, along with obtaining authorization per applicable policies.
- We do not make payments without proper receipts or invoices.
- We prohibit upfront cash payments or any other unusual payment arrangements.

Red Flags – Dealing with Government Officials

- A political candidate standing for election requests a contribution from the Company, either towards their campaign or towards a program or cause they endorse.
- A local official solicits a commission or cash payment in exchange for facilitating contracts or work permits.
- A government client requests reimbursement for personal expenses incurred during a visit to the Company's facilities.
- A third-party representative acting for the Company charges a facilitation fee in negotiating a Company contract with a government official.
- A government official desires to include their family on a visit to a Company facility.
- An international government official requests an extravagant gift in return for enabling business relations with a local company.
- A Company employee or a third-party representative acting on the Company's behalf hosts a government official at a costly meal, covering the expense.

We are prohibited from exerting pressure on public servants under any circumstances or use methods that may compromise our compliance with the law.

We must exercise appropriate vigilance in our relationships with authorities and do not engage in any behavior that could be considered bribery and/or corruption. Our interactions with authorities should be beyond reproach.

Before signing agreements or contracts with any authorities, we need to ensure Legal reviews the documents and related applicable rules in order to effectively comply with regulatory requirements.

We are prohibited from offering employment opportunities for public servants who serve or have served a relevant role in matters directly impacting the Company's interests. We expect compliance with hiring eligibility criteria for public servants as US legislation provides.

e. Anti-Money Laundering / Prevention of Terroristic Financing

It is imperative that we remain vigilant in detecting and preventing money laundering, ensuring that we do not contribute to or enable the concealment of illicit funds derived from terrorist activities or criminal behavior through our lawful business operations.

Money laundering involves the process of disguising the origin and nature of unlawfully obtained money or assets associated with criminal endeavors such as drug trafficking, terrorism, bribery or corruption. The objective is to integrate these illegal proceeds into legitimate commerce, making them appear lawful and obscuring their true source or ownership. Perpetrators of such criminal activities seek to conceal their ill-gotten gains or give them the appearance of legitimacy by "laundering" them through legitimate businesses.

If you encounter any concerns regarding payments or transactions, particularly with parties unwilling to disclose transaction details or provide information about their identities, or if you suspect any involvement in money laundering activities, it is crucial to promptly report such concerns through the Ethics Hotline or to the Legal Department.

Red Flags – Money Laundering

- If a request is made to transact in currencies other than those specified in the relevant agreement or invoices.
- If a request involves countries that have no connection to the relevant agreement or invoices.
- If a request demands payment in cash for significant sums of money.
- If a request involves third parties or intermediaries who have no apparent role in the transaction.
- If the third party exhibits reluctance to provide identification documents, or if the information provided is incomplete, incorrect, or deliberately misleading, such as providing a false address.
- If the third party has complex ownership structures.
- If the third party refuses or is unable to establish a legitimate source for their funds.
- If the third party demonstrates a lack of concern regarding risks, fees, commissions, discounts, taxes, or other expenses.

f. Sanctions

This section serves to inform all teammates about their responsibility to comply with international, federal and local sanctions laws that may affect the business activities of the Company.

Awareness: Stay informed about countries and entities that are subject to trade sanctions. It is essential for us to stay updated on trade sanctions that could potentially impact our business operations. These issues are generally intricate and can change frequently.

Due Diligence: Perform adequate checks on business partners, freight forwarders, customs brokers, customers and all transactions to ensure they do not involve sanctioned countries, entities, or individuals.

Reporting: Report any suspicious activities that may involve sanctioned entities to Legal.

Enforcement: Non-compliance with sanctions laws can result in severe legal penalties for the Company and the individual involved. Teammates found to be in violation may face disciplinary action, including termination.

g. Computer and Internet Activity

You must use company email, internet accounts and assets responsibly to protect the integrity of the Company's infrastructure and reputation.

As our teammates are representatives of the Company, they are personally responsible for any content that they post online, and such communications are subject to this Code. This includes, but is not limited to, LinkedIn, Facebook, Twitter, Tik Tok, Pinterest, blogs, comments sections on websites and other user generated content websites. Email use and use of other Company-provided accounts, systems or assets must comply with the Company's [Acceptable Use Policy](#) and must not:

- Interfere with your work or the work of others
- Involve gambling, pornography, discriminatory language or any other illegal or unethical activity
- Expose the Company's infrastructure to outside threats (such as leaving a laptop unattended, not using a password on a cell phone or downloading unapproved software)
- Violate this Code or any Company policy

Email communications present a particular challenge as they can be widely disseminated within and outside the Company. Email is a permanent record with the Company's name and reputation attached and once you hit 'send', the email's content and meaning are no longer under your control. Thus, take care when sending emails as they can be misunderstood, and even with the best of intentions, an email can be interpreted in a negative way.

For additional information and applicable information technology policies, please see the following:

- [Asset Management Policy](#)
- [Corporate Email Policy](#)
- [Mobile Device Management Policy](#)
- [Password Policy Guidelines](#)
- [Physical Security Policy](#)
- [Remote Access Policy](#)

h. Legal Holds/Preservation Notices

If you have received notice of a mandatory preservation of evidence and legal hold notice (“Notice”), you have an obligation to comply with that Notice. The Notice will usually include an obligation to preserve all email communications, documents, data, text messages, Teams messages, notes, images, video, etc. concerning the particular subject matter set forth in the Notice. Failure to comply with a Notice and intentional deletion of any emails, documents, etc. that were covered by the Notice is a violation of the Code and will subject you to discipline, up to and including termination of employment.

i. Entertainment, Gratuities and Gifts

The Company recognizes that it is sometimes necessary, proper and desirable to entertain customers, business associates and others where there is a legitimate business purpose. Similarly, a teammate may be offered a benefit when dealing with a current or prospective competitor, supplier, vendor or other interested party.

Teammates may not accept gifts where acceptance of the gifts could influence or appear to influence your actions on behalf of the Company, such as gifts in the form of cash or its equivalents or gifts that would be offensive or would embarrass the recipient or the Company if publicly disclosed, among others. While it is not possible to set specific rules covering every situation, generally gifts, services, favors, privileges and entertainment may be provided or enjoyed if they are:

- Common courtesies usually associated with accepted business practices such as a meal during which business is discussed
- Consistent with customary business practices, such as ordinary advertising items or other routine promotional items such as pens, hats, mementos or other items that are merely tokens of respect or association
- Not excessive in value and cannot be construed as a bribe or pay-off. The Company’s policy is not to accept gifts that would embarrass the Company or the teammate if publicly disclosed
- Not in contravention of applicable law or ethical standards including the Code

Teammates shall not seek or accept:

- Gifts, payments, fees, services, valuable privileges, pleasure trips without a business purpose, loans (other than conventional loans from lending institutions at normal rates) or other favors or benefits from any person or organization doing business with the Company
- Referral fees, commissions or anything of value from a customer, supplier or competitor in exchange for referral of third parties to the customer, supplier or competitor
- Gifts in cash or cash equivalents (e.g., stocks or other forms of marketable securities) of any amount

If a teammate is uncertain about the appropriateness of any entertainment expense or activity, they should seek out a supervisor for guidance and approval. Any exceptions to this policy must be fully disclosed in writing and approved by the Company’s Chief Financial Officer and the Chief Legal Officer or their designee.

Gifts and Hospitality - Key Considerations

- Is this a gift I would give to any other Company customer, supplier or third party?
- Does this gift adhere to work-appropriate standards, fall within a reasonable price range, and align with the Company's policies?
- Are these gifts given sporadically on appropriate occasions, such as promotions, anniversaries or major holidays?
- Will offering or accepting this gift create a perception of bias for either myself or the recipient?
- If I offer or accept this gift and it becomes public knowledge through the media, could it potentially harm my personal or the Company's reputation?
- Do these gifts comply with local laws and regulations?

Acceptable vs. Unacceptable

- Promotional items such as pens, notepads, mugs or magnets
- Seasonal greeting cards
- Small symbolic gifts for special occasions like birthdays, weddings or graduations
- Cash or cash equivalents such as checks, gift cards or gift certificates
- Luxury items such as expensive watches or high-end electronics
- A multitude of smaller gifts per year from the same customer or supplier

j. Regulatory Compliance

We expect compliance with all US laws, rules and regulations applicable to the Company and contractually require the same conduct from third parties with whom we operate.

When government representatives request information or documents in the Company's possession, those requests are to be coordinated with the Legal Department.

Supervisors should ensure they are both familiar with the laws and regulations that govern the business unit for which they are responsible and that they are prepared to handle the regulatory risks that they may face.

For our third-party relationships, we define clear provisions within our agreements, allowing us to audit compliance with applicable laws, particularly labor, environmental, tax, customs and exchange laws. Within our supplier agreements, we outline the negative consequences if these rules are not upheld.

k. Handling Public Statements Responsibly

When we speak in public about the Company, we only express the official position approved by senior management.

We are prohibited from making any statements to the media unless we are the appointed spokesperson for a specific topic. If the media contacts us, we refrain from answering and immediately report the situation to the Company's Communications department.

We are prohibited from making statements, comments or giving opinions regarding Company activities or business unless we are responsible for such activities or business.

We must inform Legal and Communications if we believe our actions might have consequences in the media or any public forum.

For further information, please see the Company's [Policy and Procedures for Compliance with Regulation FD](#).

I. Protecting the Company's Brand, Image, and Likeness

We support and maintain the Company's positive image using proper and professional language during phone calls, emails and work meetings.

We need to avoid making comments, giving opinions or making personal statements in our role as teammates that could negatively affect the Company or the teammates' image.

We are not allowed to use the name, image, brand, logo or facilities of the Company for personal purposes or disclose contents in our social networks unless it has been promoted or approved by the Company and provided that it does not affect the Company brand. For additional information, please consult the Company's Brand Guidelines, found on the Communications Resources SharePoint Page.

m. Protecting the Environment

We promote continuous improvement, and we are committed to respecting and preserving the environment as part of our organizational culture, from inside and for all stakeholders, fostering the prevention, mitigation, remediation and compensation of the environmental impact caused by the development of our operations and relationships with the environment.

n. Land Management

All lease agreements, easements, rights-of-way, exploration agreements, land acquisition documents, land disposition documents and any other agreements pertaining to land owned or leased by the Company are maintained in a central database to ensure accurate record keeping and timely management of critical dates and obligations pertaining to the Company's real estate holdings.

Internal stakeholders ensure that the Legal Department, Accounting, Commercial Development, and Environmental Compliance have the opportunity to advise on land matters including acquisitions, dispositions, exploration agreements, leases, easements and condemnations.

IV. Violations of the Code - Conduct Escalation and Management

The responsibility for compliance with the Code, including the responsibility to raise questions when in doubt about the best course of conduct in a particular situation, rests with each teammate. Unless a particular provision of the Code directs otherwise, to raise questions, teammates should contact their supervisor at the operating company level or Legal. Directors and officers may also contact the Company's Chief Human Resources Officer and/or Chief Legal Officer.

a. When in Doubt, Speak Out

If you observe or suspect any wrongdoing or behavior that could possibly be in violation of this Code, we encourage you to act by immediately reporting it via the reporting channels described at the beginning of this Code. Please ensure

your report is as detailed as possible so that appropriate review, investigation and, if necessary, remediation is conducted.

b. Protection of Reporting Teammates

Teammates who report violations of the Code may do so anonymously. No teammate will be discharged, demoted or discriminated against because the teammate reported a possible violation of the Code in good faith. While teammates cannot insulate themselves from disciplinary action by reporting their own violations, self-reporting may, in appropriate circumstances, be considered as a mitigating factor in any disciplinary action.

c. Manager/Supervisor Expectations – Conduct Escalations

The NAVEX Ethics Hotline platform serves as the central repository and case management system for ALL conduct related escalations.

Reported incidents have two primary intake methods:

- Reported to supervisor, local HR, Legal, Internal Audit, or some other internal function/manager
OR
- Directly to Ethics Hotline via [online form](#) or phone at 855-688-1942

d. Conduct Governance and Oversight

i. Role of Compliance in Conduct Management

Within our Legal Department, the Compliance function is committed to promoting teammate adherence to the Code. The designated Compliance Manager is dedicated to overseeing the effective implementation and governance of the Code, ensuring our standards of integrity and ethical behavior are met across all levels of the organization.

Specifically, Compliance is responsible for the following duties:

- To advise on inquiries regarding the application of the Code
- To keep record of corporate conduct training activities, including completion rates by teammates
- To outline and implement the corporate conduct communication and awareness plan
- To keep confidential record of reports, complaints and inquiries submitted regarding the Code
- To keep a record of authorizations in cases of conflict of interest
- To receive reports/complaints and assign them to the applicable Investigation Officers
- To ensure appropriate investigation, closure and remediation, if applicable, of all reported matters related to the Code
- To submit the compliance report to the Board of Directors at least once a year

ii. Investigation Officers

Investigation Officers are identified and assigned for each incident category. Investigation Officers shall be responsible for the following duties:

- To investigate complaints/reports referred to them by Compliance

- To take appropriate measures following general parameters established in the Conduct Reporting Management Procedure, made available to Investigation Officers
- To request teammates' involvement in investigations. When Investigation Officers request a teammate's participation, they must inform the teammate that they are acting as an Investigation Officer and the teammate will be required to participate in the investigation.

All investigations take place at the instruction of the Chief Legal Officer or their attorney designee.

e. Disciplinary Measures for Misconduct

Violations of the Code will result in appropriate disciplinary action, which may include immediate termination of employment.

Disciplinary action will be taken against:

- Teammates who authorize or participate directly in actions that are a violation of the Code
- Any teammate who may have deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of the Code
- The violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence
- Any supervisor who retaliates, directly or indirectly, or encourages others to do so, against a teammate who reports a violation of the Code in good faith

f. Waivers

Any amendments to or waiver of the Code for executive officers or directors may be made only by the Board of Directors or the Audit Committee of the Company and if required by law or applicable stock exchange regulation, will be promptly disclosed to the public. This Code does and the policies described in it are not an employment contract. The Company does not create any contractual rights by issuing this Code or related Company policies. In addition, this Code is not intended to and does not create any obligations to or rights in any teammate, customer, supplier, competitor, stockholder or any other person or entity.



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