

Agrium Supplier Code of Conduct

Introduction

Agrium produces, markets, and distributes our products and services thoughtfully and responsibly, with the goal of enabling growers around the world to sustainably intensify the productivity of their land. Through our global presence, Agrium creates employment, advances development in rural areas and acts as a catalyst in promoting collaboration and stakeholder involvement in the solutions needed to address the challenges of a hungry world. We continue to initiate these ripples of change to realize our vision to help feed the world responsibly. We expect to do business with Suppliers that have similar commitments.

This Supplier Code of Conduct (“Code”) is intended to identify those principles that Agrium believes is important for Corporate Social Responsibility (“CSR”). It applies to those suppliers that provide products or services to Agrium around the world (“Suppliers”). Commitment to the principles in this Code is significant in Agrium’s decision making process. Where Suppliers refuse to follow the principles of this Code or show signs that they are not committed to improving their practices to comply with the principles of this Code, Agrium will review its relationship with the Supplier. Where contractual commitments and local law permit, this review may include termination of our relationship with the noncompliant Supplier.

We are sharing this Code with our suppliers to explain our expectations. We also hope to strengthen our mutual understanding and implementation of CSR in our respective businesses.

This Code is organized in two sections:

- Requirements – Suppliers must comply with these expectations
- Encouragements – we encourage Suppliers to undertake these actions

Requirements

Suppliers must:

- Comply with all applicable laws, regulations, and contractual agreements with Agrium that relate to the products or services supplied to Agrium, and promptly report any violations.
- Not tolerate retaliation of any kind against a person making a report or complaint of a violation of this Code, or other illegal or unethical conduct, or against a person cooperating in an investigation related to a report or complaint.
- Not tolerate Child, Exploitative, Forced or Compulsory Labour, or Corporal Punishment.
- Not tolerate unlawful workplace conduct, including abuse, harassment, discrimination, intimidation, unsafe working conditions or coercion.
- Provide a work environment that supports accident prevention and minimizes workplace exposure to health risks.
- Ensure employees receive pay complying with applicable national wage laws, and ensure working hours do not exceed the maximums set by the applicable national law.
- In accordance with local laws, uphold employees’ right to freedom of thought, conscience and religion, opinion, and expression.
- Not practice or tolerate any form of Corruption, Bribery, Kickbacks, Extortion, Embezzlement, or Insider Trading. This includes commercial Bribery of one of our employees and any bribery of a government official in violation of the Canadian Corruption of Foreign Officials Act or the United States Foreign Corrupt Practices Act.
- Not engage in any activities that would constitute an unreasonable restraint of trade, unfair trade practice, or other anti-competitive course of conduct.
- Disclose relationships that might represent a conflict of interest with Agrium.
- Protect Agrium’s assets and confidential information and ensure their efficient use only for legitimate business purposes.
- Ensure components utilized in supplied products and materials are acquired legally and meet regulated use requirements.

- Ensure the regulatory classification of supplied materials is communicated accurately.

Encouragements

Suppliers are encouraged to:

- Allocate appropriate resources to achieve compliance with this Code.
- Offer related employee training.
- Develop related management systems, including procedures and assessments.
- Communicate the requirements of this Code through their supply chain.
- Adhere to the United Nations' (UN) Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, the UN's Declaration on the Rights of Indigenous Peoples, the Voluntary Principles on Security and Human Rights, and the UN Global Compact.
- In accordance with local laws, uphold employees' right to freedom of association, and the rights to collective bargaining and to form and join trade unions.
- Provide employees with equal pay for equal work, timely pay, and periodic holidays with pay.
- Maximize environmental protection through efficient use of energy and natural resources.
- Consider externally reporting their commitments, activities and performance related to corporate social responsibility, including, but not limited to: human and indigenous rights; business ethics; stakeholder engagement; community relations; environment; health, safety and security; and employee relations.

Definitions

Agrium – all employees, directors, and officers of the Agrium Group of Companies, including all of its affiliated entities (being entities in which Agrium controls or owns, directly or indirectly, more than 50% of the outstanding shares).

Bribery – offering, promising, giving or receiving anything of value to directly or indirectly influence the behavior of someone in government or business so as to obtain or retain business, or to secure an improper advantage.

Child Labour – See ILO Convention No. 138.

Corporal Punishment – The deliberate infliction of pain as retribution for an offence, or for the purpose of disciplining or reforming a wrongdoer, or to deter attitudes or behaviour.

Corporate Social Responsibility – Self-regulating approach whereby a business ensures compliance with laws, ethical standards, and international norms, embraces responsibility for its actions, and encourages through its activities a positive impact on the environment, consumers, employees, communities, and other stakeholders. (Also see Commitments section of CSR Policy.)

Corruption – The abuse of entrusted power for private gain.

Embezzlement – Withholding assets for the purpose of theft of such assets by one or more individuals, to whom such assets have been entrusted, to be held and/or used for other purposes.

Exploitative Labour – Work obtained from a person under threat (real or perceived) and which the person has not offered themselves voluntarily.

Extortion – Unlawfully obtaining money, property, or services from a person, entity, or institution by threatening the personal integrity or the life of the private actors involved.

Forced or Compulsory Labour – See ILO Convention No. 29.

Insider Trading – Selling or buying of a company’s stock or other securities by individuals with access to non-public information about the company.

Kickback – offering, promising, giving or receiving anything of value that is part of a business transaction to directly or indirectly influence the behavior of someone so as to obtain or retain business, or to secure an improper advantage.

Contacts

If you are or anyone else is aware that a Supplier that works with Agrium has not complied with this Code, please contact us at (US or Canada) (800) 383-4520. Outside the US or Canada, you can call 303-248-1290.