

**CODE OF ETHICS
FOR SENIOR EXECUTIVE AND FINANCIAL MANAGEMENT**

I. INTRODUCTION

- A.** Finning International Inc., together with its subsidiaries and operating divisions (collectively, Finning or the Corporation), is committed to conducting its business in compliance with all applicable laws and the highest ethical standards. Finning therefore expects all of its employees and the members of its Board of Directors to act in accordance with the highest standards of personal and professional integrity and all applicable laws, to deter wrongdoing and to abide by the Corporation's Code of Conduct and other key policies which govern the conduct of employees and members of the Board of Directors.
- B.** The Senior Executive and Financial Management hold an important and elevated role in corporate governance. They are empowered to ensure that the interests of Finning, its employees and its shareholders are appropriately balanced, protected and preserved. This Code of Ethics for Senior Executive and Financial Management (Code) is intended to supplement the Corporation's Code of Conduct and summarizes the various applicable standards that must guide the actions of Finning's Chief Executive Officer, Chief Financial Officer, Chief Human Resources Officer, General Counsel, Presidents, Executive Vice-Presidents, Senior Vice-Presidents, Vice-Presidents, and equivalent positions within the Corporation, and any other Officers and senior financial management who are required to acknowledge this Code in accordance with Part VI (collectively defined as "Senior Executive and Financial Management", for the purposes of this policy).
- C.** While covering a wide range of business practices and procedures, this Code cannot cover every issue that may arise, or every situation in which legal and ethical decisions must be made, but rather sets forth key guiding principles of business conduct that Finning expects of its Senior Executive and Financial Management.
- D.** This Code is complementary to, and should be read in conjunction with, Finning's other corporate policies and procedures, including the Corporation's Code of Conduct, Global Anti-Bribery and Anti-Corruption Policy, Global Respect, Inclusion and Diversity Policy, Global Delegation of Management Authority Policy, Corporate Disclosure Policy, Share Trading, Hedging and Use of Material Information Policy, and Whistleblower Policy. Copies of these documents are available on the Corporation's website at www.finning.com and on the Corporation's policy portal accessible through the Corporation's intranet, Traction.

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II. COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

- A.** Finning is strongly committed to conducting its business affairs with honesty and integrity and in full compliance with all applicable laws, rules, and regulations.
- B.** No Senior Executive or Financial Manager may commit an illegal or unethical act, or instruct or authorize others to do so, for any reason.

III. CONFLICTS OF INTEREST

- A.** All Senior Executive and Financial Management have an obligation to act in the best interests of the Corporation and avoid any situation that presents, or appears to present, an actual or potential conflict between their personal interests and the interests of Finning.
- B.** A Senior Executive or Financial Manager has a conflict of interest when the Senior Executive or Financial Manager's personal interests, relationships or activities, or those of a member of the Senior Executive or Financial Manager's immediate family, interfere or conflict, or even appear to interfere or conflict, with Finning's interests. A conflict of interest can arise when a Senior Executive or Financial Manager has a personal interest that may influence, or may appear to influence, the Senior Executive or Financial Manager's objectivity or the exercise of the Senior Executive or Financial Manager's sound, ethical business judgment regarding Finning's business or activities. Conflicts of interest can also arise when a Senior Executive or Financial Manager, or a member of the Senior Executive or Financial Manager's immediate family, receives personal benefits as a result of the Senior Executive or Financial Manager's position at Finning.
- C.** No Senior Executive or Financial Manager should improperly benefit, directly or indirectly, from such Senior Executive or Financial Manager's status as an executive or financial manager of the Corporation, or from any decision or action by Finning that the Senior Executive or Financial Manager is in a position to influence. By way of example, a conflict of interest may arise if a Senior Executive or Financial Manager:
 - i)** Has a direct or indirect (e.g., through a family member) personal interest in a transaction involving Finning;
 - ii)** Accepts a gift, service, payment or other benefit (other than exchanges common to established business relationships and which create no sense of obligation) from a competitor, supplier, or

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- customer of Finning, or any entity or organization with which Finning does business or seeks or expects to do business;
- iii) Lends to, borrows from, or has a material interest in a competitor, supplier, or customer of Finning, or any entity or organization with which Finning does business or seeks or expects to do business;
 - iv) Knowingly competes with Finning or diverts a business opportunity from Finning;
 - v) Uses Finning assets for other business or personal endeavors;
 - vi) Obtains or seeks to obtain any personal benefit from the use or disclosure of information that is confidential or proprietary to Finning, or from the use or disclosure of confidential or proprietary information about another entity acquired as a result of or in the course of the Senior Executive or Financial Manager's employment with Finning;
 - vii) Serves as an officer, director, employee, consultant, or in any management capacity, in an entity or organization with which Finning does business or seeks or expects to do business (other than routine business involving immaterial amounts, in which the Senior Executive or Financial Manager has no decision-making or other role) or that is a competitor of Finning;
 - viii) Knowingly acquires, or seeks to acquire an interest in property (such as real estate, patent rights, securities, or other properties) in which Finning has, or might have, an interest; or
 - ix) Participates in a venture in which Finning has expressed an interest or may be interested.
- D.** Each Senior Executive or Financial Manager is expected to use common sense and good judgment in deciding whether a potential conflict of interest may exist or appear to exist. Any questions regarding the existence or potential existence of a conflict of interest should be discussed with the General Counsel or the Head of Global Internal Audit. Any conflict or potential conflict must be disclosed forthwith to the General Counsel or Head of Global Internal Audit, who in turn will discuss as necessary with the Audit Committee Chair.

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IV. DISCLOSURE OF CONFLICTS OF INTEREST

- A.** All actual or potential conflicts of interest shall be handled in compliance with applicable legal requirements.
- B.** Any Senior Executive or Financial Manager shall, as required by law, disclose to the Corporation, in writing, to the attention of the General Counsel, the nature and extent of any actual or potential conflict of interest the Senior Executive or Financial Manager has in respect of the Corporation.
- C.** Disclosure of an actual or potential conflict of interest must be made as soon as the Senior Executive or Financial Manager becomes aware of the actual or potential conflict.

V. COMPLIANCE WITH THIS CODE AND REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

- A.** Every member of Senior Executive and Financial Management is expected to comply with all the provisions of this Code. This Code will be strictly enforced, and violations will be dealt with immediately, including subjecting any member of Senior Executive and Financial Management who has been found to have violated this Code to corrective and/or disciplinary action, which may extend to dismissal or removal from office. Violations of this Code that involve unlawful conduct will be reported to the appropriate authorities.
- B.** Situations that may involve a violation of ethics, laws, or this Code may not always be clear and may require judgment. Any member of Senior Executive and Financial Management who has concerns or questions about violations or potential violations of laws, rules or regulations, or of this Code, should report them directly to the General Counsel or the Head of Global Internal Audit, or may refer to the Corporation's Whistleblower Policy or Code of Conduct, which further address the process for reporting actual or suspected violations.
- C.** The General Counsel is the Compliance Officer and Chair of the Corporation's Global Ethics Committee and has primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Audit Committee of the Board of Directors, and shall notify the Audit Committee of any violation of the Code.

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- D.** The Audit Committee shall annually review and evaluate this Code and recommend material changes required to be made to this Code to the Board of Directors for approval.
- E.** The Audit Committee shall monitor compliance with the Code and report any material non-compliance to the Board of Directors.
- F.** All members of the Board of Directors, officers, and employees are expected to report promptly any suspected violation of this Code directly to the General Counsel or via the Corporation's ethics line pursuant to the Code of Conduct.
- G.** The Whistleblower Policy applies to reports of suspected violations of this Code. Therefore, the Corporation will not tolerate any retaliation regarding any such reports that were made in good faith. Open communication of issues and concerns without fear of retribution or retaliation is vital to the successful implementation of this Code.
- H.** The Corporation will take such disciplinary or preventive action as it deems appropriate to address any violations of this Code that are brought to its attention.

VI. ACKNOWLEDGMENT

I have received and read the Code of Ethics for Senior Executive and Financial Management, and I understand its contents. I agree to comply fully with the standards contained in the Code of Ethics and the Corporation's related policies and procedures, incorporated by reference. I understand that I have an obligation to report any suspected violations of the Code of Ethics.