

. - Calian's Guide to Ethical Business Practices -

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Calian's Guide to Ethical Business Practices

Statement of Ethics

We are committed to being the best company to work for, buy from and invest in. The only way to achieve this goal is to provide a high standard of leadership, along with unquestionable integrity. Continued honest and ethical business conduct will earn Calian the trust of customers, suppliers and fellow employees, while sustaining our long-term commitment to our shareholders and our community.

Calian's Guide to Ethical Business Practices sets out the principles that constitute our way of doing business and affirms our core values.

The Company and all its employees are expected to observe a basic code of conduct in all activities related to Calian. Each of us must:

- ◆ Conduct our business in accordance with high ethical standards.
- ◆ Be aware of and abide by the laws of Canada and other jurisdictions in which we do business.
- ◆ Adhere to the spirit of the law and observe recognized standards of fair dealing and personal integrity.
- ◆ Be dedicated and loyal to our company and the communities in which we are doing business.
- ◆ Use company and customer resources appropriately
- ◆ Neither condone nor ratify any illegal or unethical acts for any reasons.

1.0 Introduction to Ethical Business Practices

1.1 Purpose of *Calian's Guide to Ethical Business Practices*

Calian's Guide to Ethical Business Practices is a guide to help us live up to Calian's values and ethical standards. It summarizes many of the requirements we are required to work by. However, by describing the ethical values we share, the *Guide* goes beyond any legal minimums.

Corporate ethics is the extension of our shared values. These shared values define who we are and what we can expect from each other. This *Guide* is not a comprehensive manual that covers every situation we might encounter. It is a guide that highlights key issues and identifies policies and resources to help us reach decisions that are aligned with the values Calian stands behind.

1.2 Responsibility and Accountability

Although the standards listed in this *Guide* are specifically intended for employees, management, executives and the Calian Board of Directors, Calian expects all parties who work on its behalf to embrace the principles in this *Guide*. Each of us has the personal responsibility to make sure that our actions abide by *Calian's Guide to Ethical Business Practices* and the laws that apply to our work.

In addition, indirect employees of the Corporation (defined as those employees who do not work directly at a customer's premises) are required to certify in writing every year that they have read, understand and agree to comply with Calian's Guide to Ethical Business Practices and selected Corporate Policies.

Failure to abide by this *Guide* can lead to disciplinary measures appropriate to the violation, up to and including dismissal.

In addition to this guide, more information can be found in the company's corporate and divisional policies and procedures. Employees are responsible for knowing and following the policies that relate to their work.

1.3 Key Beliefs

Key beliefs and values define who we are as individuals and as a company. Our key beliefs have defined us for many years to each other, to our customers, our shareholders, our suppliers, our competitors, and our communities. It would be wonderful if the right thing to do were always perfectly clear. In the real world of business, however, things are not always obvious. If you find yourself in a situation where the "right thing" is unclear or doing the "right thing" is difficult, remember these key beliefs.

Key beliefs are:

Integrity means staying true to what we believe and living our values. We adhere to honesty, fairness and "doing the right thing" without compromise, even when circumstances make it difficult.

Living our Values

- Integrity is our foundation
- Commitment to do what we say.
- Teamwork in how we approach it.
- Quality in how we do it.

Respect for People means we treat others with dignity, as we would like to be treated ourselves. Constant respect applies to every individual we interact with around the world. Each of us is expected to demonstrate these key beliefs in our work.

1.4 Where Do We Go For Help?

If you have questions about *Calian's Guide to Ethical Business Practices* or you wish to report *unethical behavior*, Calian offers you many venues to address your concerns:

- The first place to turn is your supervisor or manager. We encourage you to discuss ethical and business practice issues with your supervisor or your manager. If you feel that your concerns have not been addressed appropriately or if you feel that you cannot bring your issues to your manager, other venues are available to you.
- The Human Resources Department can provide advice, information, suggestions and other assistance in connection with ethical issues.
- An Open Door Policy is in place to assist you in addressing workplace issues involving your relationship with your manager, your peers or other issues related to your work environment. Our Open Door Policy allows you the freedom to approach *any* level of management with your concerns.
- You can also raise your concerns directly to the Audit Committee Chairman at RaVickers@rogers.com

1.5 Reporting An Incident

Employees seeking clarification of any provision of this *Guide* or seeking to report unethical or illegal conduct should immediately consult with his or her manager, any member of Senior Management or contact your Human Resources Department.

All inquiries will be dealt with in a fair, discrete and thorough manner. Calls to the Human Resources Department may be made anonymously. Anonymous and confidential submission will only be disclosed to those persons who have a need to know in order to properly carry out an investigation. Employees can discuss their concerns without fear of retaliation. Any employee who believes retaliation has occurred should immediately inform the Human Resources Department.

- You can also raise your concerns directly to the Audit Committee Chairman at RAVickers@rogers.com

1.6 Management

At Calian, there are various levels of management.

- Supervisors and Managers represent the individual that supervises your daily activities, establishes your workload and objectives and evaluates your performance on an annual basis.
- Senior Management refers to the Executive Teams at each of Calian's divisions.
- Corporate Office is represented by the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer of Calian.

2.0 Calian's People

2.1 Respect

We will treat each other with respect and fairness at all times, just as we wish to be treated ourselves. We will value the difference of diverse individuals from around the world. Employment decisions will be based on business reasons such as qualifications, talents and achievements, and will comply with local, provincial and federal employment laws.

2.2 Harassment

We are committed to a workplace that is free from sexual, racial, or other unlawful harassment. Abusive, harassing or other offensive conduct is unacceptable, whether verbal, physical or visual.

2.3 Employee Privacy

As employees of Calian, we have the right to confidentiality of our employment records as well as to the privacy of personal activities outside of business hours. In turn, Calian has rights of access to all company property, including computers, and all communications, electronic mail and voice-mail messages, records, and information created in the business setting. Although Calian retains access rights, we also respect individual privacy and will not interrogate personal information unless there is a valid reason to do so.

2.4 Confidentiality

We are obligated to protect the corporation's confidential information including that of its customers, suppliers, shareholders, fellow employees, and third parties who disclose information to Calian in confidence. It is Calian's policy that all information developed or shared as a result of Calian business process is proprietary to Calian and must be treated as confidential. Materials that contain confidential information, such as memos, notebooks, and computer disks, should be stored securely and shared only with those persons with a need to know. We should be especially careful not to inadvertently disclose confidential information through the ever-growing electronic media, such as e-mail, telephone voice mail, Internet, or Intranet.

2.5 Maintaining a Safe and Healthy Workplace

We are all responsible for helping Calian maintain its commitment to a safe and healthy workplace. To assist the company in this regard, we must immediately report all accidents, injuries, and unsafe equipment, practices, conditions or other potential hazards to a supervisor or another appropriate person. We must also assist in assuring that all facilities and equipment are properly maintained.

2.6 Maintaining a Drug Free Environment

We are committed to providing a drug-free work environment. The illegal possession, distribution, or use of any controlled substances on Calian premises, the Customers' premises or at business functions is strictly prohibited. Similarly, reporting to work under the influence of any illegal drug or alcohol and the abuse of alcohol or medications in the workplace are not acceptable behavior and violate this *Guide*.

2.7 Pornography

We will not tolerate the possession, distribution, or viewing of any pornographic materials on Calian or customer property, or the use of Calian or customer personal computers or other equipment to obtain or view such materials.

2.8 Violence

We will not tolerate threats or acts of violence or physical intimidation of any kind in the workplace.

2.9 Conflict of Interests

We must avoid any personal or business influences that affect, or appear to affect, our ability to act in the best interests of Calian. Business decisions and actions must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Calian.

2.10 Outside Employment

Any outside employment, activities or services that we perform, with or without compensation, must be strictly separated from Calian employment and should not harm job performance at Calian. We may not take opportunities for ourselves that are discovered through the use of Calian property, information, or position, nor may we use Calian property, information, or position for personal gain. We should not engage in outside business interests that divert time and attention away from Calian duties and responsibilities or require work during Calian time.

2.11 Board Memberships and Other Outside Affiliations

We must obtain approval from Senior Management before agreeing to serve on the board of directors or similar body of a for-profit enterprise or government agency. Serving on boards of not-for-profit or community organizations does not require prior approval. However, if service with a not-for-profit or community organization creates a situation that poses a conflict of interest with Calian (for example, the organization solicits charitable contributions from Calian or the organization purchases services from Calian) we must immediately obtain appropriate approval to continue such service.

2.12 Family Members and Close Personal Relationships

Conflicts of interest may arise when doing business with or competing with organizations in which employees or employees' family members or friends have an ownership or employment interest. We may not use our personal influence to induce Calian to do business with a company in which our family members, friends or ourselves have an interest.

2.13 Loans

We may not accept loans or guarantees of obligations from fellow employees when the loan can influence our business judgment. Borrowing small sums of money from a fellow employee for coffee, lunch, etc. is acceptable. Furthermore, we may not accept loans or guarantees of obligations (except from banks) from any individual, organization or entity doing or seeking to do business with Calian.

2.14 Gifts and Entertainment Offered to Calian Employees

We may never ask for gifts, travel or any other consideration of value, which would be used for our own benefit. We can accept items of nominal value, such as small promotional items bearing another company's name. We may accept entertainment that is reasonable in the context of the business and that advances the Company's interests. We will not accept anything that might make it appear that our judgment for Calian would be compromised.

2.15 Gifts and Entertainment Offered by Calian Employees

We may provide entertainment that is reasonable in the context of the business. Calian gifts and entertainment must be legal, reasonable, and approved in accordance with internal policies. In general, we should not offer gifts, gratuities, or any other benefit or favor to anyone with whom Calian does business or seeks to do business. We may offer non-governmental entities non-monetary gifts of a nominal value (e.g., pads, pens, or similar promotional items). Entertainment of government officials may be prohibited by law and therefore should be approved by Senior Management.

2.16 Acceptance of Travel Expenses

We may accept transportation and lodging provided by a Calian supplier or other third party, if the trip is for business and is approved in advance by the employee's supervisor. All business travel must be accurately recorded in our travel expense records.

2.17 Providing Travel

Unless prohibited by law or the policy of the recipient's organization, Calian may pay the transportation and lodging expenses incurred by customers or suppliers in connection with a visit to a Calian facility or site. The visit must be for a business purpose. All travel by government officials that is sponsored or paid for by Calian must be approved in advance by Senior Management.

2.18 Anti-Kickback, Bribery

A kickback or bribe may be defined as any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided directly or indirectly, and that has as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction. Calian's policy on kickbacks and bribes is clear; they are illegal and are not allowed.

3.0 Calian's Customers

3.1 Customer Relations

Customer satisfaction is the key to our success. We will strive to provide them with the highest quality of service. All of our dealings with customers and potential customers must be fair, honest and impartial. We will acquire and retain business based on Calian's innovative, high-quality services and competitive prices.

3.2 Deceptive Practices and Misrepresentations

We will not use false or misleading statements to sell or market Calian services. Customers and potential customers are entitled to receive accurate information regarding prices, capabilities and scheduling. We will immediately correct any misunderstanding that may exist with a customer or potential customer. All of our marketing and advertising will be accurate and truthful. Deliberately misleading messages, omissions of important facts, or false claims about our competitors' offerings are never acceptable. We will only obtain business legally and ethically.

3.3 Confidentiality of Customer Information

We respect our customers' interests in keeping certain information confidential. We will not disclose any customer information to unaffiliated third parties without the customer's consent, unless disclosure is necessary to comply with statutory requirements or properly authorized investigations.

3.4 Government Customers

Federal and local governments have specific and varied procurement laws and regulations that have been established to protect the public interest. These laws generally prohibit or put strict limits on gifts, entertainment and travel offered to government officials. They also often apply to the hiring of current or recently retired officials and their families, and to any conduct that may be viewed as improperly influencing objective decision-making. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts. When Calian uses suppliers or independent contractors to fulfill its commitments, we are also responsible for communicating the existence of these unique requirements to them and explaining that they are also responsible for knowing and following these unique requirements. Those who deal with government officials and contracts are responsible for knowing and complying with applicable laws and regulations.

4.0 Calian's Shareholders

4.1 Loss Management, Assets and Information

We are obligated to protect the assets of Calian. Corporate property, such as office supplies, production equipment, products, and buildings, may not be used for personal reasons unless approved by a member of Senior Management. Any misuse or misappropriation of corporate funds, information, equipment, facilities or other assets may be considered criminal behavior and can bring severe consequences. Expenses may not be charged to the corporation unless they are for Calian business purposes.

4.2 Proprietary Information

Working at Calian may give us access to information that is not generally known to the public and which might be helpful to Calian's competitors. We will not use Calian information that is not publicly known except for the benefit of Calian. It is up to all of us to safeguard such information by ensuring that it is not inadvertently disclosed, and we will be careful not to disclose confidential or proprietary information in public places where we may be overheard, in discussions with family members or friends, or using unsecured electronic messaging services. Each of us was required to sign a Confidentiality Agreement when we joined Calian. That Agreement remains in effect even after employment with Calian ends.

4.3 Theft

We may not take or make use of, steal, or knowingly misappropriate the assets of Calian or any customer, including any confidential information of Calian, for our own use, for use by another, or for an improper or illegal purpose. We are not permitted to remove, dispose of, or destroy anything belonging to Calian without Calian's consent, including both physical items and electronic information. When we leave the company for any reason, we may remove, copy or dispose of personal items and information. Information and items belonging to the company (including data, customer lists, etc.) may not be taken or copied without the consent of Senior Management.

4.4 Intellectual Property

We must protect Calian's corporate identity, established through its logo, trademarks, copyrights and trade secrets. This obligation continues even after we leave the services of Calian for any reason. Employees, who produce inventions and ideas in the course of their work for Calian, are obligated to assign ownership of them to the corporation.

We will respect the intellectual property of others, and we will not knowingly infringe valid patents held by others. If we believe that another company is infringing a Calian patent, or that Calian is infringing the valid patent of another, we must promptly contact Calian Senior Management.

4.5 Insider Information and Securities Trading

We are not allowed to trade in securities based on knowledge that comes from our employment at Calian, if that information hasn't been reported publicly. It is against the law to trade or to "tip" others who might make an investment decision based on insider knowledge of material information. Questions about whether a potential trade or transaction violates this policy should be directed to the Corporate Office.

4.6 Investor and Media Relations

It is Calian's policy to provide open, accurate, and consistent communication with the public. To maintain the consistency and accuracy of the information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Except for designated spokespersons, we should not respond to inquiries from the press or investors. All inquiries from the media or investors should be forwarded immediately to Corporate Office.

4.7 Corporate Recordkeeping and Record Retention

Company documents and records (in any form or media) are part of the corporation's assets, and we are charged with maintaining their accuracy and safety. We will maintain the integrity of Calian's recordkeeping and reporting systems at all times. All corporate records for which we are responsible shall be true, accurate and complete. We will fairly present the nature and purpose of the activity recorded in accordance with Calian's policies. No false or inaccurate records or entries may be made for any reason. No one should rationalize or even consider misrepresenting facts or falsifying records. This will not be tolerated. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason.

5.0 Calian's Suppliers/Partners

5.1 Our Business Partners

We value the quality of our relationships with our suppliers and partners and recognize that it is in Calian's best interest to ensure that all purchases of goods and services are based solely on quality, service, price and suitability.

5.2 Doing Business with Others

We will not do business with others who are likely to harm Calian's reputation. For example, we will avoid doing business with others who intentionally and continually violate the law. These laws include, for example, local environmental, employment, safety and anti-corruption laws. All arrangements with third parties must comply with Calian policy and the law. We will not use a third party to perform any act prohibited by law or by the *Calian Guide to Ethical Business Practices*.

5.3 Business Partner Information

We respect the confidentiality rights of our business partners. In the normal course of doing business, we may acquire non-public information about other companies including current or potential suppliers and partners. We will treat such non-public information with care and with consideration for Calian and our partners' interests.

6.0 Calian's Competitors

6.1 Competitive Information

We believe that we can best succeed in a market that allows for fair and vigorous competition. Accordingly, we will compete aggressively and fairly in the marketplace while adhering to high ethical standards. We will not disparage competitors or their products or services. We will sell Calian's services based on their merit, competitive pricing, advantages, and superior quality.

6.2 Fair Competition and Antitrust

We are required to comply with antitrust and unfair competition laws of the many jurisdictions in which we do business. Among other things, these laws prohibit us from entering into any arrangements or understandings with a Calian competitor that could be understood as dividing customers or sales territories between Calian and the competitor. These laws also prevent us from disclosing to Calian's competitors our past, present, or future pricing policy, terms and conditions, costs, marketing plans, market surveys and studies, promotions, discounts, or any other proprietary or confidential information. Coordination or discussion of these sensitive areas may be viewed as illegal, anti-competitive conduct. If a competitor makes any verbal or written contact with us concerning these subjects, even indirectly, we will not participate in any discussion; instead, we should report the situation promptly to senior management.

6.3 Competitors' Trade Secrets and Adverse Information

We will not acquire, or seek to acquire by improper means, a competitor's trade secrets or other proprietary or confidential information. We will not hire a competitor's employee for the purpose of obtaining confidential information. We will use sensitive information about other companies that was obtained lawfully only for legitimate business purposes and we will make it available only to Calian personnel having a real business need for the information.

7.0 Calian's Community

7.1 Community Service

Calian promotes active participation in activities, which supports the communities in which we operate.

7.2 Personal Community Activities

We are free to support community, charity and political organizations and causes of our choice, as long as we make it clear that our views and actions are not those of Calian. We must ensure that our outside activities do not interfere with our job performance. We may not pressure another employee to express a view that is contrary to a personal belief, or to contribute to or support political, religious or charitable causes.

7.3 Environment

We are committed to maintaining a healthy and clean environment by complying with all applicable environmental laws and regulations in the countries in which we conduct operations. The health and safety of our customers, our fellow employees, and the communities in which we operate is important to us, so we will make environmental issues and concerns an integral part of our business decisions and transactions.

7.4 Compliance with the Law

We are required to comply with all applicable laws and regulations wherever we do business. Perceived pressures from supervisors or demands due to business conditions are not excuses for violating the law. When we have any questions or concerns about the legality of an action, we are responsible for checking with Senior Management.

7.5 Political Activities

We may participate in political activities of our choice. However, activities should not interfere with our ability to perform on the job.

We may not make any political contribution on behalf of Calian or through the use of Calian funds or resources except as approved under Calian's corporate policies. We may make personal contributions to a candidate or political action committee only with non-reimbursable personal funds.

In addition we should be careful not to give the appearance that our political activities are being undertaken on behalf of Calian or represents the views of Calian.