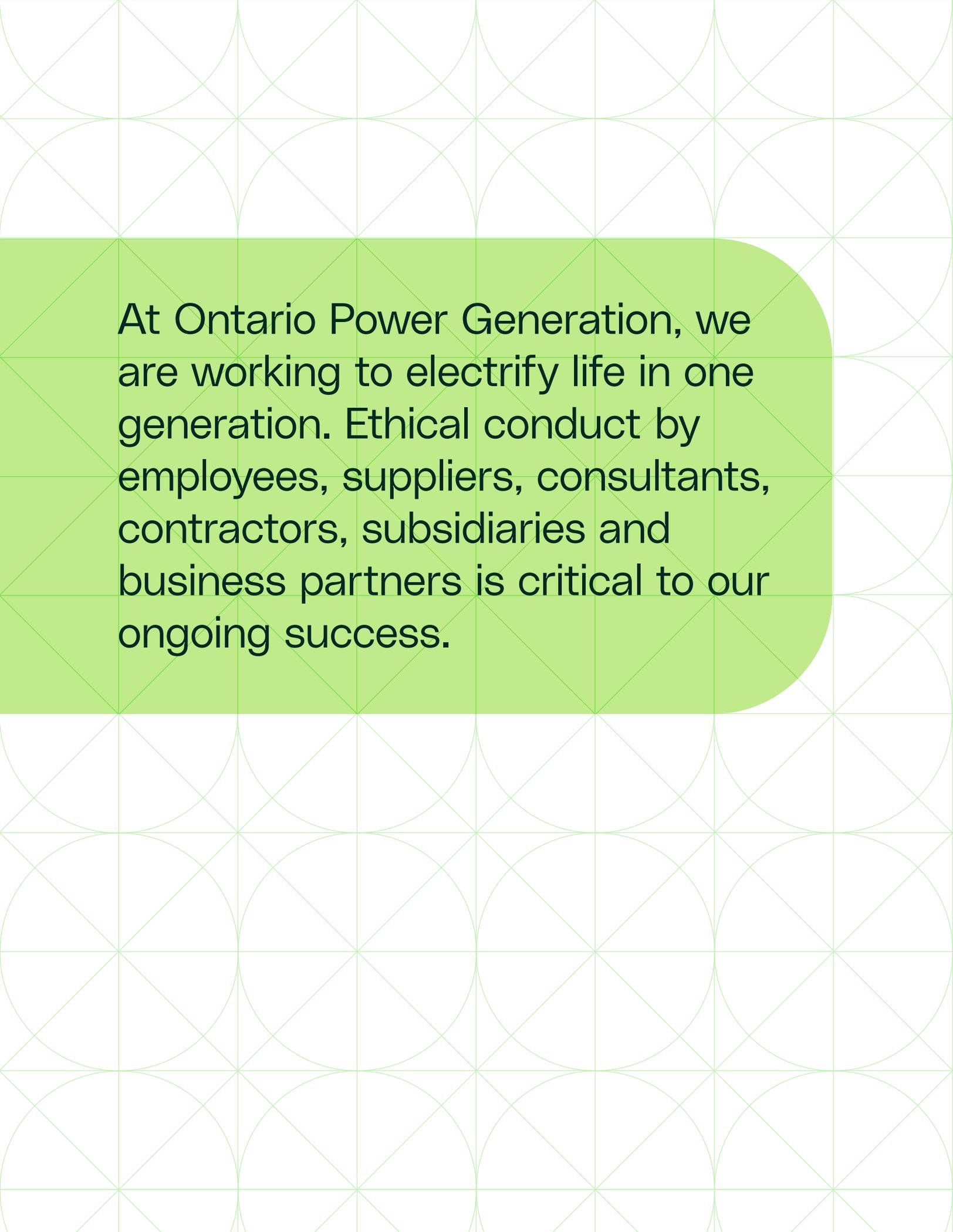


# Supplier Code of Conduct

Safety  
Integrity  
Excellence  
Inclusion  
Innovation





At Ontario Power Generation, we are working to electrify life in one generation. Ethical conduct by employees, suppliers, consultants, contractors, subsidiaries and business partners is critical to our ongoing success.

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# A Message from Leadership

At Ontario Power Generation (“OPG”), we are proud to be one of the largest, most diverse clean power generators in North America. Our vision is “electrifying life in one generation” and our mission is to build a sustainable future powered by our electricity, ideas and people.

Our ability to deliver on our vision and mission depends on one fundamental truth: **OPG is committed to being an ethical company.** We hold ourselves and each other to the highest standard of ethical conduct. This means acting with honesty and integrity in everything we do. Ethical behaviour builds trust, inspires confidence, drives financial performance and is the foundation of our position as an industry leader. We hold our suppliers to the same high standards and expect suppliers to conduct business in a manner that aligns with our values and corporate governance.

This Supplier Code of Conduct (the “Supplier Code”) sets out the standard of business behaviour expected of OPG’s suppliers. We expect suppliers to act with honesty and integrity, be guided by our ethical values, and comply with both the language and spirit of the Supplier Code. The Supplier Code applies to OPG suppliers, including their owners, employees, agents, partners and subcontractors who provide goods and/or services to OPG. The OPG Code of Business Conduct (the “Code”) may also apply to employees, agents, representatives, consultants, contractors and/or business partners of a supplier.

To maintain safe, ethical, professional and respectful workplaces, we must care enough to act if we see or suspect a violation of the Code and Supplier Code. By working together, we can uphold the highest standards of ethical accountability to build a sustainable future.

Thank you for taking the time to read and understand the Supplier Code.

**Cynthia Domjancic**  
Chief Ethics Officer  
Ontario Power Generation

# Our Values

**Safety • Integrity • Excellence • Inclusion • Innovation**

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Our values are the fundamental truths about OPG. They clarify what is important in our organization, guide our behaviour and decision making, and illuminate the path to success for individuals and the company.



## **Safety**

### **Commit to care**

Be responsible for keeping yourself, each other, the public and the environment safe at all times. Embrace physical and psychological health and safety, and incorporate this into your day-to-day decision making.



## **Integrity**

### **Commit to truth**

Openness, honesty and transparency make us stronger, more effective partners, Indigenous allies and committed environmental stewards. Hold yourself and others to the highest standard of ethical conduct.



## **Excellence**

### **Commit to better**

Progress is a journey. Strive for excellence in everything you do. Work to deliver results in a reliable, efficient and cost-effective manner to support ongoing operations, development projects and maintain OPG's leadership position as a generator of choice.



## **Inclusion**

### **Commit to us all**

Prioritize equity, diversity and inclusion and treat everyone with dignity and respect. Build trust and support the social and cultural fabric of the communities where we live, work and serve.



## **Innovation**

### **Commit to what could be**

Embrace challenges as opportunities for innovation. Lead with curiosity and ingenuity in all that you do.

# Standards of Business Conduct

OPG expects the following high standards of business conduct from every OPG supplier including their owners, employees, agents, partners and subcontractors who provide goods and/or services to OPG.

## Excellence & Inclusion

### 1.0 Equity, Diversity and Inclusion

Suppliers must promote and provide inclusive, respectful, healthy and safe workplaces that are free from harassment, discrimination, workplace violence, retaliation and other disrespectful and inappropriate behaviour.

Suppliers must treat all employees and persons with whom they do business with dignity and respect, and comply with legal obligations that prohibit discrimination or harassment.

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### 2.0 Employment Practices and Labour Relations

Suppliers must comply with all applicable labour and employment laws, statutes and regulations of the jurisdictions in which they operate. Suppliers must be able to demonstrate that in their workplaces:

- No child labour or forced labour is used
  - Discrimination, harassment and workplace violence are not tolerated
  - There is respect for the rights of workers to associate and bargain collectively
  - Employees are free to raise concerns without fear of reprisal
- 

### 3.0 Environment

Suppliers must comply with all applicable environmental laws, statutes and regulations of the jurisdiction in which they operate, and strive to prevent or mitigate adverse effects on the environment with a long-term objective of continuous improvement.

# Integrity

The following section provides guidance on how suppliers can ensure they conduct business with integrity.

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## 4.0 Compliance with Laws

Suppliers must comply with all applicable laws, statutes and regulations of the jurisdictions in which they and OPG operate.

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## 5.0 OPG Code of Business Conduct

The Code (OPG-STD-0059) establishes OPG values and sets the standard for OPG's business behaviour. All OPG employees must adhere to the Code and suppliers must not engage in any conduct that would cause OPG or its employees to be in breach of the Code.

Suppliers must not engage in any business conduct in their normal course, including in their relationship with OPG, that could be perceived as unethical.

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## 6.0 Conflict of Interest

A conflict of interest is any situation where personal interests (family, close friendships, financial or social factors) present an actual, perceived or potential conflict with the interests of OPG. Conflicts of interest occur where personal interests could compromise judgement, decisions or actions in the workplace. This includes situations where there is a personal interest or relationship between a supplier and an OPG employee.

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### 6.1 Declaration of Actual, Perceived or Potential Conflict of Interest

Suppliers must declare any actual, perceived or potential conflict of interest using the "Supplier Conflict of Interest (COI) Declaration" form OPG-FORM-0241. The Supplier COI Declaration Form is available on OPG.com.

## 7.0 Gifts and Entertainment

Suppliers must never offer, ask for, give or receive any gift, gratuity, entertainment, hospitality or benefit that may compromise or appear to compromise the receiver's ability to make ethical business decisions. For the purpose of this section, gifts include physical items, services, and cash or gift certificates. Nominal gifts, such as sweets and/or advertising mementos (pens, calendar, etc.) with a value of \$25 or less, maybe allowed. Hospitality includes meals, beverages, invitations to social or recreational outings, accommodations and travel.

If a supplier is unsure whether a nominal gift or hospitality offer complies with the Code or Supplier Code, the supplier should consult with OPG's Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)).

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## 8.0 Anti-Bribery and Corruption

Suppliers must never offer, ask for, give or receive any form of bribe, kickback, any other type of improper payment, or attempt to gain influence or competitive advantage through improper means. Suppliers must also never offer or give facilitation payments, i.e. payments to foreign public officials to expedite or secure the performance of any act of a routine nature that is part of that official's duties or functions.

Suppliers must ensure that the requirements of all applicable anti-corruption laws are met, including, but not limited to, Canada's Corruption of Foreign Public Officials Act. No payments, gifts or other benefits may be given, directly or indirectly, to public officials, political parties or political candidates for the purpose of influencing government decisions in OPG or the supplier's favour or securing any other improper advantage.

Suppliers are expected to ensure that payments made to agents or other third parties are not used, in whole or in part, to influence government decisions or secure any other improper advantage. Suppliers must not engage in any form of corruption, extortion and/or embezzlement.

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## 9.0 Proper Use of OPG Assets

Suppliers must protect OPG's assets from fraud, theft, damage and destruction (e.g., by vandalism or neglect) and must not use them for anything other than authorized OPG business.

## **10.0 Privacy, Information Security, Confidential Information and Intellectual Property**

Suppliers must protect OPG sensitive information against theft, loss, destruction, unauthorized access/release or misuse. Except as required by law, suppliers must not disclose OPG sensitive information to anyone outside OPG, without prior written approval from OPG. Suppliers must not use OPG sensitive information for any improper purpose. This applies even after the supplier's contract is complete.

Sensitive information includes information that is proprietary, technical, business, financial, personal or otherwise requires confidentiality. Sensitive information is owned by or has been entrusted to OPG and must be kept confidential to preserve OPG's competitive advantage or commercial interests.

Suppliers must protect OPG's intellectual property such as copyrighted information, trademarks and logos, patents, and trade secrets against loss or infringement, and use them only for OPG business.

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### **10.1 Insider Trading**

Suppliers must comply with applicable insider trading laws and regulations.

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### **11.0 Communications**

Suppliers must have permission from OPG Corporate Affairs Media Relations before releasing for publication any information in respect of business relations with OPG or speaking as an OPG supplier in any public forum. This includes presentations to industry, community or business groups and/or media/social media forum or with a media representative. Suppliers must not use their association with OPG for any improper purposes.

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## **12.0 Procurement, Outsourcing and Subcontracting**

In providing materials or services to OPG, suppliers must not use any minerals (or metals derived from such minerals) that have been illegally mined, transported or traded in a manner that directly or indirectly finances or benefits non-state armed groups or private security forces.

OPG expects that suppliers will exercise reasonable due diligence in their supply chains to ensure ethical practices, including the above requirements, are met. Suppliers must ensure that procurement practices, including outsourcing or subcontractor arrangements, comply with the Supplier Code.

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## **13.0 Hiring Former OPG Employees**

Suppliers offering services (including but not limited to Contracted services, Managed Task or Augmented Staff services) acknowledge that OPG enforces policies that govern the involvement of former OPG employees to perform work on and/or supporting OPG contracts. The Supplier will disclose in writing to OPG the names of individuals who the Supplier intends to use to perform the Services under any OPG contract and who were formerly employed by OPG. OPG will, subject to any restrictions imposed by applicable laws, determine whether there are any limitations related to engaging the services of such individuals to provide services to and/or support OPG contracts and notify the Supplier within a reasonable period of time. The Supplier will not, and will not permit any Subcontractor to, use any former OPG employee to perform the services under any OPG contract without the prior written consent of OPG. The Supplier will obtain this written consent from OPG in advance of communicating any information to former employees regarding potential service opportunities at OPG.

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# **Safety**

## **14.0 Occupational Health and Safety**

Suppliers must comply with all applicable health and safety laws, statutes and regulations of the jurisdiction in which they operate. Suppliers must foster a health and safety culture that embraces physical and psychological safety and incorporates this into day-to-day decision making to promote healthy and safe work environments.

# Implementation

## 15.0 Code Compliance

Suppliers must maintain accurate records to demonstrate compliance with applicable laws and the Supplier Code. Suppliers must not destroy any records that may be relevant to any legal or regulatory proceeding.

OPG reserves the right to audit or investigate suppliers with respect to Code or Supplier Code compliance. Suppliers must cooperate with any such audits or investigations.

Suppliers who violate the Code or Supplier Code, or who are aware of conduct by others that violates or appears to violate the Code or Supplier Code must report it to OPG's Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)). All reports are taken seriously.

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## 15.1 Anonymous Reporting

Individuals may anonymously report concerns related to Code or Supplier Code violations through OPG's Anonymous Ethics Reporting Portal hosted by i-Sight. The Anonymous Ethics Reporting Portal provides a secure third-party reporting system and can be reached by calling 1-800-693-0278 or accessing <https://opg.i-sight.com/portal>.

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## 15.2 Retaliation and Reprisal

OPG does not tolerate retaliation or reprisal, including threats for good faith reporting or participation in a complaint process. Retaliation or reprisal against any person for good faith reporting of breaches of the Code or Supplier Code is prohibited.

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## 15.3 When the Supplier Code does not have the Answer

There may be occasions when the Supplier Code does not have the answer to the ethical question suppliers are facing, or there may be a difficult judgment call to make with respect to the application of the Supplier Code. In these cases, suppliers should consult with the OPG Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)) for guidance.

## 15.4 Consequences

Breaches of the Supplier Code are taken seriously by OPG. A failure to comply with the Supplier Code may result in suspension or termination, in whole or in part, of the supplier's agreement(s) with OPG and may include removal of the supplier from OPG's vendor list. The Supplier Code is not to be read in lieu of but in addition to the supplier's obligations as set out in any agreements between OPG and the supplier. In the event of a conflict between the Supplier Code and an applicable agreement, the agreement will govern.

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## 16.0 Contacts/Reporting Channels

Have further questions? Please contact:

- Your Supply Chain contact
- The Ethics Office at [ethics@opg.com](mailto:ethics@opg.com)
- Anonymous reporting at <https://opg.i-sight.com/portal>.