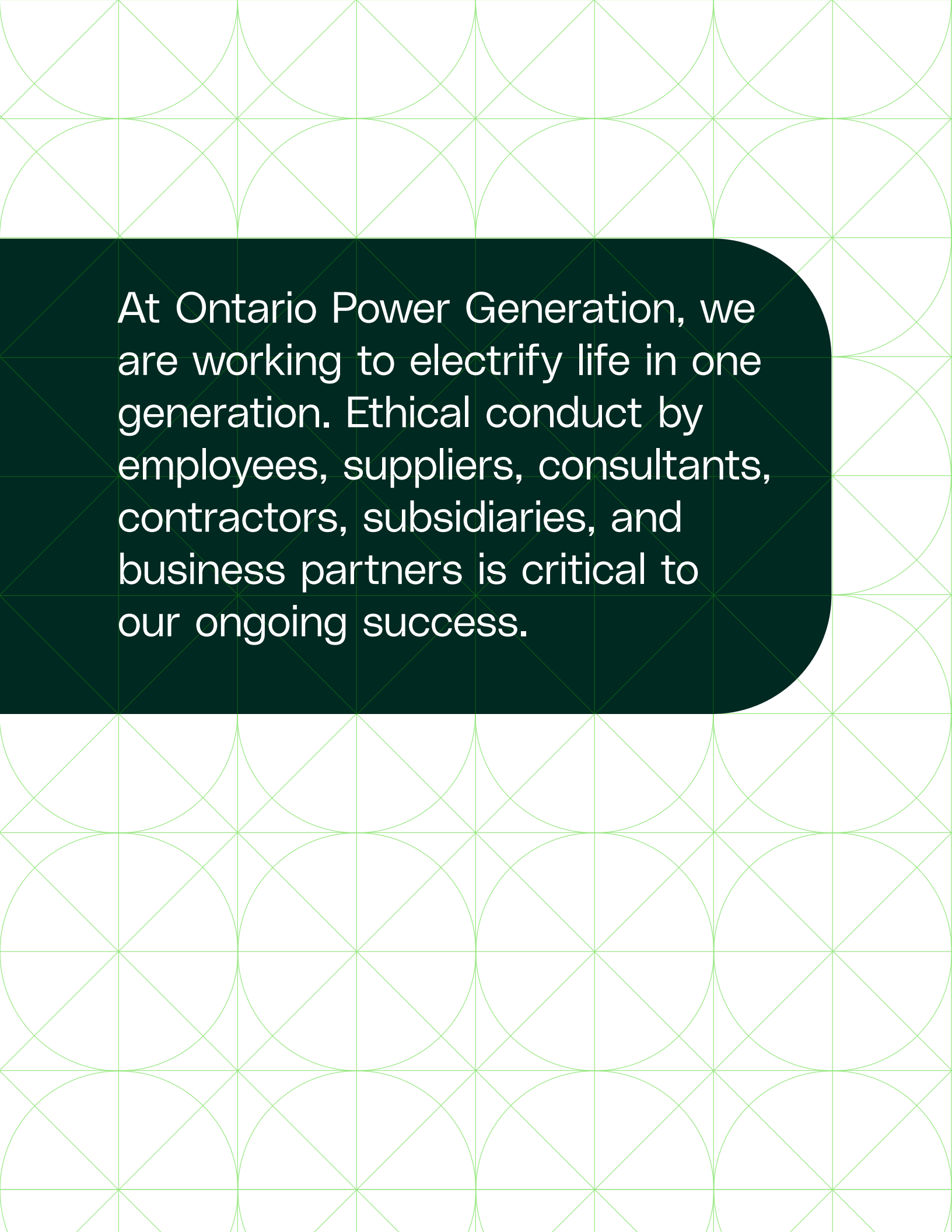


# Code of Business Conduct

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.

OPG’s 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 standards of ethical conduct. This means acting with honesty and integrity in everything we do. Ethical behaviour builds trust, inspires confidence, attracts and retains talent, drives financial performance, and is the foundation of our position as an industry leader.

The Code of Business Conduct (the “Code”) is critical to who we are, what we do and how we do it. The Code establishes our values and priorities, and sets the standard for business behaviour. The Code is not intended to cover every situation that may arise in a complex organization like OPG so we must comply with the spirit and intent of the Code in everything we do.

To maintain safe, ethical, professional and respectful workplaces, we must care enough to act if we see or suspect a violation of the 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 Code.

**Ken Hartwick**  
President & Chief Executive Officer

**Wendy Kei**  
Board Chair

# 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



## **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



## **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.



# Our Behaviours

Through our culture and behaviours, we are building a sustainable future powered by our electricity, ideas and people. These behaviours reinforce OPG's values which are essential to our continued growth as an innovative, ethical and competitive provider of clean energy. Employees are expected to:



**Demonstrate personal accountability to deliver results.**



**Communicate directly and openly.**



**Demonstrate commitment to personal performance and development.**

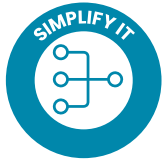


**Work with others and contribute to achieve results.**



**Build relationships within and across teams.**





**Continuously improve to create the most straightforward path to getting the job done.**



**Look for efficiencies, eliminate waste and maximize opportunities to make money.**



**Recognize and support change.**



**Be aware of and support OPG's strategic direction.**

The OPG Leadership Model is available on the Human Resources, Talent & Training PowerNet.

# Standards of Business Conduct

OPG expects the following high standards of business conduct from every OPG employee as well as agents, representatives, consultants, contractors and business partners. Standards of business conduct for OPG suppliers are outlined in the Supplier Code of Conduct (the “Supplier Code”) OPG-STD-0141.

## Excellence & Inclusion

### 1.0 Safe and Inclusive Workplaces

In accordance with our safety culture, iCare philosophy and legal obligations, OPG maintains equitable, diverse, inclusive and safe workplaces. In support of this, OPG does not tolerate retaliation or reprisal, including threats against an employee for good faith reporting or participation in a complaint process (refer to section 14.2 Retaliation and Reprisal below).

The following sections outline two related areas. Some of the examples provided could fall under either or both headings and are listed here for clarification purposes, not to create an exhaustive list.

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### 1.1 Equity, Diversity and Inclusion

We support an equitable, diverse and inclusive workforce by:

- Respecting individual differences and treating each other with dignity
- Reflecting and supporting the communities in which we operate
- Taking proactive measures to identify and address systemic barriers to equity, diversity and inclusion in our workplaces
- Complying with legal obligations that promote employment equity and prohibit discrimination on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed (religion), sex, sexual orientation, disability, age, marital status, family status, record of offences (pardoned), gender identity, gender expression and genetic characteristics

- OPG does not tolerate behaviours that are inconsistent with equity, diversity and inclusion, including but not limited to:
    - Comments or conduct that demean, threaten or mock a person or group of people
    - Using or displaying items (i.e. clothing, lunch pails, stickers, etc.) that are disrespectful to others
- 

## **1.2 Harassment and Violence-Free Workplace**

We work to ensure our workplaces are free from harassment and violence by:

- Treating each other and persons with whom we do business with dignity and respect
- Promoting healthy and safe workplaces that are free from harassment, discrimination and violence, including threats, attempts and actual violence
- Being an active bystander in response to misconduct, including bullying, harassment and discrimination
- Reporting harassment and/or discrimination in a timely manner to managers, a Human Resources contact (the “HR contact”), union representatives (if applicable), or the Ethics Office (refer to the Human Rights and Harassment Procedure OPG-PROC-0099)
- Reporting any workplace violence issues immediately to management and Emergency Services, either on site or at 416-207-6410 (refer to the Violence Free Workplace Procedure OPG-PROC-0075)
- OPG does not tolerate harassment, violence or any behaviour that is physically and psychologically unsafe, including but not limited to:
  - Behaviour that demeans, threatens or humiliates a person or group of people
  - Comments or conduct of a sexual nature
  - Abusive, threatening, intimidating or violent acts directed at anyone employees come in contact with in carrying out their responsibilities

## 2.0 Communications

Only those identified as media spokespeople may speak to the media on behalf of OPG. Ask permission before speaking on behalf of OPG in any public forum including presentations to industry, community or business groups and/or media, including social media forums, or with a media representative.

If you do not have prior permission from your manager and Corporate Affairs Media Relations, either stay silent or ensure remarks are identified as personal opinion and not necessarily that of OPG. Refer all media inquiries and questions to the Corporate Affairs Media Relations Desk at 416-592-4008 or toll free 1-877-592-4008.

Ensure your online posts, e-mails or other forms of communication do not inadvertently link your participation in political, commercial or other organizational interests with OPG. **Be aware that a disclaimer does not exempt you from responsibility for what you post.**

Use online and social media within the guidelines and values of the Code and OPG's Social Media Policy (refer to the Ethics and Code of Business Conduct PowerNet) including internet, internal and external multimedia and social networking sites (e.g. Facebook, Twitter, LinkedIn, Instagram, TikTok, Google+, Microsoft Stream, Snapchat and YouTube), blogs, forums and wikis (e.g., Wikipedia). Any inappropriate behaviour that occurs online and may be connected to the workplace or working relationships will not be tolerated and may be subject to disciplinary action up to and including termination of employment.

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## 2.1 Audio and Video Recordings

Individuals carrying out OPG Business are not permitted to record conversations, phone calls, or company meetings, or take photos/videos with any recording device except where prior consent of all parties to the conversation has been obtained and documented. Recording devices include but are not limited to cellphones, digital recording devices or digital cameras. Remote workplace resources such as Teams, etc. should not be set to automatically record. Employees who make audio and/or video recordings without prior consent are in violation of the Code.

Management may, from time to time, make recordings of work events, activities and/or announcements for reasonable business purposes including sharing information, in alignment with the OPG's Electronic Monitoring Guide (refer to Cyber Security's PowerNet).

Automated transcription functions on platforms such as Teams, etc. may be used for accessibility purposes, i.e. to make information more accessible for employees with disabilities. Prior to use of the automated transcription function, meeting participants must be advised of the intent to transcribe the meeting for this specific purpose. In the absence of an accessibility requirement, transcriptions will be considered recording and must meet the consent criteria outlined above.

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### **3.0 Environment**

The following commitments support OPG's dedication to achieving the goal of zero injuries while protecting our local communities and the environment:

- Meet all legal requirements and OPG's environmental commitments, with the objective of exceeding legal requirements where it makes business sense to do so
  - Continue to be a leader in climate change action and provide low-carbon electricity to Ontario today and in the future
  - Strive to prevent or mitigate adverse environmental impacts with a long-term objective of continuous improvement
  - Where it makes business sense, manage our sites in a manner that maintains or enhances significant natural areas and species of concern
  - Work with community partners to support regional ecosystems and biodiversity through science-based habitat stewardship
- 

## **Integrity**

Honesty and transparency are essential to ensuring employees take actions and make decisions in the best interests of OPG. The following section provides guidance on how employees can act with these principles in mind.

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### **4.0 Conflict of Interest**

A conflict of interest is any situation where your 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.

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

Employees must declare any actual, perceived, or potential conflict of interest to their manager and the Ethics Office using the “Actual, Potential or Perceived Conflict of Interest Declaration” form (the “COI Declaration”) OPG-FORM-0240. There are many reasons to complete a COI Declaration. Common examples are:

- Being involved in the appointment, promotion or hiring of a family member or friend
- Making business decisions (i.e. performance reviews, compensation, etc.) in relation to another employee who is a family member or friend
- Having secondary employment or an ownership interest in a business where OPG makes purchases, and
- Participating in a purchasing process with a family member or friend’s company or business

If in doubt, speak with your manager or contact the Human Resources Service Centre (the “HR Service Centre”).

Upon receipt of a COI Declaration from an employee, consult with the accountable leader, HR contact and the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)) for assistance in determining next steps. The COI Declaration is available on the Ethics and Code of Business Conduct site on PowerNet.

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## 5.0 Business Gifts and Hospitality

Never offer, ask for, give or receive any gift, hospitality or benefit that is intended to or could compromise or appear to compromise your ability to make business decisions in the best interest of OPG.

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, may be allowed. Hospitality includes meals, beverages, entertainment, accommodations and travel.

From time to time, employees may wish to give each other small gifts to celebrate life events (retirement, birth of a child, etc.). This is permissible so long as the gift will not compromise or appear to compromise the employees’ ability to make business decisions in the best interest of OPG.

These requirements do not change during traditional gift-giving seasons. Depending on the circumstances, gifts exceeding the nominal value should be returned with thanks and clarification of our policy or suitably distributed in the community. For instructions on how to handle gifts that do not meet these requirements, contact the HR Service Centre.

Before you offer or accept anything, ask yourself:

- Is the value of the item nominal (e.g., a calendar or water bottle)?
- Is accepting this item in the best interests of OPG?
- Are the value and reason for the gift/hospitality appropriate considering the situation, people involved, and your role or function within OPG?
- Could accepting the gift/hospitality compromise or appear to compromise your ability to make a decision in OPG's best interest?
- Could giving a gift/hospitality influence or appear to influence any act or decision of the person receiving the gift/hospitality or secure any other improper advantage?
- How would this situation be perceived by others?
- Would you be uncomfortable discussing the gift/hospitality with your manager, peers or family?
- Is your behaviour compatible with ethical and accepted business practice?

If you are uncertain about a situation, speak with your manager, contact the HR Service Centre or the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)).

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## 5.1 Anti-Bribery and Corruption

Bribery is directly or indirectly giving or offering to give to an official a loan, reward, advantage or benefit of any kind as consideration for cooperation, assistance, exercise of influence, or an act or omission in connection with the transaction of business or any matter of business relating to the government or a claim against or any benefit that the government is authorized to bestow.

Never offer, ask for, give or receive any form of bribe, kickback or any other type of improper payment, or attempt to gain influence or competitive advantage through improper means.

Ensure that the requirements of all applicable anti-corruption laws are met, including, but not limited to the Corruption of Foreign Public Officials Act. 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.



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's favour or securing any other improper advantage.

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.

Do not engage in any form of corruption, extortion and/or embezzlement.

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## **5.2 Purchasing and Hiring**

Ensure all purchasing and hiring policies, procedures and required processes are followed. Ensure all procurement and hiring processes are conducted in a fair, honest and transparent manner using such criteria as competitive pricing, quality, quantity, delivery and service. Ensure access for qualified vendors and applicants to compete for OPG business or employment opportunities.

OPG is guided by the Equity, Diversity & Inclusion Strategy and Reconciliation Action Plan; employees are expected to promote and pursue objectives set out in these documents, including hiring and procurement processes in accordance with Recruitment or Supply Chain protocols.

Avoid actual, potential and perceived conflict of interest during procurement and hiring processes. Ensure purchasing, hiring and selection processes do not involve favouritism, prejudice, preferential treatment or personal gain. If you are involved in or become aware of any purchasing, hiring or selection decisions that involve or could lead to an actual, perceived or potential conflict of interest, disclose your concerns immediately to your HR contact and submit a COI Declaration, as appropriate.

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## **5.3 Outside Business Activities**

### **Serving as a Director or Officer of an Organization**

You may not serve as a director or officer of any organization that supplies goods or services to OPG, buys goods or services from OPG or competes with OPG. Any exceptions must be approved in advance by the senior executive in your organization using a COI Declaration as appropriate.

## Investments

If you invest directly or indirectly in an entity that competes with or sells goods and/or services to OPG, you may be in a conflict of interest. This could include situations where you may not directly hold the investment but control or direct the investment. The following rules govern this situation:

**Five Percent Limit:** In general, you may not own or control, directly or indirectly, an ownership interest in an entity of five percent or more. It is your responsibility to notify your manager and the Chief Ethics Officer in writing to obtain approval prior to exceeding the five percent limit. You must also notify your manager and the Chief Ethics Office if your ownership interest is less than five percent but could be perceived as a conflict of interest.

**Insider Trading:** Employees must comply with all applicable insider trading laws and regulations that govern use of sensitive information.

## Working for Another Organization or Operating a Business

Employees have the right to choose how to spend non-working hours. Employees who wish to work part-time for another organization or operate their own business during non-working hours must obtain prior approval if the work conflicts, appears to conflict or potentially conflicts with OPG's interests and/or their ability to perform their duties as an OPG employee. To obtain approval, employees must complete a COI Declaration as set out in Section 4.0 above.

COI Declarations must be submitted for approval prior to:

- Performing work:
  - For or operating a company that competes with OPG
  - Or engaging in discussions about employment with a company competing with or doing work for OPG
  - That has the potential to assist a competitor of OPG in gaining competitive advantage (e.g., acting as a supplier to competitors)
  - For a supplier of OPG or selling products and/or services to OPG
  - Or operating a business that offers products or services that could compete for business with OPG
  - Or promoting products or services for another organization during OPG working hours

- Using OPG's supplies, facilities, tools, IT infrastructure, personnel, or intellectual property while working for another organization
- Having colleagues or customers from the other organization contact you at OPG
- Owning shares in a company that you conduct business with on behalf of OPG
- Participating in or in any way influencing OPG's purchasing or commercial decisions for projects, products and services that relate to a business interest or employment interest that could benefit you directly or indirectly, (e.g., a product or service from a company in which you, your spouse or other family member has an interest)

If you are uncertain about a situation, speak with your manager, HR contact or the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)).

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#### **5.4 Relationships with Non-Profit and Professional Organizations**

Many of us have an interest in contributing to our communities and professional organizations. However, this participation must not interfere with the performance of your duties for OPG and/or the interests of OPG. Your manager must approve any use of OPG time or assets to perform services for a community organization. If you act as a spokesperson for an organization, make it clear that you are speaking on behalf of that organization or yourself, and not as a spokesperson or representative of OPG.

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#### **5.5 Political Participation**

As a private citizen, you may participate in all levels of political activity during non-working hours, provided these activities do not interfere or conflict with your duties and obligations as an employee.

If you chose to participate in political activity, remember:

- Your participation must be kept strictly separate from your association with OPG
- Employees must be on an approved leave of absence without pay to run as a candidate in a federal or provincial election
- Prior to running in municipal government elections, you must complete a COI Declaration and discuss your situation with your manager. In some municipal election situations, a leave of absence without pay may be necessary. Contact the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)) for further details

- OPG's supplies, facilities, tools and other business assets, including network assets, must not be used to support political activities
  - Conversations in the workplace that promote political activities or platforms must be respectful
- 

## **6.0 Sensitive Information**

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.

When handling sensitive information, employees must comply with all legal, regulatory, or applicable contractual obligations. Sensitive information must be kept confidential to safeguard assets, employee and customer privacy, and preserve public safety.

Employee Responsibilities:

- Know what information must be kept confidential. Ask your manager when in doubt. Refer to Protecting OPG's Information OPG-STD-0030, and Intellectual Property OPG-STD-0171 that sets out the various security classifications applicable to sensitive information
- Except as required by law and only with prior written approval of the accountable manager, do not disclose sensitive information to anyone outside OPG. This applies even after you have left OPG's employment
- Within OPG, do not disclose sensitive information to others, including your colleagues or other employees, unless they need to know the information in order to carry out their OPG accountabilities
- Protect sensitive information against theft, loss, destruction, unauthorized access/release, or misuse
- Comply with any applicable insider trading laws and regulations that govern use of sensitive information
- Advise your manager if you are aware of any inappropriate attempts to obtain or disclose sensitive information, or any misuse of such information

## 7.0 Suppliers

Ensure you treat suppliers courteously, fairly and in a professional manner. Inform suppliers about the existence of the Code and the Supplier Code and provide access to the most recent versions of these documents, if required. Suppliers must comply with the Code and Supplier Code and must not engage in any conduct that would cause OPG or any of its employees to be in breach of any of the obligations set out in the Code. Suppliers can contact the Chief Ethics Officer, the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)) and/or Security at 416-207-6410 if they have any concerns regarding potentially unethical conduct by OPG employees.

Deal only with suppliers that act with integrity and adhere to high standards of ethical behaviour. Conduct sufficient due diligence and obtain contractual commitments from suppliers, where appropriate to ensure OPG and its employees do not breach anti-corruption laws through the direct or indirect provision of payments, gifts or other benefits to public officials, political parties or political candidates for the purpose of influencing any act or decision or securing any other improper advantage. Take appropriate action to address concerns with problem suppliers. If appropriate, OPG may end its relationship with suppliers if conduct is unsatisfactory.

Avoid actual, perceived and potential conflict of interests in any interaction with vendors and suppliers. If an actual, perceived or potential conflict of interest arise, disclose your concerns immediately to your HR contact and submit a COI Declaration as appropriate.

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## 8.0 Proper Use of Assets

While company systems such as e-mail and Internet are intended for business purposes, limited personal use is permissible. Usage must be responsible, limited, and in accordance with OPG's policies, standards, and procedures. As a result of activities performed by the company for network management, security, investigations and monitoring in accordance with OPG's policies, standards and procedures governing usage, privacy cannot be assured.

All employees must take appropriate steps to:

- Ensure use of email and IT systems in accordance with the Cyber Security Policy, Acceptable Use Standard for Technology OPG-STD-0177 and other applicable standards and procedures (refer to Cyber Security's PowerNet)
- Protect OPG assets, including station, office and IT equipment from fraud, theft, damage, destruction and misuse (e.g., by vandalism or neglect), and use them only for OPG business

- Protect OPG's intellectual property, including copyrighted information, trademarks and logos, patents and trade secrets against loss or infringement, and use them only for OPG business
- Do not misuse other companies' property entrusted to OPG
- Only dispose of items having residual value according to OPG procedures that govern asset disposal

OPG has a zero-tolerance policy for theft (including time theft), fraud (including benefits fraud or misuse for self or family), forgery, deceit and other dishonest behaviours.

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## 8.1 Benefits Fraud and Misuse

Benefits fraud and misuse occur when false or misleading information is submitted to insurance providers. This includes knowingly or negligently submitting a claim or permitting a service provider to submit a claim on your behalf for items or services that are not covered under the applicable benefit plan. Employees have an obligation to review plan provisions before purchasing items and services to determine the level of coverage, if any. Employees are required to review all claims prior to submission.

Benefits fraud and misuse may result in discipline up to and including termination of employment and/or legal action.

Benefits fraud and misuse can take many forms, including:

- Plan members knowingly or negligently submitting claims for services and/or products that were not provided or not covered by the plan
  - Example: Claims for treatments that the employee did not receive
- Collusion by plan members and providers to provide referral kickbacks or false receipts
- Misrepresenting dates, type or amount of service provided on receipts
  - Examples: designer sunglasses without prescription lenses, running shoes instead of orthotics, teeth whitening instead of dental cleaning
- Transition billing to other dependents under the plan to avoid coverage maximums
  - Example: claims under a dependent's coverage to avoid coverage maximums
- Service provider adding or restructuring services, or billing more frequently than needed
  - Example: dentist unbundling services to increase total claim value

## 9.0 Business Expenses

Exercise integrity, prudence and judgment when incurring and approving business expenses. Expenses must be reasonable and necessary for business or commercial reasons.

Employees submitting expenses for reimbursement from the company, and managers approving such expenses, must comply with OPG's Business Travel and Expenses Standard OPG-STD-0075.

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## 10.0 Accounting, Finance and Business Reporting

In accordance with our Business Imperatives: Operational Excellence, Project Excellence, Financial Strength and Social License, all employees are expected to:

- Use OPG funds only for lawful and proper purposes in accordance with approved authorities
  - Never establish undisclosed funds or accounts
  - Handle all cash and bank account transactions in a manner that avoids any question of fraud such as bribery, kickbacks, other illegal or improper payments, or any suspicion of impropriety whatsoever
  - Ensure that all OPG documents accurately and clearly represent the relevant facts or true nature of a transaction, including but not limited to time reporting, sales reports, financial reports, and expense reports
  - Individuals who are aware of conduct or practices that violate OPG financial accounting and reporting values or who have concerns regarding questionable accounting or auditing matters, are expected to report them to their manager, the Chief Ethics Officer, or VP Assurance, Chief Risk & Audit Executive
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## 11.0 Fair Competition

Comply with all laws governing competition including the federal Competition Act and Ontario's Energy Competition Act. For more detail on these laws, please refer to Competition Legislation Compliance Guidelines for Preventing Anti-Competitive Behaviour, available through Law and Regulatory Affairs.



## 12.0 Conducting International Business

The Code applies to OPG's operations including those carried out internationally.

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# Implementation

## 13.0 Disclosure, Training and Sign-Off

OPG is committed to being an ethical company. Our ethical values of safety, integrity, excellence, inclusion and innovation are essential elements of our business success.

The following outlines employee disclosure, training and sign-off requirements:

- All directors, officers, and employees of OPG must comply with the Disclosure Policy OPG-POL-0025 (refer to the Corporate Governance PowerNet)
  - All employees must complete required training on the Code. Code Training must be included in the orientation program for new employees
  - Management Group employees in Bands A to H are required to complete an electronic confirmation sign-off statement on an annual basis. This statement will acknowledge that they have read and are in compliance with the Code
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## 14.0 Declaration of Actual, Perceived or Potential Conflict of Interest

Employees must declare to their manager, the Chief Ethics Officer or the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)) any actual, perceived or potential conflict of interest using the COI Declaration (refer to section 4.0 Conflict of Interest above).

Managers must ensure that a copy of any employee or supplier COI Declaration is forwarded to the Chief Ethics Officer via ([ethics@opg.com](mailto:ethics@opg.com)), noting the action taken by management to address the issue.

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## 14.1 Reporting Violations or Potential Violations of the Code

Employees who violate the Code or are aware of conduct or suspect conduct by others, including suppliers, that violates or appears to violate the Code or the Supplier Code, are obligated to report it to their manager, HR contact or the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)).

Managers must immediately report violations or suspected violations to their manager, HR contact, or the Ethics Office. In circumstances that require an immediate intervention by Security such as workplace violence, theft and other security-related matters, contact Emergency Services at 416-207-6410. At locations with site/plant security staff, you may contact the local site/plant security group. All reports are taken seriously.

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#### **14.2 Retaliation and Reprisal**

OPG does not tolerate retaliation or reprisal, including threats against an employee for good faith reporting or participation in a complaint process. Anyone who engages in retaliation or reprisal may be subject to disciplinary action up to and including termination of employment.

Employees who believe they have been subject to retaliation or reprisal or believe someone is experiencing retaliation or reprisal, must immediately report concerns to their manager, HR contact or the Ethics Office ([ethics@opg.com](mailto:ethics@opg.com)).

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#### **14.3 Confidentiality**

OPG will not disclose the identity of individuals who report known or suspected Code violations, including information that could identify employees involved, except as necessary to investigate, resolve, or otherwise address the issue. OPG will disclose information if it has a legal obligation to do so.

Those involved in a known or suspected Code violation are required to keep all aspects confidential. Anyone who knowingly breaches confidentiality may be subject to disciplinary action up to and including termination of employment.

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#### **14.4 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>.

## 14.5 When the Code Does not Have the Answer

There may be occasions when the Code does not have the answer to the ethical question you are facing or there may be a difficult judgment call to make with respect to the application of the Code. In these cases, consult with your manager or HR contact who will provide guidance, refer you to the relevant policy or consult with Labour Relations or the Ethics Office.

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## 14.6 Consequences

Those who do not comply with the Code including OPG's values and behaviours may be subject to disciplinary actions up to and including termination of employment and/or legal action. OPG reserves the right to discipline anyone who knowingly makes a false statement or provides false information. Further, employees may be subject to disciplinary action for failure to report information about known or suspected Code violations.

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## 15.0 Accountabilities

**Employees at all levels in the organization** are accountable for:

- Understanding their responsibilities under and complying with the Code
- Completing any required training on the Code
- Carrying out their responsibilities ethically and with integrity, and treating those with whom they do business with dignity and respect
- Seeking advice from their manager, HR contact or the Ethics Office if uncertain about the right ethical decision
- Declaring all actual, perceived or potential conflicts of interest, in writing, to their manager as soon as they are known
- Reporting conduct that violates or appears to violate the Code or Supplier Code to their manager, HR contact or the Ethics Office
- Maintaining confidentiality when engaged in a Code violation process, procedure or investigation

**Managers at all levels in the organization** are accountable for:

- Providing their employees with the necessary tools to understand and comply with their responsibilities under the Code
- Ensuring their employees complete any required training on the Code
- Ensuring their Bands A to H staff complete the required electronic confirmation sign-off statement on an annual basis
- Reporting known and suspected violations of the Code and the Supplier Code to their HR contact or the Ethics Office as soon as they are known
- Taking appropriate management action to address known or suspected violations of the Code in partnership with their HR contact. For clarity, managers must not permit or condone behaviours that they know or reasonably believe to be violations of the Code
- Ensuring their employees complete a COI Declaration for any actual, perceived or potential conflicts of interest, and addressing declarations from employees and suppliers in consultation with their manager, HR contact and the Ethics Office
- Being concerned, knowledgeable and reliable counsellors to whom employees can comfortably go to for advice
- Maintaining confidentiality in complaint processes to the extent permitted by law and the company's ability to address the concern
- Creating a work environment based on respect that encourages ethical behaviour

Each **Enterprise Leadership Team** (ELT) member is accountable for:

- Monitoring compliance with the Code and Supplier Code within their organizations; and
- Submitting an annual due diligence report to the Chief Ethics Officer that confirms that their employees have completed all required training on the Code, Bands A to H staff have completed the annual electronic confirmation sign-off statement and all known violations have been reported to the Chief Ethics Officer

The **Vice President Risk & Audit, Chief Audit Executive** is accountable for:

- Providing periodic independent assurance to the Board of Directors that the controls related to the Code and the Supplier Code are operating effectively

The **Chief Ethics Officer** is accountable, on behalf of the President and CEO, for:

- Ensuring that the corporate policy on the Code is implemented within OPG
- Preparing the Code and Supplier Code for approval by the Board of Directors
- Reviewing the Code and Supplier Code on a regular basis to ensure they continue to meet all relevant OPG standards and external business standards
- Tracking and reporting all known violations of the Code and the Supplier Code to the President and CEO and the Audit and Risk Committee of the Board of Directors on an annual basis
- Providing advice and guidance with respect to the provisions of the Code and Supplier Code
- Ensuring that appropriate management action is taken to investigate and address known or suspected violations

The day-to-day monitoring of the Code is delegated to the Ethics Office. To contact the Chief Ethics Officer, email ([ethics@opg.com](mailto:ethics@opg.com)).

The **OPG Board of Directors'** mandate explicitly acknowledges its role for creating a culture of integrity throughout the organization. The Board has statutory obligations regarding conflicts of interest as well as a separate procedure for disclosure. The Board is required to follow provincial legislative requirements and guidance regarding specific types of conflicts and disclosure in their role as directors in the **OPG Board of Directors' Conflict of Interest Policy and Procedure** OPG-POL-0031.

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## 16.0 Contacts/Reporting Channels

Have further questions? Please contact:

- Your Line Manager
- HR Service Centre or your HR contact
- The Ethics Office at ([ethics@opg.com](mailto:ethics@opg.com)) or anonymous reporting at <https://opg.i-sight.com/portal>
- Workplace Violence: Emergency Services on site Security or at 416-207-6410