



Supplier Code of Conduct

At Ontario Power Generation, we are working to electrify life in one generation. Employees, directors, officers, suppliers, consultants, contractors, subsidiaries, and business partners play a vital role in shaping our future by upholding all applicable laws and regulations, OPG policies, professional standards, and our Code of Business Conduct.





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A Message From Leadership



Nicolle Butcher
President &
Chief Executive Officer



Cynthia Domjancic
SVP Human Resources
& Chief Ethics Officer

At Ontario Power Generation (“OPG”), we hold ourselves to the highest standards of ethical conduct. We know this is fundamental in fulfilling our purpose to safely generate reliable low-carbon electricity for Ontario, our vision to electrify life in one generation, and our mission to build a sustainable future powered by our electricity, ideas and people.

Our business is complex and experiencing tremendous growth. Our longstanding reputation for ethical conduct is built on the choices we make and is one of our most valuable assets. Each of us must continue to act with honesty, transparency, and respect in all our interactions – whether with employees, OPG business partners, other contractors, communities, or each other.

As you read the Supplier Code of Conduct (the “Supplier Code”), please take a moment to reflect on how it applies to your work in relation to OPG. Our success depends on our shared commitment to ethical excellence. Together, we will continue to earn and maintain the trust of our stakeholders, protect our reputation, and serve as Ontario’s largest electricity generator.

Our Values

Our values are the foundation of everything we do at 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.



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.



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.



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.





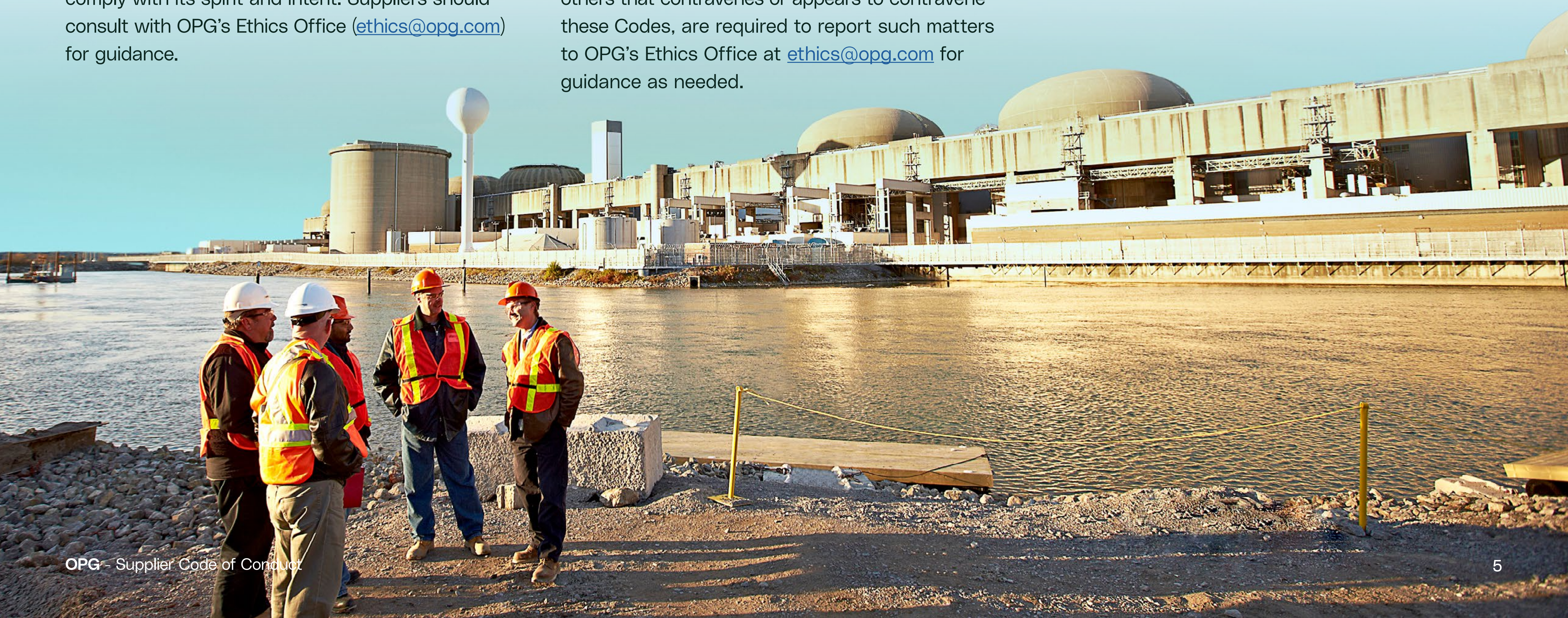
1.0

Reporting Supplier Code of Conduct and Code of Business Conduct Concerns

1.0 Reporting Supplier Code of Conduct and Code of Business Conduct Concerns

The Supplier Code may not always provide an answer to a supplier's ethical question. It is not intended to cover every situation, so suppliers must comply with its spirit and intent. Suppliers should consult with OPG's Ethics Office (ethics@opg.com) for guidance.

Suppliers found to be in violation of OPG-STD-0059, Code of Business Conduct (the "Code") or the Supplier Code, or who become aware of conduct by others that contravenes or appears to contravene these Codes, are required to report such matters to OPG's Ethics Office at ethics@opg.com for guidance as needed.





OPG - Supplier Code of Conduct

1.1 Anonymous Reporting

Individuals may anonymously report violations or suspected violations of the Code or Supplier Code 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>.

1.2 Retaliation and Reprisal

OPG maintains a strict policy prohibiting retaliation or reprisal, including threats, for good faith reporting or participation in a complaint process.

Ethics Pause



Tips for submitting complaints anonymously:

- You have the choice to submit a complaint anonymously or provide your contact information
- If you want to remain anonymous, do not share information that reveals your identity when submitting a complaint
- Provide as much detail as possible including who was involved, witnesses, when it happened, where it happened, and details about the incident
- If you submit a complaint using the online portal, you will have the ability to engage in two-way anonymous communication, remember to write down your login information so you can revisit the complaint



2.0

OPG Code of Business Conduct

2.0 OPG Code of Business Conduct

The Code establishes OPG values and sets the standard for 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 are expected to avoid any business practices, including those involving OPG, that may be viewed as unethical.



3.0

Safety, Respect and Inclusion

3.0 Safety, Respect and Inclusion

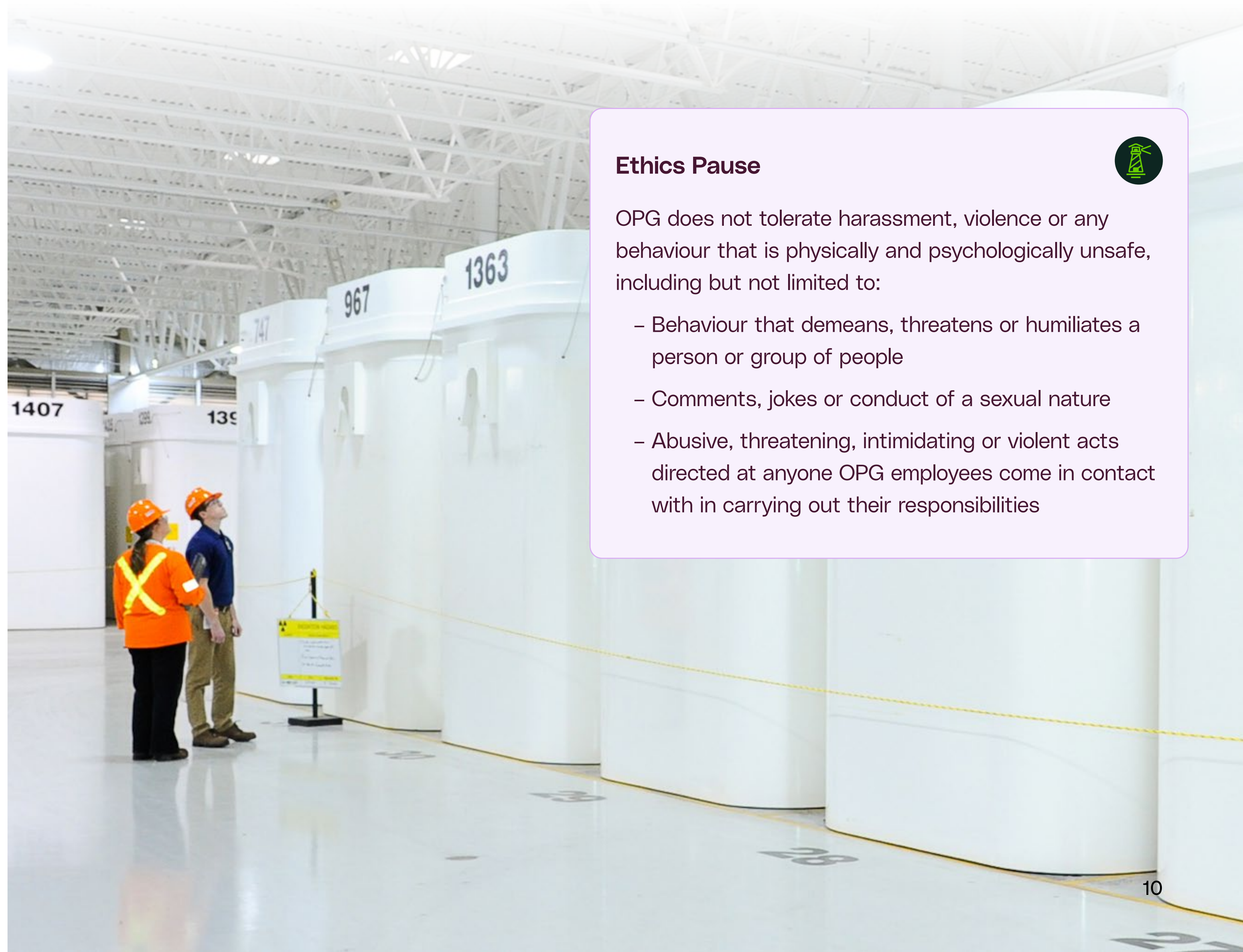
Suppliers must promote and provide inclusive, respectful, healthy and safe workplaces that are free from harassment, discrimination, workplace violence, retaliation, and other disrespectful and inappropriate behaviours.

3.1 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.

3.2 Harassment, Discrimination and Workplace Violence

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



Ethics Pause



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, jokes or conduct of a sexual nature
- Abusive, threatening, intimidating or violent acts directed at anyone OPG employees come in contact with in carrying out their responsibilities



4.0

Compliance with Laws

4.0 Compliance with Laws

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

4.1 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 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 or retaliation

4.2 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.





5.0

Media Communications

5.0 Media 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.





6.0

Conflict of Interest

6.0 Conflict of Interest

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

Individuals providing augmented staff services must declare any actual, potential or perceived conflict of interest using the Non-disclosure, Intellectual Property and Standards of Behaviour Form.

Suppliers who are uncertain about a situation or if a Supplier COI Declaration Form is required can contact their OPG contract owner, Supply Chain contact, or OPG’s Ethics Office (ethics@opg.com) for guidance.



Ethics Pause



What is a 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.



7.0

Business Gifts and Hospitality

7.0 Business Gifts and Hospitality

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.

Ethics Pause



What is hospitality?

Hospitality includes meals, beverages, entertainment, accommodations and travel provided by a supplier.

Nominal gifts, such as sweets and/or advertising mementos (e.g. hats, calendar, etc.) with a value of \$50 or less, may be allowed.

7.1 Prohibited Gifts and Hospitality

The offering of the following gifts/hospitality is prohibited:

- Entertainment, travel or accommodation (except where directly related to OPG business, conferences or networking events)
- Gifts or benefits of any kind, including hospitality, from a vendor where employees are directly involved in the active procurement of goods or services involving that vendor
- Gifts or benefits of any kind, including hospitality, that were actively solicited by a representative of OPG

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).



8.0

Anti-Bribery and Corruption

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 (e.g. 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.

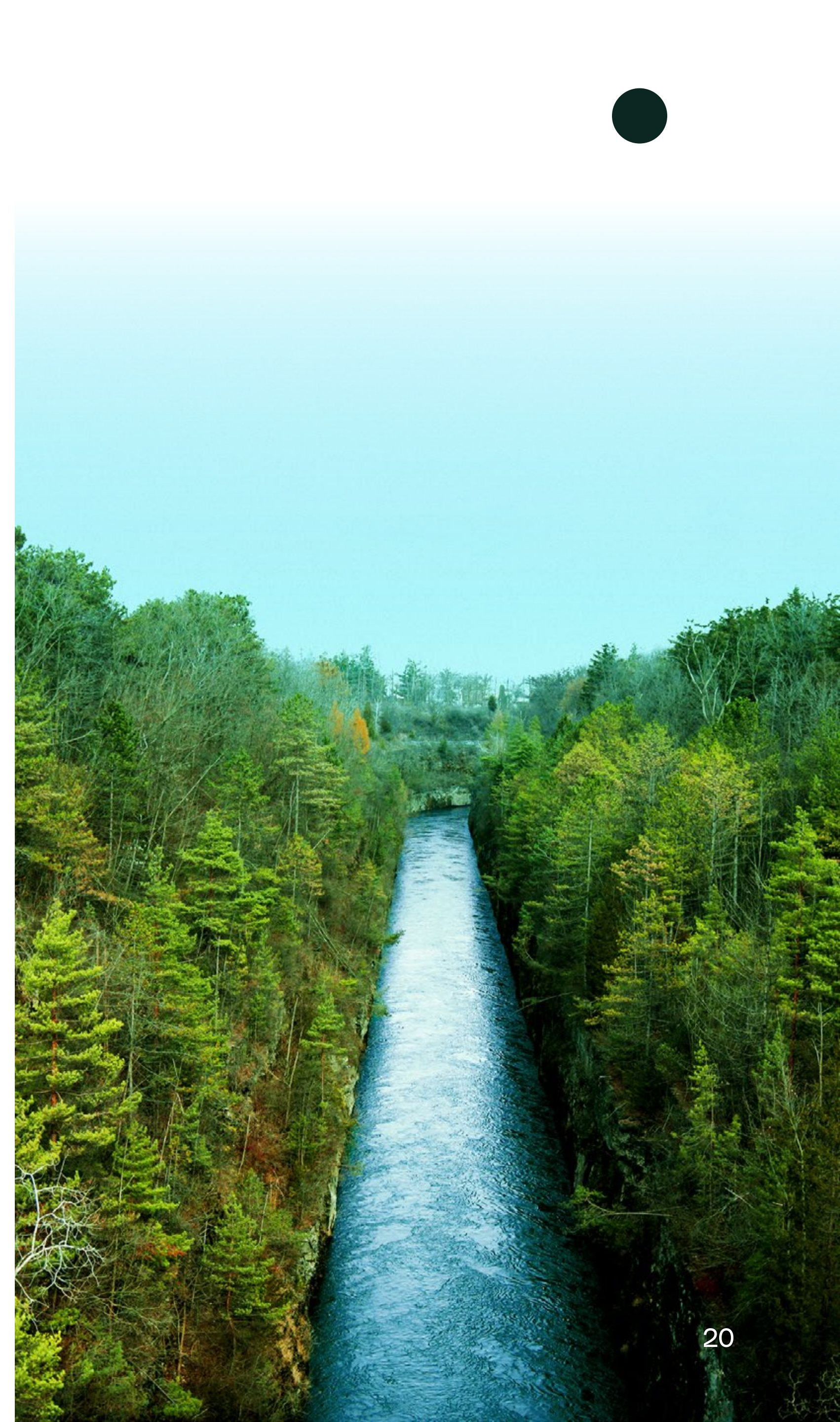
Suppliers must ensure that the requirements of all applicable anti-corruption laws are met, including, but not limited to, Canada's Corruption of Foreign Public Officials Act. No payments, gifts or other benefits may be given, directly or indirectly, to public officials, political parties or political 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.

Ethics Pause



What is bribery?

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.





9.0

Protection and Proper Use of OPG Assets

9.0 Protection and 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.

OPG does not tolerate fraud, theft, forgery, deceit or any other dishonest behaviours.





10.0

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

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.

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.

10.1 Insider Trading

Suppliers must comply with applicable insider trading laws and regulations.

Ethics Pause



What is 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.



11.0

Hiring Former OPG Employees

11.0 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. Suppliers are required to provide OPG with a written list of individuals who are proposed to perform services under any OPG contract and were previously 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 OPG employees regarding potential service opportunities at OPG.





12.0

Procurement, Outsourcing and Subcontracting

12.0 Procurement, Outsourcing and Subcontracting

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

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.





13.0

Supplier Code Compliance

13.0 Supplier Code Compliance

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 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.

If appropriate and subject to contractual obligations, OPG may end its relationship with suppliers if conduct is unsatisfactory.



