

OPG Supplier Code of Conduct



Safety Integrity Excellence People and Citizenship

Ontario Power Generation is an Ontario-based electricity generation company whose principal business is the generation and sale of electricity in Ontario. Ethical business conduct by employees, suppliers, consultants, contractors, and business partners is a critical component of our operations.

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Introduction

Ontario Power Generation Inc. (OPG) is committed to being an ethical company. This means conducting ourselves and all aspects of our business with honesty and integrity.

We are committed to Safety, Integrity, Excellence, People and Citizenship. These are our ethical values outlined in our Code of Business Conduct. They clarify what is important in our organization, guide our behaviour and decision-making, and point the way to business conduct that results in successful individuals and a successful company.

We hold our suppliers to the same high standards and expect them to conduct their business in a manner that aligns with our values and corporate governance.

This Supplier Code of Conduct 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 spirit and intent of the Supplier Code of Conduct.

The Supplier Code of Conduct 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 may also apply to an employee, agent, representative, consultant, contractor and/or business partner of a supplier.



Barb Keenan
Chief Ethics Officer
Ontario Power Generation

Our Values

Safety, Integrity, Excellence, People & Citizenship. These are Ontario Power Generation's ethical values, and are the fundamental truths about OPG that don't change. They clarify what is important in our organization, guide our behaviour and decision-making, and point the way to business conduct that results in successful individuals and a successful company.

Safety

- Demonstrate that safety is fundamental to our business.
- Ensure that all laws and our requirements for a safe and healthy work environment are met.
- Foster a safety culture where continuous learning is embraced and safety is incorporated into day-to-day decision making.
- Take personal responsibility to protect the health and safety of oneself, fellow employees, and the public.

Integrity

- Conduct business lawfully and ethically.
- Avoid conflicts of interest.
- Honour all applicable laws, statutes, regulations, and contractual obligations.
- Protect the confidentiality and sensitivity of information.
- Engage in practices that promote open and fair competition.
- Act fairly, make decisions that are objective, and reflect the just treatment of all.
- Demonstrate uncompromising commitment to OPG's Code of Business Conduct. Insist on the same standard in others.
- Conduct business in a transparent manner – being open, visible, and publicly accountable.

Excellence

- Commit to and provide excellence in generation.
- Demonstrate excellence in project planning and execution.
- Deliver results in a reliable, efficient and effective manner in support of generation and project excellence.
- Deliver value for money in everything we do.
- Strive for continuous performance improvement.
- Promote excellence in performance where employees excel in their current roles and develop meaningful careers.

People & Citizenship

- Foster the pride of fellow employees in providing an integral service to the Province.
- Treat fellow employees and all others with respect and dignity; value the diversity of cultures and people.
- Conduct business in an environmentally responsible manner.
- Build trust and support the social and cultural fabric of the communities where we work, live and serve.
- Be a socially responsible corporate citizen.

Standards of Business Conduct

INTEGRITY

1.0 Compliance with Laws

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

2.0 OPG Code of Business Conduct

The OPG Code of Business Conduct (COBC) establishes OPG values and sets the standard for OPG's business behaviour. All OPG employees must understand and adhere to the COBC. Suppliers 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 COBC.

3.0 Conflicts of Interest

Suppliers must not try to gain improper advantage or improperly impact an OPG employee's ability to make sound, impartial, and objective decisions on behalf of OPG. Suppliers must disclose in writing to the OPG contract owner and/or the Chief Ethics Officer any situation that appears to conflict, or could potentially conflict, in any way, with the interests of OPG. This includes situations where an OPG employee has an interest in or non-arm's length relationship to the supplier's business. Suppliers can use the Suppliers Declaration of Conflict of Interest or Potential/Perceived Conflict of Interest Form to make a declaration.

4.0 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 an OPG employee's ability to make business decisions in the best interest of OPG. If a supplier is unsure whether a gift or entertainment offer complies with OPG's Supplier Code of Conduct (Supplier Code) and/or COBC, the supplier should consult with the intended recipient's manager. OPG expects suppliers to maintain appropriate records of the provision of or offers of gifts or entertainment to OPG employees.

5.0 Anti-Bribery and Corruption

Suppliers must 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. 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.

6.0 Use of OPG Assets

Suppliers must protect OPG's assets, use them properly, and use them only for authorized OPG business.

Suppliers must protect OPG's assets from fraud, theft and destruction (e.g., by vandalism or neglect).

Suppliers must not use OPG assets for personal use.

7.0 Privacy and Information Security/Confidential Information/Intellectual Property

Suppliers must protect OPG sensitive information against theft, loss, destruction, unauthorized access/release, or misuse. Sensitive information includes information that is proprietary, technical, business, financial, personal, or requires confidentiality.

Suppliers must not disclose OPG sensitive information, except as required by law, 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.

8.0 Insider Trading

Suppliers must comply with any applicable insider trading laws and regulations that govern use of sensitive information.

9.0 Business Relations

Suppliers must have permission from OPG Corporate Relations and Communications before releasing for publication any information in respect of business relations with OPG or speaking as an OPG supplier in any public forum, including 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.

10.0 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 this requirement is met.

Suppliers must ensure that their procurement practices including outsourcing or subcontractor arrangements comply with the Supplier Code.

11.0 Hiring Former OPG Employees

Suppliers must not take any action that may jeopardize the ability of former employees to meet their legal or contractual obligations to OPG following the end of their employment.

SAFETY

12.0 Occupational Health and Safety

Suppliers must comply with all applicable health and safety laws, statutes and regulations of the jurisdiction in which they operate to ensure a safe and healthy work environment.

Suppliers must foster a safety culture where continuous learning is embraced and safety is incorporated into day-to-day decision making.

PEOPLE AND CITIZENSHIP/EXCELLENCE

13.0 Respect and Diversity/Human Rights

Suppliers must treat all employees and persons with whom they do business with dignity and respect.

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

Suppliers must not discriminate in hiring and employment on grounds prohibited by applicable laws. These include race, ancestry, place of origin, colour, ethnic origin, citizenship, creed (religion), sex, sexual orientation, disability, age, marital status, family status, record of offences, gender identity and gender expression.

Suppliers must not tolerate discrimination or harassment on the grounds prohibited by applicable human rights legislation, or any other harassment.

14.0 Employment Practices/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; and
- Employees are free to raise concerns without fear of reprisal.

15.0 Environment

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

IMPLEMENTATION

16.0 Record Keeping/Audit

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 conduct an appropriate audit of suppliers to ensure Supplier Code compliance. Suppliers must cooperate with any appropriate audit. Suppliers must cooperate with any investigation into a violation or suspected violation of the Supplier Code as well as any violation or suspected violation of the OPG COBC.

17.0 Code Compliance/Monitoring/Reporting

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

Suppliers must not engage in any retaliation against any person for good faith reporting of breaches of the Supplier Code or OPG's COBC.

There will be no reprisal against suppliers for good faith reporting of a breach or suspected breach of the Supplier Code or OPG's COBC.

18.0 Anonymous Reporting

To report concerns related to financial accounting, auditing, suspected fraudulent activities, bribery or corruption, individuals, including employees, consultants, contractors and business partners, may choose to make anonymous reports through EthicsPoint, Inc. The EthicsPoint reporting tool provides a secure third-party reporting system and can be reached by calling 1-866-294-8671 or by accessing its website at www.ethicspoint.com.

19.0 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) who will provide guidance.

20.0 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.