

# Code of Business 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

OPG is committed to being an ethical company and we expect all employees to also act in an ethical manner. This means conducting ourselves and all aspects of the business with honesty and integrity. Ethical behaviour builds trust, inspires confidence in our operations and helps drive financial performance. It helps create successful businesses that are recognized as industry leaders.

Working ethically also shows the people of Ontario that public power delivered by OPG is the best power. We need Ontarians to keep believing in us. It's not enough to deliver excellent results; we need to achieve those results in an honorable way.

That is why having a Code of Business Conduct (the "Code") is so critical to what we do and who we are at OPG. The Code establishes our values and sets the standard for our business behaviour. We expect all employees to understand and follow the Code. It is the only way we can safeguard our reputation as a reliable, ethical company.

The Code is a minimum standard of behaviour. It is not intended to cover every situation you may face as an employee in a complex organization like OPG that operates in a dynamic environment. Instead, the Code and its values clarify what is important to our organization. It is your job to apply the Code to your daily work and interactions and to comply with the spirit and intent of the Code.

There may be times when you are faced with a difficult situation or decision or are unclear how to proceed. If this is the case, seek advice by talking to your manager, your HR Business Partner and/or the Chief Ethics Officer.

OPG's mission statement encapsulates our overall goals: Power with Purpose – Providing low-cost power in a safe, clean, reliable, and sustainable manner for the benefit of our customers and shareholder. To help us achieve this mission, we need to work together and live by the Code. It will point the way as we strive for success.



Jeffrey J. Lyash  
President and CEO



Bernard Lord  
Board Chair



# 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.



# Our Behaviours

Our behaviours are the culture shifts we need to make to be a high performing company and continue to deliver on our mission to be Ontario's low cost electricity generator. These behaviours – Say It, Do It, Simplify It, Think Top and Bottom Line, Integrate and Collaborate, and Tell It as It Is – strengthen and support OPG's Values and are essential to making sustainable change at OPG.

## Say It, Do It

### **Demonstrate personal accountability to deliver results and hold others accountable.**

**Say It, Do It** means setting clear expectations for the results you will deliver, keeping commitments to others, holding others accountable, and taking personal responsibility to solve problems, all with the focus of delivering safe and reliable electricity.

## Simplify It

### **Create the most straight forward path to execution.**

**Simplify It** is about simplifying our work practices, focusing on the result, and challenging anything that is overly complex or doesn't make sense.

## Think Top and Bottom Line

### **Look for ways to improve efficiencies, eliminate waste, maximize generation and make money.**

We all have a role to play in eliminating unnecessary time, effort and cost, getting value for money, increasing our generation potential, and ensuring everything we do contributes to the safe and reliable generation of electricity.

## Integrate and Collaborate

### **Break down silos and work together in support of OPG's mission.**

**Integrate and Collaborate** is more than team work: It is building trust and counting on others to deliver, actively communicating with and involving others, understanding and considering others' needs, and working across teams to achieve a common goal.

## Tell It as It Is

### **Demonstrate open and direct communication to everyone with the intention of making things better.**

**Tell It as It Is** means speaking the truth respectfully and without blame, delivering both good and bad news, receiving feedback openly, and addressing conflict directly in order to build relationships and deliver results.



# Standards of Business Conduct

This section describes the standards of business conduct that Ontario Power Generation expects from every employee at every level of responsibility. These standards apply to every part of the company and to any wholly owned subsidiary, whether operating domestically or internationally. The standards apply to all Ontario Power Generation employees and are equally applicable to our agents, representatives, consultants, contractors, and business partners.

Standards of business conduct for OPG suppliers are outlined in the Supplier Code of Conduct.

We honour all applicable laws, statutes, regulations, and contractual obligations.

## INTEGRITY

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### 1.0 Conflict of Interest

#### Definition

Any situation where your personal interest conflicts, appears to conflict, or could potentially conflict, in any way with the interests of Ontario Power Generation (OPG).

#### Guidelines for Avoiding Conflicts of Interest

There are some broad guidelines for avoiding conflicts of interest:

- Base any business decision on merit and strictly in the best interests of OPG.
- Derive no personal benefit, whether direct or indirect, as a result of making business decisions on behalf of OPG.
- Avoid any situation that may create, or even appear to create, a conflict of interest between your personal interests and those of OPG.
- A personal or family relationship between a Manager and his/her staff represents a conflict of interest unless appropriately declared and approved.
- Do not take part in, or in any way influence, any decision related to OPG that might result in a financial or other advantage for yourself, family members, or friends. Always ensure that these relationships do not impact your ability to make sound, impartial, and objective decisions on behalf of OPG.
- When in doubt, ask your manager, HR Business Partner, or the Chief Ethics Officer.



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

It is mandatory for employees to declare to their manager and the Chief Ethics Officer any actual, perceived, or potential conflict of interest, in writing, using the form entitled “Declaration of Conflict of Interest or Potential/Perceived Conflict of Interest” (referred to herein as the Conflict of Interest Declaration). There are many reasons employees might need to complete the form. For example, employees might be directly or indirectly involved in an OPG business transaction such as a hiring process, a monetary decision, or a reporting relationship involving someone with whom they have a personal relationship. Please note that these examples are not an exhaustive list.

If in doubt about the situation, complete the Conflict of Interest Declaration form and give it to your manager.

Upon receipt of this form from their employee, managers should consult with their manager, HR Business Partner and the Chief Ethics Officer for assistance in determining the appropriate course of action. This form is available on the Ethics and Code of Business Conduct Intranet site.

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### **1.1 Business Gifts and Hospitality**

Accepting gifts and/or hospitality may compromise or appear to compromise your ability to make business decisions that are in the best interest of OPG.

Offering or giving gifts and/or hospitality directly or indirectly, may violate anti-corruption laws (see Section 1.2).

Employees must obtain approval from their Manager prior to accepting or offering any gifts and/or hospitality.

Gifts having a monetary value such as cash, gift certificates, loans, services, and discounts are not permitted. Gifts such as unsolicited advertising mementos of nominal value would usually be acceptable.

These requirements do not change during traditional gift-giving seasons.

Depending on the circumstances, unacceptable gifts should be returned with thanks and clarification of our policy, or suitably distributed in the community.

For instructions on how to do so, contact the Human Resources Service Centre.

#### **Accepting/giving a gift or hospitality**

The term “gifts and hospitality” include such items as meals, beverages, and invitations to social or recreational outings, accommodation, and travel.

Before you offer or accept anything, ask yourself:

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

Never offer, ask for, give, or receive:

- Any form of bribe or kickback.
- Any gift, gratuity, entertainment, hospitality, or benefit that may compromise or appear to compromise your ability to make business decisions in the best interest of OPG.
- Any gift, gratuity, entertainment, hospitality, or benefit to or from any persons for the purpose of influencing any act or decision or securing any other improper advantage.

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## 1.2 Anti-Bribery and Corruption

- 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, Canada's Corruption of Foreign Public Officials Act. In addition, 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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## 1.3 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.
- Competes with OPG.

Any exceptions must have approval of the senior executive in your organization.

### **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 would include those situations when, although you may not directly hold the investment, you have control or direction over 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 Chief Ethics Officer in writing:

1. To obtain approval prior to exceeding the five percent limit.
2. When your ownership interest is less than five percent but could be perceived as a conflict of interest.

### **Insider Trading**

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

### **Working for Another Organization / Operating a Business**

Employees have the right to choose how to spend their non-working hours. This may include working part-time for another organization or operating your own business during non-working hours. However:



- You must obtain OPG's prior approval if the work conflicts, appears to conflict, or potentially conflicts with OPG interests and/or your ability to perform your duties as an OPG employee. In order to obtain approval you must complete the Conflict of Interest Declaration Form, describing the conflict, an appearance of conflict, or a potential conflict of interest with the interests of OPG, and forward it to your manager.

Prior to engaging in any activities below, you must submit a Conflict of Interest Declaration for approval:

- Perform work for or operate a company that competes with OPG.
- Perform work or engage in discussions about employment with a company doing work for OPG or its competitors.
- Perform work that has the potential to assist a competitor of OPG in gaining competitive advantage e.g., acting as a supplier to competitors.
- Perform work for a supplier of OPG or sell products and/or services to OPG.
- Operate a business that offers products and services that would compete for business with OPG.
- Use OPG's supplies, facilities, tools, IT infrastructure, personnel, or intellectual property while working for the other organization.
- Perform work for another organization during OPG's working hours.
- Promote the products or services of the other organization during your OPG working hours.
- Have colleagues or customers from the other organization contact you at OPG.
- Own shares in a company with whom you conduct business with on behalf of OPG.
- Participate in or in any way influence 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.

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## 1.4 Relationships with Non-Profit and Professional Organizations

Many of us have an interest in contributing to our communities and to 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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## 1.5 Political Participation

- As a private citizen, you may participate in all levels of political activity in non-working hours provided these activities do not interfere or conflict with your duties and obligations as an employee.
  - Your participation must be kept strictly separate from your association with OPG.
  - Prior to running as a candidate in a federal or provincial election, you must apply for a leave of absence without pay.
  - Prior to running in municipal government elections, you are required to complete a Conflict of Interest Declaration and discuss this with your manager.
  - OPG's supplies, facilities, tools, or other business assets such as network assets must not be used to support political activities.
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## 2.0 Sensitive Information

### Definition

Sensitive information includes information that is proprietary, technical, business, financial, personal, or requires confidentiality. Sensitive information is owned by, or has been entrusted to, OPG and it must be kept confidential for reasons that include:

1. To preserve OPG's competitive advantage or commercial interests.
2. To comply with all legal, regulatory, or applicable contractual obligations.
3. To safeguard assets.
4. To preserve public safety.
5. To preserve the individual privacy and safety of employees and customers.

### Employee Responsibilities

- Know what information must remain in confidence. Ask your manager when in doubt. Refer to OPG-STD-0030, Protecting OPG's Information and Intellectual Property that sets out the various security classifications applicable to sensitive information.



- Do not disclose sensitive information, except as required by law, to anyone outside OPG, without prior approval by the accountable manager. This applies even after you have left OPG's employ.
  - 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 your use of sensitive information.
  - Advise your manager if you are aware of any attempt to obtain or disclose sensitive information by unauthorized means or misuse of such information.
  - Follow the Corporate Privacy Program and Procedures when gathering, using, or discussing personal information.
  - Comply with corporate policies, standards, and guidelines governing the use of e-mail and information technology systems when creating, storing, managing and transmitting sensitive information (e.g., personal e-mail should not be used to conduct OPG business).
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### **3.0 Purchasing and Hiring**

- Ensure all purchasing and hiring policies, procedures and required processes are followed.
- Ensure access for qualified vendors and applicants to compete for OPG business or employment opportunities.
- Ensure that procurement and hiring processes are conducted in a fair and transparent manner.
- Make purchasing and hiring decisions honestly and with integrity, using such criteria as competitive pricing, quality, quantity, delivery, and service.
- Refuse to make purchasing and hiring decisions based on favouritism, prejudice, preferential treatment, or personal gain.
- Avoid conflict of interest, both real and perceived, during procurement and hiring processes and ensuing contracts and selections.
- Disclose your concerns and refuse involvement in any purchasing or hiring decision that could lead to an actual, perceived or potential conflict of interest. Submit a Conflict of Interest Declaration.

## 4.0 Suppliers

- Treat suppliers courteously, fairly, and in a professional manner.
  - Inform suppliers about the existence of the Code of Business Conduct and the Supplier Code of Conduct and provide access to the most recent versions of these documents.
  - Inform suppliers about their obligations to comply with the Supplier Code of Conduct.
  - Inform suppliers they should contact OPG's Chief Ethics Officer and Security at 416-207-6410 should they have concerns regarding potentially unethical and/or fraudulent conduct by OPG employees.
  - Conduct sufficient due diligence and obtain contractual commitments where appropriate from suppliers to ensure OPG and its employees do not breach anti-corruption laws indirectly through the provision of payments, gifts or other benefits by suppliers to public officials, political parties, or political candidates for the purpose of influencing any act or decision or securing any other improper advantage.
  - Deal only with suppliers that act with integrity and adhere to high standards of ethical behaviour.
  - Inform suppliers they shall 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 of Business Conduct.
  - Take appropriate action to address concerns with problem suppliers.
  - Take steps to end OPG's relationship with a supplier if it continues to be unsatisfactory.
  - Avoid conflict of interests, both real and perceived in any interaction with vendors and suppliers. Should an actual, perceived or potential conflict of interest arise, submit a Conflict of Interest Declaration form.
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## 5.0 Proper Use of Assets

- Protect the company's assets, use them properly, and use them only for OPG business.
- Protect the company's assets from fraud, theft and destruction, e.g., by vandalism or neglect.
- Protect the company'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.



- Do not misuse other companies' property entrusted to OPG.
- Only dispose of items having residual value according to the applicable procedures that govern disposal of assets.
- Theft, fraud, forgery, and willful deceit will not be tolerated and zero tolerance is strictly adhered to.
- Ensure appropriate use of e-mail and IT systems in accordance with the Cyber Security Policy and CIO standards and procedures.
- While company systems such as e-mail or 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, or for monitoring in accordance with OPG's policies, standards, and procedures governing usage, privacy cannot be assured.

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## 6.0 Business Expenses

Exercise integrity, prudence, and judgment when you incur and approve 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.

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## 7.0 Accounting, Finance, and Business Reporting

- 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. This includes but is 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, OPG's Chief Ethics Officer, or Chief Audit Executive.

- Alternatively, OPG has selected EthicsPoint, Inc. to provide a secure third-party reporting system that allows individuals to anonymously report concerns related to financial accounting, auditing, suspected fraudulent activities, bribery or corruption. EthicsPoint, Inc. can be reached by calling 1-866-294-8671 or by accessing its website at [www.ethicspoint.com](http://www.ethicspoint.com).

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## 8.0 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.

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## 9.0 Conducting International Business

OPG's Code of Business Conduct applies to all of the company's operations including those carried out internationally.

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# PEOPLE AND CITIZENSHIP/EXCELLENCE

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## 10.0 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/social media forum or with a media representative.
- If you do not have prior permission from your manager and Corporate Relations and Communications, either stay silent or ensure remarks are identified as personal opinion and not necessarily that of OPG.
- Refer all media and media questions to the Corporate Relations and Communications media desk at 416-592-4008 or toll free 1-877-592-4008.

Use online and social media within the guidelines and values of the Code of Business Conduct. These media may include:

- The internet;
- Multimedia and social networking sites (e.g., Facebook, Twitter, LinkedIn, Instagram, Google+, Snapchat and YouTube);
- Blogs and wikis (e.g., Wikipedia).



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

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## 11.0 Environment

- Meet all legal requirements and any environmental commitments that OPG makes, with the objective of exceeding these legal requirements where it makes business sense.
  - Strive to prevent or mitigate adverse effects on the environment with a long-term objective of continual improvement.
  - Manage our sites in a manner that strives to maintain, or enhance where it makes business sense, significant natural areas and associated species of concern.
  - Work with community partners to support regional ecosystems and biodiversity through science-based habitat stewardship.
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## 12.0 Diversity

- Value all individual differences.
  - Strive to create a workforce that reflects the diverse populations of the communities in which we operate; in an environment that is respectful and inclusive of all employees.
  - Do 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.
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## 13.0 Harassment and Violence Free Workplace

- Treat all employees and persons with whom we do business with dignity and respect.
- Promote an inclusive, healthy and safe workplace that is free from harassment, discrimination, and workplace violence.
- Report any harassment or discrimination in a timely manner to your manager, HR Business Partner, union representative (if applicable), Employee Relations, or the Chief Ethics Officer.



- Report any workplace violence issues immediately to your manager, the Chief Ethics Officer, and Security & Emergency Services — on site if applicable or at 416-207-6410.

Do not tolerate:

- Discrimination or harassment on the grounds prohibited by applicable human rights legislation, or any other harassment.
- Personal harassment, including behaviour that demeans, threatens, or humiliates a person or group of people.
- Comments or conduct that ridicule or disparage a group of employees or people with whom we do business even if they are not directed at a particular individual.
- Abusive, threatening, intimidating, or violent acts directed at an employee or anyone else an employee comes in contact with when carrying out his or her responsibilities.

## IMPLEMENTATION

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### 14.0 Disclosure, Training and Sign-Off

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

- All directors, officers, and employees of OPG must comply with the Disclosure Policy, which is accessible under the OPG Governance section of OPG's Intranet.
- All employees must complete any required training on the Code of Business Conduct. Training on the Code 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 OPG's Code of Business Conduct.

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

Employees must declare to their manager or to the Chief Ethics Officer any actual, perceived, or potential conflict of interest, in writing, using the form entitled

“Declaration of Conflict of Interest or Potential/Perceived Conflict of Interest.” Refer to Section 1.0 for more information on this topic.

The manager must ensure that a copy of any employee or supplier Conflict of Interest Declaration is forwarded to the Chief Ethics Officer, noting the action taken by management to address the issue.

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## 14.2 Reporting Violations or Potential Violations of the Code

Employees who violate the Code of Business Conduct or are aware of conduct by others, including suppliers, that violates or appears to violate the Code or the Supplier Code of Conduct, are obligated to report it to their manager, HR Business Partner or to the Chief Ethics Officer. **There will be no reprisal against employees for making the report in good faith.**

All reports are taken seriously.

Managers must immediately report a violation or suspected violation to their HR Business Partner or the Chief Ethics Officer. In circumstances that require an immediate intervention by Security such as workplace violence, theft, and other security-related matters, contact Security at 416-207-6410. At locations with site/plant security staff, you may contact the local site/plant security group. Security will notify the Chief Ethics Officer on your behalf.

Retaliation for good faith reporting is not tolerated. Employees who believe they have been a victim of retaliation, or are aware of or suspect retaliation against anyone else for reporting concerns, should immediately report this to their manager, HR Business Partner or the Chief Ethics Officer.

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## 14.3 Confidentiality

The identity of individuals making a report will be kept confidential to the extent permitted by law and the company's ability to address concerns.

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## 14.4 Anonymous Reporting

To report concerns related to financial accounting, auditing, suspected fraudulent activities, bribery or corruption, individuals 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](http://www.ethicspoint.com).

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## 14.5 When the Code Does Not Have the Answer

There may be occasions when the Code of Business Conduct 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 Business Partner, who will either provide guidance or refer you to the relevant policy or consult with the Chief Ethics Officer.

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## 14.6 Consequences

Those who do not comply with the Code of Business Conduct may be subject to disciplinary actions up to and including dismissal and/or legal action. OPG reserves the right to discipline anyone who knowingly makes a false statement or provides false information.

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## 15.0 Accountabilities

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

- Understanding their responsibilities under the Code of Business Conduct and for being in compliance with the Code.
- Completing any required training on the Code of Business Conduct.
- Carrying out their responsibilities ethically, with integrity, and treating those with whom they do business with respect and dignity.
- Seeking advice from their Manager, HR Business Partner, or Chief Ethics Officer when 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; and
- Reporting conduct that violates or appears to violate the Code of Business Conduct and the Supplier Code of Conduct to their manager, HR Business Partner or Chief Ethics Officer.

**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 of Business Conduct.
- Ensuring that all of their employees complete any required training on the Code of Business Conduct.
- Ensuring that all of their employees in Bands A to H complete the required confirmation sign-off on an annual basis.



- Reporting suspected violations of the Code of Business Conduct and the Supplier Code of Conduct to their HR Business Partner or the Chief Ethics Officer, as part of due diligence, as soon as they are known.
- Taking appropriate management action to investigate and address known or suspected violations of the Code of Business Conduct.
- Ensuring that their employees complete a written declaration of any actual, perceived, or potential conflict of interest, and addressing declarations from employees and suppliers in consultation with their manager, HR Business Partner and the Chief Ethics Officer.
- Being concerned, knowledgeable, and reliable counsellors to whom employees can comfortably go for advice.
- Maintaining confidentiality of the identity of the individual raising concerns 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 member** is accountable for:

- Monitoring compliance with the Code of Business Conduct and the Supplier Code of Conduct within their organizations.
- Submitting an annual due diligence report to the Senior Vice President People & Culture and Chief Ethics Officer that confirms all of their employees have completed all required training on the Code of Business Conduct, employees in Bands A to H have completed the annual confirmation sign-off, and all known violations have been reported to the Chief Ethics Officer.

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

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

The **Senior Vice President People & Culture and Chief Ethics Officer** is accountable, on behalf of the President and CEO, for:

- Ensuring that the corporate policy on the Code of Business Conduct is implemented within OPG.
- Preparing a Code of Business Conduct and a Supplier Code of Conduct for approval by the Board of Directors.
- Reviewing the Code of Business Conduct and the Supplier Code of Conduct on a regular basis to ensure they continue to meet all relevant OPG standards and external business standards.



- Tracking and reporting all violations of the Code of Business Conduct and the Supplier Code of Conduct 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 of Business Conduct and the Supplier Code of Conduct.
- Ensuring that appropriate management action is taken to investigate and address known or suspected violations.

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 conflict of interest as well as a separate procedure for disclosure. The Board is required to follow both 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**.