



Code of Ethics

Approved by the Board of Directors
of Énergir Inc. on May 17, 2018 and
updated on September 24, 2020



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Mission of the Company

Our mission is to meet the energy needs of our customers and the communities we serve in an increasingly sustainable way. We offer competitive, varied and innovative solutions. Énergir, L.P. will be the partner of choice for those striving toward a better energy future.

Because energy is at the very heart of our society, we collaborate with stakeholders from all walks of life.

Because communities understand their own needs best, we foster close ties.

Because our customers' needs change in step with the challenges they face, we innovate in everything we do.



Guiding Principles of the Code of Ethics

The Code¹ is addressed to Énergir personnel² and Directors³, including those of its Québec and Canadian subsidiaries, as well as any person or firm retained or mandated to represent them.

Unless the context indicates otherwise, for purposes of this Code, the expressions “we,” “our,” the “Company,” and “Énergir” collectively designate Énergir Inc., Énergir, L.P., its Québec and Canadian subsidiaries. When the term “Énergir, L.P.” is used, it designates Énergir, L.P. without including its subsidiaries; similarly, the term “Énergir Inc.” designates the general partner of Énergir, L.P.

The Code describes the commitments, principles and rules that must be applied by all personnel of Énergir and those who represent it. These have been developed with the objective of fostering quality relations with our stakeholders⁴ by ensuring respect for our three fundamental guiding principles of responsibility, high performance and respect. It is therefore important to clearly understand the nature of the principles and rules developed in this Code and to ensure that they are applied in compliance with the objective for which they have been developed.

The Code is meant as a guide in making ethical decisions and in the conduct to adopt.

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¹ Means the present Code of Ethics, adopted on May 17, 2018 and updated on September 24, 2020.

² Means any person, unionized or not, who receives a salary from Énergir, including managers, directors, and executives.

³ Means any person who is a member of the Board of Directors of Énergir Inc. or a subsidiary of Énergir, s.e.c.

⁴ Means, among others, customers, suppliers, investors, government and regulatory bodies, organizations and groups, as well as community representatives.

However, it is important to note that it cannot cover all the situations that Énergir personnel may encounter. That is why, over and above the principles and commitments, it is important to be able to recognize the impact of our decisions on the environment and on stakeholders and to question ourselves as to what conduct to adopt.

In the case where we are confronted by a situation not foreseen by a rule or a principle, the questions below may help us determine what is the right conduct to adopt and so contribute to maintaining the trust and the quality of the relationships with our stakeholders:

- If I reversed roles, **how would I like others to treat me?**
- Could my conduct **harm Énergir?**
- If I were asked, **would I be able to justify my conduct** to the stakeholders affected?
- **How would my colleagues react** if they learned of my decision and the conduct I am about to adopt?
- **Do I have the authority or the autonomy required to make this decision**, or should I consult my immediate supervisor?

If, after having answered these questions, doubts remain as to the conduct to adopt, we should consult the section of the Code entitled “Implementation of the code of ethics,” where there is a list of resources that can support us in our decision-making. The Code also identifies, based on the nature of the commitment, the resource persons who can be consulted, if needed, for more information. In the case of the subsidiaries, please consult the equivalent internal resource indicated.

Our Commitments



Act with Integrity



Over and Above Laws and Regulations

Énergir and all those who represent it undertake to respect the laws and regulations in force that apply to the activities of Énergir on the territory where it operates. However, ethical conduct sometimes requires going beyond legislative and regulatory standards. The conduct expected, as described in this Code, reflects that discretion.

No personnel members of Énergir and any other person who represents it may violate, or help, incite or order someone to violate, a law or a regulation in the name of the Company.

Internal policies and directives must be respected by all those to whom they are addressed, including the policies mentioned in this Code. All personnel of Énergir and those who represent it also undertake to respect the policies and directives applicable to their employment category.

Also, since Énergir is principally engaged in regulated activities, it is subject to many requirements and to regulatory decisions, including, in particular, those of the *Régie de l'énergie*. Énergir and all those who represent it therefore also undertake to be aware of, and to respect the standards and directives applicable to their employment category issued by regulatory bodies with authority over the activities of the Company.

In case of doubt as to the scope of the laws, regulations, or the standards and directives established by regulatory bodies, please consult the Assistant Vice President, Legal Affairs and/or Corporate Secretary of Énergir depending on the law, regulation, standard or directive concerned.

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⁵ Any situation where an individual's interests are considered rather than the Company's interests or any situation where personal interests and those of the Company are, or give the impression of being, in opposition. The abuse of influence is considered a form of conflict of interest.

Conflict of Interest of Personnel Members

Personnel members must be loyal toward Énergir.

The existence of a conflict of interest⁵ is likely to weaken respect for this obligation of loyalty.



Examples of conduct that may constitute conflict of interest situations:

- Giving preference to members of his/her family or friends when making business or management decisions;
- Being both a personnel member and a supplier to the Company at the same time;
- Being the direct supervisor of a member of his/her family.

This obligation of loyalty also prohibits personnel members from providing, without prior authorization, services for the benefit of any company engaged in activities in competition with those of Énergir, or to carry out unauthorized work for Énergir customers.

In certain situations, we could find ourselves in an apparent conflict of interest. An apparent conflict of interest occurs when a reasonable person might believe that the decision-maker is in a conflict of interest situation, even if, in fact, this is not the case. **An apparent conflict of interest could be just as damaging to Énergir as a real conflict of interest**, since it may lead our stakeholders to believe that our decisions and our judgment are not objective.

One of the most important things when faced with a potential, an apparent or a real conflict of interest is to remain vigilant. Generally speaking, all individuals have good intentions and will avoid voluntarily placing themselves in a conflict of interest situation. However, it is important to be able to recognize that our judgment could be affected, and that no one is immune to external influences.

An effective way of **remaining vigilant** is to analyze our conduct by asking ourselves how it would be perceived by stakeholders, rather than trying to justify that conduct. By focusing on the perceptions of others, rather than on our own perceptions, when it comes to our conduct, we foster building relationships of trust.

Any personnel member in a potential, apparent or real conflict of interest situation should inform his/her immediate supervisor and an HR business partner in the Employees and Culture sector.

Gifts and Other Favours

Gifts and other favours may be seen as placing us in a potential conflict of interest situation since that could affect our ability to make objective decisions, free from all influence. A donor's objective is often to try to influence the person receiving the favour. In effect, **receiving a gift sometimes creates a feeling of indebtedness** on the part of the recipient toward the donor. In other words, the person who receives the gift may sometimes feel obligated to offer a gift or a favour to the donor in return.

A gift or favour does not necessarily place us in a conflict of interest situation and **there is no unique rule to help determine if a gift may or may not be accepted**. Here are some useful guidelines to determine if a gift or a favour is likely to give rise to an apparent or real conflict of interest:

- **A favour:** Would Énergir or I be able to offer a gift of similar value?
- **The reason:** Why is someone offering me this gift? Out of politeness? Or is it in the hope of obtaining something in return?
- **The circumstances:** In what context am I being offered the gift? In a public and transparent manner? Or secretly, without drawing attention?
- The position of the recipient: Are **my responsibilities** at Énergir associated with the interests of the person offering me the gift?
- The timing: In what **context** is this person (or company) offering me the gift (e.g. during a call for tenders)?
- **Frequency:** Is it the first time that this person (or company) has offered me a gift? Is it a recurrent practice?

If, in responding to the above questions, we arrive at the conclusion that accepting the gift could place us in a conflict of interest situation, then we should refuse the gift.

Each situation is unique, and it is sometimes difficult to determine the right conduct to adopt. However, in no event should we accept cash or any monetary consideration.

When we receive a gift or an invitation, we should **inform our immediate supervisor** to ensure that we have all the information needed to make a decision regarding the gift.

Just as we do not accept gifts that could cloud our judgment, so also is it important to respect our stakeholders and not try to cloud their judgment by offering gifts or other advantages that could create a feeling of indebtedness on their part toward Énergir.



Directors and Managers

As required by the applicable laws, any Director who is in a conflict of interest situation must declare it, must abstain from voting and from discussing any question related to that interest and must not try to influence any decision taken on the subject. A Director must also withdraw from any meeting when the subject in which he is in a conflict of interest is discussed.

Among other things, all Énergir Inc. Directors and managers named by resolution of the Board of Directors of Énergir Inc. (the “managers”) must complete and sign, on their appointment and every year thereafter, a form disclosing their outside business activities and interests. Énergir’s Corporate Secretariat will monitor this obligation and keep the duly completed and signed questionnaires on file. The disclosure of outside business activities and interests must be updated as soon as there is any change.

For more information about the obligations regarding the disclosure of interests by Directors and managers and when this disclosure is required, please consult the Corporate Secretary of Énergir.



Respect and Fairness for our Stakeholders

Énergir is committed to acting with respect, at all times and no matter who the interlocutor, and to treating all its stakeholders fairly.

Government and Regulatory Bodies and Participants in the Regulatory Process

Government bodies and all other regulatory organizations, as well as participants in the regulatory process, represent important stakeholders for Énergir. Harmonious relations with these stakeholders are essential to the smooth functioning, the reputation and the success of Énergir. We are committed to acting with respect and diligence toward representatives of various government bodies and other regulatory organizations, as well as toward those who participate in the regulatory process.



Examples of conduct expected:

- Providing, diligently and within the expected timeframe, the information that representatives of government bodies, regulatory organizations and participants in the regulatory process need to accomplish their work;
- Fostering harmonious relationships with the various stakeholders by being courteous, respectful and by not trying to influence their judgment inappropriately.



Suppliers

Natural gas suppliers, as well as suppliers of products and services, are important stakeholders for us. By establishing business relationships based on trust, Énergir is creating the goodwill essential to its success. We are therefore committed to **treating our suppliers in a fair and transparent manner, with respect and without discrimination**. We encourage competition between suppliers, while fostering long-term business relationships.



Examples of conduct that may harm harmonious relationships with suppliers:

- Soliciting suppliers to contribute to Énergir's financing activities or campaigns by implying that could help sustain the business relationship;

- Not giving clear and precise details about Énergir's procurement procedure;
- Lacking professionalism by not complying with his/her responsibilities as a work provider, or not acting respectfully toward a supplier's representative or a service provider (e.g. consultant);
- Entering into ancillary or complementary agreements, even tacitly, without following the established procurement procedure;
- Defining non-objective or biased selection criteria with the aim of favouring a particular supplier.



Customers

The relations we maintain with our customers are essential to our success. A collection of laws, regulations, policies, directives and conditions of service govern relations with customers, and we are bound by every one of them. Respect for our customers is the focus of our attention, and we are committed to acting in a way that meets their expectations of us so as to **develop the relationship of trust** needed for the conduct of our business. For Énergir, customer relations are everyone's responsibility.



Examples of conduct fostering harmonious relations with customers:

- Showing **integrity** and **honesty** in the execution of his/her work, respecting the laws, regulations, policies, directives and conditions of service that govern the company;
- **Listening** carefully, politely, **courteously** and with empathy;
- Providing **quality services at the best possible cost**;
- Maintaining bias-free business relationships;
- Responding to requests from customers **diligently** and **precisely**.

Foster a Respectful and Safe Work Environment



Health and Safety at Work

Énergir places respect and the protection of occupational health, safety and wellbeing at the very core of its corporate strategy. This commitment is part of its vision of sustainable development, for the benefit of all of its employees and the customers and communities it serves as well as its contractors and suppliers and the general public.

All employees are responsible for actively supporting the occupational health, safety and wellbeing policy, firstly by considering the impact of their daily actions, and by respecting the strategic principles and fully assuming the responsibilities entrusted in the management of occupational health, safety and wellbeing implemented to succeed together.

The policy is guided by **four strategic principles** — leadership, foresight, vigilance and rigour in our actions — and **three central pillars** — risk management, strong partnerships and occupational health and wellbeing.



Examples of conduct fostering health and safety at work:

- Adopting and applying the golden rules⁶ in order to better control our occupational risks, especially those of certain activities;
- Recognizing the characteristics of the golden rules: essential, apply to everyone and based on three fundamental principles: simplicity, clarity and rigour;
- Respecting and applying the Occupational Health and Safety (OHS) standards and directives, the content of the technical specifications manual, the work instructions, and the concepts learned in training;
- Doing a “360-degree review” before carrying out a task in order to evaluate the work environment and control the risks to oneself, one’s coworkers, the public and the suppliers;
- Wearing the appropriate personal protective equipment based on the type of work and the risks;

⁶ OHS rules to be followed communicated on a regular basis.



- Participating in, contributing to and respecting the decisions and orientations of the local and central committees;
- Playing an active role in prevention by identifying and helping to eliminate risks, sharing good practices and adopting safe behaviours;
- Encouraging the reporting of incidents, conducting investigations and taking the necessary measures to prevent similar situations;
- Promoting, outside the work environment, proactive approaches to health, safety and wellbeing;
- Being sure to base one’s management of occupational health, safety and wellbeing on the consultation, participation and engagement of one’s employees, union representatives, contractors and suppliers;
- Making sure, at all hierarchical levels, to effectively communicate the information necessary to work safely;
- In addition to adopting all of the above behaviours at work, becoming ambassadors for health, safety and wellbeing in and outside the workplace in order to contribute to evolving our methods and remain vigilant at all times.

Personnel members who would like more information about occupational health and safety should contact the Director, OHS, Environment and Operational Safety.

Employment Equity

Énergir is committed to doing all it can to encourage the application of the principles of employment equity and justice.

Abilities and performance are therefore central to our considerations when we are compensating, recruiting, or encouraging the continued employment of our personnel.

Employment equity is the achievement of equality in the workplace so that no one is denied employment for reasons that are discriminatory, that is, for reasons unrelated to the person's abilities compared with the requirements of the desired job.

Énergir thus prohibits any discriminatory conduct in its recruitment, training, management, compensation or other practice that is based, for example, on:

- Ethnic origin;
- Age;
- Colour;
- Religion;
- Gender;
- Political convictions;
- Pregnancy;
- Language;
- Sexual orientation;
- Social condition;
- Marital status;
- Handicap.

Personnel members who would like more information about discrimination at work, or who would like to know about assistance mechanisms, should contact the Director, Organizational Development and Ethics and/or the Director, Labor Relations.



Respect for Persons

Énergir is committed to fostering a respectful work environment. In this regard, it is expected that personnel members will conduct themselves in such a way as to **maintain a positive and harmonious work climate. Énergir prohibits any violent or disrespectful conduct**, for example: intimidation, threats, the physical or verbal abuse of an individual, an aggressive attitude or a bad temper. If we are the victim of, or we witness such conduct, we must alert our manager or the Director, Organizational Development and Ethics and/or the Director, Labor Relations.

In particular, Énergir considers as harassment any vexatious behaviour that manifests itself either in the form of conduct, verbal comments, hostile or undesired actions or gestures that violate the dignity or the psychological or physical integrity of a person and that result in a toxic work environment for that person. Such conduct may constitute harassment, whether or not the offender intended to violate the dignity or integrity of the other person. A single act, comment or gesture may constitute harassment if it is serious.



Examples of harassment:

- Innuendoes, jokes or inappropriate comments, insults or other gestures that violate the dignity or the psychological or physical integrity of a person; degrading, offensive or humiliating comments, undesired comments of a sexual nature, touching, or explicit or implicit requests for sexual favours.

Personnel members who would like more information about harassment in the workplace should contact the Director, Organizational Development and Ethics and/or the Director, Labor Relations and/or consult the directive on harassment in the workplace to obtain more information and/or use the reporting mechanism, including the Ethics phone line.

Alcohol, Drugs and Other Addictions

Énergir is concerned for the health and safety of its personnel and its collaborators. That is why **no personnel member should come to work under the influence of alcohol, drugs, or any other substance (including certain medications) that may affect their judgment and ability to carry out their work or endanger their own safety and that of others.**

The consumption, possession or sale of drugs (including cannabis) on work premises or in a workplace context (including during breaks, meals and on-call periods) is prohibited at all times.

The consumption of alcohol is prohibited on work premises, except when authorized by a director⁷ or the Vice President concerned, in the case of special events.

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⁷ Means any person who occupies a position of Director or Vice President of the Company, as well as the President and Chief Executive Officer.

Protect the Interests of Énergir

On est en... dans la cour.
On per... que c'est en...
... en commun que l'on peut
... Et se renouveler. Le gaz naturel fait
partie de notre métier et on travaille chaque
jour à réduire son empreinte tout en
continuant à développer d'autres formes
d'énergie. On favorise l'innovation et on
mobilise les citoyens. On encourage nos
clients et les communautés à consommer
mieux et moins. Au quotidien et pour
demain. Et parce que l'énergie a toujours
été au cœur de notre identité, on est bien
placés pour la réinventer. On est optimistes.
On croit fermement en l'action commune
et en l'effort collectif. Conscients des défis
qui nous attendent, on agit et on avance
ensemble. On voit les choses autrement.
Et pour mieux définir qui l'on est, on a
imaginé un verbe d'action.

Reputation of Énergir and Social Media

Reputation of Énergir

The relationships we maintain with our shareholders and the trust they accord us depend on the respect we show them. Thus no personnel member may at any time make remarks or adopt conduct that harms the reputation of Énergir or its stakeholders.

As Énergir personnel members, **we act as ambassadors of the Énergir brand. Our remarks and our conduct must therefore protect our reputation.** Énergir has designated spokespersons responsible for communicating with the media. Personnel members must at no time speak to journalists or the media without prior authorization. Only those designated by the Énergir Communications and Public Affairs Department are authorized to grant interviews to the media on subjects within their area of competence.



Examples of conduct likely to harm Énergir's reputation:

- Denigrating his/her colleagues, manager, or the Énergir management team in public;
- Treating Énergir customers disrespectfully (damaging personal possessions during home installations, lacking diligence, not following up on cases, etc.);
- Wearing an inappropriate outfit or clothing that does not comply with company rules in this regard.

Personnel members who would like more information about media relations and communications should contact the Vice President, Sustainable Development, Public and Governmental Affairs.

Social Media

The use of various social media, such as Facebook, LinkedIn, Twitter, etc., has become commonplace. **As representatives of Énergir, we have an obligation to be loyal and vigilant in expressing our personal opinions.** Of course, freedom of expression is a right and each one of us can exercise that right everywhere and at all times. However, it can sometimes be difficult to draw the line between private and public life when it comes to using social media. At home, just as at work, what we write may spread rapidly and affect the image of the Company. **To avoid any kind of harm to Énergir's reputation**, whether voluntary or not, we therefore need to pay attention to the comments and content that we communicate, and exchanges must always respect our obligation of loyalty to the Company.



Examples of prohibited conduct:

- Expressing opinions that have the effect of discrediting the Company;
- Expressing opinions or divulging information likely to harm the Company's commercial activities.

Personnel members who would like more information about social media should contact the Director, Marketing and Innovation.

Énergir Property

Énergir puts at the disposal of its personnel the equipment and other resources needed for their work. These remain the exclusive property of Énergir and must not be used for personal purposes without prior authorization.

It is the responsibility of each Énergir personnel member **not to alter or damage Company property**. Énergir will not tolerate any act of vandalism, negligence or sabotage of whatever nature of its equipment or facilities.

Also, Énergir personnel members must use Company property (whether tangible or intangible) respecting laws and regulations as well as Énergir's business objectives.



Examples of negligent conduct:

- Leaving computer equipment in vehicles in plain view for a long time;
- Neglecting to maintain his/her work station or truck in a clean and tidy state.



Reliability of Information

Books, records and reports of all kinds are important and critical documents for the conduct of Énergir's business.

The information found therein has to be accurate and complete.

Énergir's personnel undertake to respect the highest standards in regard to corporate governance. Specifically, we are committed to ensuring that the information published faithfully reflects the Company's position.

Information Systems

The legal use of information systems belonging to Énergir (e.g. materials, software, data, or procedures that facilitate collecting, grouping, classifying, processing and sending out information), **and not their misuse for personal reasons, is tolerated to the extent that productivity is not affected** and that the capacity of the information systems so allow.

When information is created, transmitted or stored electronically, the appropriate protective measures must be taken, in compliance with the policies and directives in force.



Examples of prohibited conduct:

- Consulting or distributing offensive material, hate propaganda, pornographic or defamatory materials;
- Bypassing controls put in place by Énergir or accessing information assets without authorization;
- Using, without authorization, personal information systems for conducting Énergir business.

Personnel members who would like more information about information systems should contact the Vice President, Information Technologies.

Confidential Énergir Information and the Right to Privacy

Énergir considers as confidential any information unknown to the public that the Company may not, or does not wish to disclose. Confidential information may include, but is not limited to, information that has been entrusted to Énergir by a third party and that is covered by a confidentiality agreement. All Énergir personnel members undertake to protect and not to communicate confidential information obtained as part of their duties without the written consent of the party or manager concerned.

Here, for example, are some topics that may represent confidential information: the development or planned launch of new products or services, strategic planning, training and skills development materials, procurement costs, financial results, or intellectual property such as patents, processes, or trademarks.

Personal information about an individual, whether he/she is an employee, a Director or a customer, also constitutes information that Énergir considers confidential. Énergir personnel therefore undertake

- **Not to communicate any personal information except with the written consent of the person or when the law so requires**, even after termination of service;
- **To ensure the confidentiality of privileged and/or confidential information about stakeholders** (such as a social insurance number, a medical file, a date of birth, a personal e-mail address, or a salary), **and obtain written authorization from the persons concerned before sending such information to third parties.**

These obligations continue in force for a reasonable time following termination of employment, and continue at all times when the information concerns the reputation and private life of another.

Personnel members who would like more information about confidential information should contact the Assistant Vice President, Legal Affairs and/or Corporate Secretary.





Protection of Material Information Concerning Énergir

Although Énergir shares are not listed on any stock exchange, Énergir Inc. has issued first mortgage bonds on the capital markets. As a result, we are subject to securities legislation regulating, among other things, the disclosure of material information concerning the Company – namely information that could influence the investment decisions of a reasonable investor, should s/he know it, regarding the first mortgage bonds of Énergir Inc.

Therefore, to ensure that no actual or potential Énergir investor gains an unfair advantage from the selective disclosure of information, Énergir must publicly disclose all material information concerning the Company in a timely manner and ensure that this disclosure is complete and accurate. Énergir has identified a restricted group of employees who control the disclosure of material information and only they are authorized to disclose this information according to the Policy Respecting Disclosure of Information.

Every person with access to material information undertakes to keep this information confidential until it is publicly disclosed.

To learn more about the confidentiality of material information, please consult the Corporate Secretary of Énergir or the Policy Respecting Disclosure of Information.

Privileged Information

As part of your duties at Énergir, you may also have access to privileged information concerning some of our customers, business partners, joint ventures and shareholders (direct and indirect)⁸ that are companies listed on a stock exchange.

What is privileged information?

Any information not yet known by the public and that could influence the decision of a reasonable investor or that could affect the value of the shares of a company listed on a stock exchange, including information concerning:

- a major reorganization, merger or regrouping;
- a change in dividend policies;
- a significant change in the composition of senior management.

Very rigorous laws impose strict rules concerning transactions involving the securities of companies listed on a stock exchange by individuals likely to have privileged information. It is an illegal act and employees who contravene them could be subject to sanctions.

Everyone who has access to privileged information undertakes to keep this information confidential and to abstain from effecting a transaction on the shares of any company whose shares are listed on a stock exchange and covered by privileged information, until the information is publicly disclosed.



⁸ Reference to Enbridge Inc. which is listed on the stock exchange.

Respect the Environment and Encourage Involvement in the Community



Environment

Énergir is committed to showing proof of leadership, rigour and determination in pursuing its business, whether related to its own activities or with its customers and the public, while maintaining a sustainable development perspective. **Everyone is responsible for respecting and protecting the environment.**

Énergir is committed to respecting the laws and regulations in force, including all environmental laws and regulations. In this regard, personnel must make all efforts needed to prevent infractions and to report any that they witness. **By being vigilant, we can each play our role as environmentally responsible citizens and employees.**



Examples of conduct fostering respect for the environment:

- Learning the environmental procedures that apply to his/her job and advising the appropriate internal authorities as soon as a non-compliant environmental situation arises (e.g. spilling of a hazardous product, atmospheric emissions, etc.);
- Giving preference to eco-responsible suppliers of goods and services when the situation so permits (e.g. local supplier, product made from recycled materials, etc.);
- Using the areas provided for managing waste materials (e.g. recycling, composting, management of hazardous materials, etc.) and opting for re-useable cups;
- Cutting the engine when his/her vehicle is stopped and encouraging, whenever possible, car sharing or taking public transit.

Personnel members who would like more information about sustainable development should contact the Vice President, Sustainable Development, Public & Governmental Affairs.

Personal Involvement in the Community

Énergir encourages its personnel to get involved and to participate in the community. However, personnel who engage in this type of activity must do so in their own name and with their own resources.

In no case should it be assumed, or give the impression, that his/her participation is in the name of Énergir or as a representative of the Company, except in the case of Énergir organized activities where prior authorization has been obtained. Also, any person⁹ acting as a director of a non-profit organization, a charitable organization, a foundation, a public organization or any other type of organization must declare that role to the Corporate Secretariat of Énergir and to his/her immediate supervisor, and in the case of a director or an executive, to the Chair of the Board of Directors, since that could constitute a conflict of interest with his/her duties and responsibilities at Énergir.



Examples of conduct to be avoided:

- Using unauthorized working hours, instead of during his/her free time, to fundraise or for other kinds of solicitation;
- Making political contributions using the name of Énergir or his/her position in the Company.

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⁹ Means any person occupying a management position in the Company: department managers, group supervisors, senior advisors, etc.

Implementation of the Code of Ethics

All personnel of Énergir, and any other person who represents it, is responsible for ensuring that the commitments formulated in the Code are respected and for reporting any contravention when it is noted. To this end, Énergir undertakes to provide its personnel, as well as any other person or enterprise mandated to represent it, with the tools needed to respect these commitments.



Respecting the Code

Respect for the Code is a priority for Énergir and so measures have been taken to ensure that everyone understands its provisions. Some of these measures include: ensuring that all personnel members are made aware of them; offering information sessions to managers.

Also, Énergir personnel members and Directors confirm their respect for the Code by acknowledging that they have read, understood and agree to comply with its provisions. This confirmation process is carried out in various forms, on being hired or appointed by Énergir, as well as each time the Code is significantly modified.

Responsibilities

For Énergir, **ethics is everyone's business**. Everyone subject to the Code assumes a set of responsibilities that ensure respect for the Code:

Responsibilities of the Vice President, Employees and Culture

- Interpret the Code in any case of doubt as to its application or the scope of one of its provisions;
- Review the Code, when judged appropriate, or submit the modifications proposed to the Human Resources and Corporate Governance Committee for recommendation to the Board of Directors.

Responsibilities of Directors

- Master the contents of the Code;
- Communicate, promulgate and promote the Code;
- Act as a role model of ethical conduct;
- Take the action needed to identify and deal with situations where there is a breach of the Code or an ethics type issue;



- Permit and encourage discussions and exchanges that address ethical issues;
- Collaborate with any enquiry held following a report made concerning management.

Responsibilities of Managers

- Promote the Code by acting as a role model of ethical conduct;
- Ensure the Code is applied by recognizing good conduct and by identifying undesired conduct in order to correct it;
- Permit and encourage discussions and exchanges that address ethical issues;
- Offer support to personnel members confronted with ethical issues by guiding them in determining the right conduct to adopt.

Responsibilities of other personnel members

- Understand the contents of the Code and agree to respect its provisions;
- Carry out their duties, respecting the Code's commitments;
- Report any breach of the Code of which they are aware;
- Request assistance from the persons identified in the section entitled "Consultation" when faced with an ethical issue or when it is difficult to determine the right conduct to adopt.

Reporting

Énergir encourages anyone to submit a concern or complaint regarding the Company so that Énergir will know about such concerns or complaints and can study them as soon as possible. Any concern or complaint should be as detailed as possible and give sufficient information on the subject so Énergir can conduct an enquiry.

Énergir has therefore arranged for anyone who wishes to formulate a concern or complaint, or to report a situation that they believe, in good faith, contravenes the provisions of the Code, to do so anonymously, at no cost, through the bilingual services of ClearView Connects:

By telephone

1 844 288-1704 (toll-free number exclusive to Énergir);

Online at their secure website

at <http://www.clearviewconnects.com>;

By mail to the ClearView confidential post office box
P.O. Box 11017

Toronto, Ontario, M1E 1N0

Énergir will then take the appropriate action.

ClearView Connects is a service of ClearView Strategic Partners Inc., an autonomous communications consulting company that offers anonymous and confidential feedback systems. Their secure feedback systems are designed to protect the identity of those who use the service.

No reprisal or disciplinary measure will be taken by Énergir against anyone formulating a complaint or a concern or who reports a breach of the Code's provisions, as long as the communication of that concern is formulated in good faith and not maliciously.

Breach of the Code

A breach of the Code is an offence. **In cases where the breach is observed and reported, an enquiry will be held to evaluate the situation.** Any breach of the Code may be liable to disciplinary measures that may lead to the dismissal of a personnel member. In the case of a Director, the Board of Directors will decide the sanctions to be imposed and the Director may be required to resign. An Énergir consultant or representative who does not respect the Code may see their contract cancelled or not renewed. No provision in the Code prevents Énergir from taking action concerning the conduct of a Director or a personnel member, nor does it restrict Énergir from exercising its powers in this regard, whether or not the situation is expressly covered in the Code. Criminal sanctions are also possible.

Consultation

When we find ourselves in a situation where we are unable to determine the right decision to adopt, we can **consult** one of the following persons:

1. Our immediate supervisor;
2. The departmental manager;
3. An HR business partner from the Employees and Culture sector.

