



**ENERCARE INC.**

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**ANTI-BRIBERY AND CORRUPTION POLICY**

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Last reviewed by the Board of Directors on May 26, 2022

## I. Introduction

This Anti-Bribery and Corruption Policy (the “Policy”) applies to all directors, officers, employees and temporary workers<sup>1</sup> (collectively, “you”) of Enercare Inc., its subsidiaries operating under the Enercare brand and SE Canada Inc. (collectively, “Enercare”) unless such subsidiaries have adopted their own policies that are consistent with the provisions of this Policy.

This Policy should be read in conjunction with Enercare Inc.’s Code of Business Conduct (the “Code”), which serves as a guide for how you should conduct yourself as a member of the Enercare team.

## II. Zero Tolerance Approach to Bribery

### ***Do not give or receive bribes, including facilitation payments.***

We have, over many years, built a reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business by our customers, clients, investors and other persons – which ultimately means it is good for business.

We do not pay bribes in furtherance of our business, either directly or indirectly, and you are not permitted to pay bribes on our behalf or authorize others to pay bribes on our behalf. We have a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management and you must meet this standard.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Gifts, travel, entertainment, and hospitality.
- Political contributions;
- Charitable donations;
- Employment opportunities, directorships, internships or secondments;
- Procurement and service contracts;
- Phony jobs or “consulting” relationships;
- Excessive discounts or rebates; or
- Non-arm’s length loans, forgiveness of debt or other transactions.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods

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<sup>1</sup> For the purposes of the Policy, “temporary workers” include non-full-time employees and consultants and contractors etc. that work on our premises. The business group retaining a temporary worker is responsible for ensuring that the temporary worker certifies their commitment to comply with the Policy.

held in customs. This does not include official legally permitted statutory or administrative fees formally imposed and codified by government agencies for expedited service.

For further details, refer to Enercare's Anti-Bribery and Corruption Program in effect from time to time.

### **III. Dealing with Public Officials**

***Interactions with public officials require enhanced scrutiny and sensitivity.***

A public official is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes candidates for political office, political party officials and persons who perform public functions such as professionals working for public pension plans, public health agencies, water authorities, planning officials and agents of public international organizations, such as the United Nations or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a utility and exercises control over the activities of that utility, then the utility's officials are likely to be considered public officials. Third-parties acting at the direction of these individuals and entities should also be considered public officials.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials have been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law.

***Hiring public officials or persons referred by public officials requires enhanced scrutiny.***

Hiring public officials or applicants related to, or referred by, public officials could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. Consult Enercare's legal department for procedures related to identifying and mitigating these risks.

In practice, situations can be complex and this Policy does not cover every circumstance that you may encounter. When in doubt, please contact Enercare's legal department for assistance.

For further details, refer to Enercare's Anti-Bribery and Corruption Program in effect from time to time.

### **IV. Third-Parties**

***Third-parties are not permitted to pay bribes on our behalf.***

Enercare and the parent company may be scrutinized and/or prosecuted for failing to detect and prevent bribery by a person associated with it. This includes any individual or entity that performs services for or on behalf of Enercare. You should avoid doing business with third-parties who do not have a zero-tolerance approach to bribery.

This means due diligence should be undertaken on contractors, joint venture partners, agents and other third-parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This due diligence could include meeting with them to better assess their business practices and anti-bribery and corruption policies/controls, and making inquiries into their reputation and past conduct. Other risk mitigation strategies, such as including anti-bribery language in agreements should also be implemented, as appropriate and in consultation with internal legal counsel.

Refer to Enercare's *Third Party Bribery Risk Assessment and Due Diligence Procedures* for further details.

**v. Gifts, Meals and Entertainment**

***The giving or receiving of gifts, meals and entertainment should be proportionate and reasonable for the circumstances, for legitimate purposes only, and not with a view to improperly inducing a third-party to misuse their position or as a quid pro quo for official action or with a linkage to an official decision.***

Gifts (e.g. merchandise, event tickets) given to or received from persons who have a business relationship with Enercare are generally acceptable, if the gift is reasonable in value, infrequent, appropriate to the business relationship, and does not create an appearance of impropriety. **No cash payments should be given or received. In addition, gifts should not be given to or received from public officials**, except (i) branded promotional items of nominal value (e.g., pens, mugs, notepads, water bottles, caps, t-shirts) and (ii) modestly priced gifts (e.g. holiday fruit baskets or boxes of chocolate) in connection with holidays or personal events (e.g., birthdays or weddings). For all holiday or personal event gifts provided by Enercare to public officials, prior written authorization from Enercare's internal legal counsel or person(s) designated to provide such authorization is required to ensure compliance with applicable law and this Policy, and a log of such authorizations should be maintained, including the identity of recipients and description and value of the gift(s). Where possible, holiday gifts for public officials should be provided to the applicable government entity for distribution to individuals, rather than to individuals themselves.

Meals and other entertainment (e.g. sporting events or the theatre, concerts, rounds of golf) given to or received from persons who have a business relationship with Enercare are generally acceptable, but again only if the meal or entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety, is otherwise in accordance with applicable laws and regulations, and if a representative from the sponsoring organization (the party paying for the meal or entertainment) is present at the event. For the avoidance of doubt, if a representative from

the sponsoring organization is NOT present at the event, the meal or entertainment would be considered a gift. Also, be aware that many jurisdictions have laws restricting meals and entertainment given to public officials or their close relatives that should be followed.

Gifts, meals and entertainment that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should not be made. Gifts or entertainment given close in time to when a decision impacting Enercare's business is being made (including by a private business partner) may be perceived as a bribe in return for a favourable decision and should also not be provided. Employees should not pay for gifts and entertainment (including meals) personally to avoid having to report or seek approval.

Travel (e.g. for site visit) and related items given or received should followed the same principles as for gifts, meals and entertainment. When travel or related items are given, payment should be made directly to the provider (as opposed to providing a reimbursement to the individual), whenever possible. Under no circumstances should cash or per diem reimbursements be provided.

To help ensure that our practices are reasonable, appropriate and otherwise in accordance with applicable regulatory requirements, certain gifts, meals and entertainment must be logged and/or pre-approved.

If you are in doubt as to whether gifts, meals or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult Enercare's internal legal counsel.

## VI. Charitable Donations

***Do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain or retain business and a business advantage.***

We encourage our directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless approved, you are prohibited from using the company name, resources or business contacts for solicitation of donations Charitable donations made by individuals on their own behalf should have no relationship to company business and must comply with local laws and regulations.

Requests for donations may take many forms (e.g. direct requests or indirect requests such as purchasing a table, a round of golf or otherwise contributing to an event designated to raise money for a particular charitable cause/organization). All requests for corporate gifts to charities and other not-for-profit organizations (e.g. schools, hospitals, libraries, etc.) must be approved in advance by the company's internal legal counsel or person(s) designated to approve such donations. If you are requested by a public official to make a donation to a particular charity, please obtain approval from internal legal counsel or person(s) designated to provide such authorization before agreeing to or making the donation. Also consider conducting due diligence when the proposed charity or not-for-profit organization is not well-known or there may be question as the legitimacy of the organization as a charity or not-for-profit.

## VII. Political Contributions and Lobbying

***Do not offer or make contributions to political parties, officials and/or candidates that might influence, or be perceived as influencing, a business decision.***

To ensure that we do not violate laws regarding political donations in any country, all political donations, no matter how small or insignificant, made on behalf of Enercare (directly or indirectly) or otherwise relating to its business, must be approved in advance by the person(s) designated to approve such donations. Political donations should not be made on behalf of Enercare in countries in which we do not have a presence or on behalf of the parent company.

Political donations made by individuals on their own behalf and unrelated to Enercare's business must comply with local laws and regulations.

If you are in doubt as to whether a proposed political contribution is appropriate, please consult Enercare's legal department for assistance.

In the U.S. and other jurisdictions, various federal, state, and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, including both those made on behalf of Enercare or made by individuals on their own behalf. Violation of these laws and regulations can carry significant penalties for Enercare. Regional policies on political contributions should be consulted and adhered to before making any political contributions on behalf of Enercare or by individuals on their own behalf.

***Do not engage in any lobbying activities on behalf of Enercare (or the parent company) without specific authorization.***

Lobbying activities generally include attempts to influence the passage or defeat of legislation and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You may not engage in lobbying activities on behalf of Enercare without the prior written approval of Enercare's internal legal counsel or person(s) designated to approve such activities. No lobbying activities on behalf of the parent company is permitted without prior written approval of the designated representative of the parent company.

Additionally, in other geographies, regional policies on political contributions should be consulted and adhered to before undertaking any lobbying activities personally or on behalf of Enercare.

## VIII. Record-Keeping

***Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.***

In addition to prohibiting bribery, anti-bribery legislation and other laws expressly require accurate and complete record-keeping and the establishment and maintenance of an adequate system of internal controls. One purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All transactions should be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of Enercare should be established for any purpose. False, misleading, or artificial entries should never be made in the books and records of Enercare for any reason.

## **IX. Reports and Complaints**

Internal reporting is critical to Enercare's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behaviour of which you become aware, including, but not limited to, any situations where a public official or other party requests or appears to request an inappropriate benefit. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonable good faith belief that a violation of the Policy has occurred or may in the future occur.

Employees should report violations of the Policy to their supervisor, since their supervisor is generally in the best position to resolve the issue. Alternatively, you may contact Enercare's internal legal counsel to report potential violations of this Policy, the Code or if you have any specific or general questions. In the event you do not want to report violations to your supervisor or Enercare's internal legal counsel, you can always make a report through Enercare's reporting hotline. See Enercare's Code and Whistleblower Policy for our reporting hotline contact information, which is managed by a third-party and allows for anonymous reporting of suspected violations.

### **Disciplinary Action for Policy Violations**

Please note that we reserve the right to take disciplinary action for Policy violations that fits the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against you.

## **X. Key Contacts**

If you have any questions on this Policy, please contact:

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