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# Code of Business Conduct

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Last reviewed by the Board of Directors on April 28, 2022.

## **Our Principles**

Everyone who works at Metergy Group Inc. and its Canadian subsidiaries, including Metergy Solutions Inc., (together, the “**Corporation**”) will follow certain principles when conducting business. These principles are the foundation of the Corporation’s corporate Code of Business Conduct (the “**Code**”) and of the policies that reinforce it.

The Corporation expects every team member and, to the extent feasible, every agent, consultant, contractor and business partner, at every level, to conduct herself or himself in accordance with this Code and will hold team members accountable for their conduct. If team members do not comply with this Code, they will be subject to disciplinary procedures, up to and including dismissal. Parallel expectations and associated consequences apply to our agents, consultants, contractors and business partners. For the Corporation to be successful, we must continue to earn the trust and confidence of our customers and other stakeholders. Each business action and decision provides us with this opportunity.

## **Code of Business Conduct**

This section describes the standards of the Code which the Corporation expects from every team member at every level of responsibility. These standards apply to the Corporation’s directors, officers, team members, and to the extent feasible, are equally applicable to its agents, consultants, contractors and business partners.

We honour all applicable laws, statutes, regulations and contractual obligations. If there is a case where the Code does not provide the answer to a particular ethical issue, or if you have questions with respect to the Code, talk to your Manager, Human Resources or the Chief Legal Officer and Senior Vice President, Human Resources.

## **Acknowledgement and Confirmation of Compliance**

Upon joining the Corporation, each director, officer and team member will be provided with a copy of this Code and will be required to sign an acknowledgement, substantially in the form set out in Appendix “A”. On an annual basis, each director, officer and team member will be required to re-confirm compliance with this Code by completing an electronic confirmation through the Corporation’s web-based program. An annual confirmation of compliance with the Code shall be a condition of your continued directorship, employment or other relationship with the Corporation.

**Integrity, Excellence and Citizenship**, these are the principles the Corporation stands for. They point the way to business conduct that makes for successful individuals and a successful Corporation.

### **Integrity**

Conducting business with unfailing honesty is what integrity is all about. Integrity means that every team member at every level of the Corporation:

- ✓ Conducts business lawfully and ethically, establishing honest dealings in all relationships and expecting the same of those with whom we have business relationships;
- ✓ Avoids conflict of interest between their personal interests and their role in the conduct of the Corporation’s business;
- ✓ Does not disclose sensitive or confidential information inappropriately;

- ✓ Recognizes the value of competition and does not engage in practices that seek to reduce the openness and fairness of competition. The Corporation does not prevent others from competing freely and fairly with us, except when constrained by laws; and
- ✓ Protects the Corporation's assets and uses them responsibly.

If at any time while you are associated with the Corporation you are convicted of a summary or indictable offence for which a pardon is not granted under the *Criminal Records Act* (Canada), or are involved in any conduct that you think may be relevant to your reputation (excluding offences under any provincial enactment), you have an obligation to report this information to your Manager, Human Resources or the Chief Legal Officer, so that it may be appropriately documented internally.

## **Excellence**

The Corporation's ambitious goals demand excellence from everyone in the organization. How do we demonstrate excellence?

- ✓ In our attitude towards our work, a commitment to providing our customers with service and products of the best value;
- ✓ By striving for continuous performance improvement, always innovating to add value for our customers and the business;
- ✓ By seizing opportunities to upgrade our own skills and to develop the talents and abilities of others; and
- ✓ By fostering and maintaining respectful and trusting relationships with our colleagues, working collaboratively with them as a team to strive for excellence in everything we do.

## **Citizenship**

Our daily work at the Corporation touches the lives of millions of people across North America. They depend on us and we have a responsibility to them. We can show our citizenship by:

- ✓ Respecting and supporting the social and cultural fabric of the communities where we work, live and serve;
- ✓ Conducting our business in an environmentally-responsible manner;
- ✓ Conducting our business in a way that protects the health and safety of our fellow team members and the public; and
- ✓ Treating our fellow team members and all others with respect and dignity. We value the diversity of human beings. We do not tolerate the harassment of any person.

## **Work Environment**

### **Health and Safety**

Health and safety is one of the keys to the success of the Corporation. Healthy team members working safely are essential to achieving our business goals. We all have accountability for health and safety. Fulfilling our individual accountabilities is a vital and fundamental requirement of every team member's job. Managers will have prime responsibility for managing health and safety and will visibly support practices and programs that promote excellence. Each of us has a personal responsibility to come to work fit for duty, to work safely and to identify, report, and where appropriate, correct workplace hazards. The delivery of products and services in a safe manner is essential to the success of the business. We are committed to minimizing the risk of injury to the public associated with our operations and the provision of services.

## **Diversity**

We value the background, experience, perspective and talent of each individual. We strive to create a workforce that reflects the diverse populations of the communities in which we operate. We regard differences as positive: they help us provide better products and services to our customers. We do not tolerate workplace discrimination. We must work to ensure that the Corporation and any businesses associated with the Corporation are safe and respectful environments where high value is placed on integrity, fairness and respect.

We do not discriminate in our hiring and employment practices on grounds prohibited by applicable law, which includes such grounds as race, ancestry, colour, place of origin, sex, ethnic origin, age, marital and family status, physical abilities, sexual orientation, creed, religion or citizenship.

## **Harassment**

We treat team members, customers, clients, suppliers and colleagues with dignity and respect. We do not tolerate personal harassment, including behaviour that demeans, threatens or humiliates a person or a group of people.

We do not tolerate workplace harassment. We do not tolerate comments or conduct that ridicule or disparage a group of team members, even if not directed at a particular person.

We do not tolerate any behaviour that may promote physical violence in the workplace. We have a duty to take preventive action by bringing forward information relating to emerging situations in the workplace that may result in physical violence.

## **Work Performance**

As team members, we take accountability for our work and for our results. We expect to be evaluated by such standards as quality, quantity, timeliness, and whether the work has been completed safely and within the limits of allocated resources. In our increasingly competitive environment, these standards are constantly rising and we are committed to giving our full effort in everything we do. We recognize that we must continue to seek new ways to be more effective and efficient. We expect our Managers to follow leadership practices that promote an environment where high performance is encouraged. We expect our Managers to set clear expectations and to provide appropriate support and timely feedback. We expect a work environment in which suggestions for improvement are welcomed and implemented where appropriate.

## **Developing Our Potential**

As a Corporation, we recognize that the capability and commitment of our people is an immensely valuable asset that is critical to our business success. Managers are expected to treat team members in a manner that encourages commitment. At the same time, Managers are held accountable for maintaining and enhancing the capability of their unit. Although each of us is responsible for our own career planning and development, we understand that the Corporation will support our active pursuit of a jointly agreed and supported development plan. As a result, we can expect to increase our personal contribution and value as well as our collective capability within the Corporation.

## **Conflict of Interest**

### **Avoiding Conflicts of Interest**

We avoid any conflict of interest; that is, we avoid any situation where our personal interest interferes in any way or even appears to interfere with the interests of the Corporation and the making of decisions with honesty and integrity. There are three broad guidelines for avoiding conflicts of interest:

1. Any business decision for the Corporation is to be based on merit and made strictly in the best interests of the Corporation;
2. No personal benefits, whether direct or indirect, are to be derived for ourselves, family members or friends as a result of reaching business decisions on behalf of the Corporation; and
3. We will avoid any situation that may – or even appears to – create a conflict of interest between our personal interests and those of the Corporation.

Areas of conflict of interest that may arise in the course of our day-to-day work are covered in other sections. We have an obligation to declare any conflict of interest or any potential or perceived conflict of interest to management at any level or to the President, as outlined under **“Accountabilities”**.

### **Outside Business Activities**

While we all have a right to personal freedom outside working hours, certain outside business activities may constitute a conflict of interest.

We do not serve as directors of any organization that supplies goods or services to the Corporation, buys goods or services from the Corporation or competes with the Corporation, without the written approval of the President.

We may work for another organization, including one set up by ourselves, provided (i) it is not a supplier, a commercial or industrial customer or a competitor of the Corporation, (ii) it does not affect our work performance at the Corporation, (iii) the work activities are reported to your Manager, Human Resources or the Chief Legal Officer and (iv) prior written approval of the President is obtained.

We do not perform work for the other organization on the Corporation's time, nor do we use the Corporation's equipment, supplies, personnel or intellectual property for the use of the other organization.

We do not promote any non-Corporation product or service to others during working hours. Customers and colleagues from the outside activity may not contact us at the Corporation workplaces. We do not sell products and services from our outside work to the Corporation.

## Investments

Investment in a Corporation competitor or supplier can create a potential conflict of interest. We and our immediate family members – including common-law relationships – normally may not hold any ownership or financial interest in any organization that competes with any business activity of the Corporation or that sells goods and services to the Corporation where that interest may give rise to a potential or perceived conflict of interest. Exceptions include where the interest is exercised through a blind trust, or equivalent, such as a mutual fund, or as discussed below.

While, as an example, ownership of less than 5% of the issued shares of a publicly-traded corporation would be permitted for a team member and immediate family members in total, there may be situations in which such ownership would give rise to the potential for conflict of interest. Any holdings which exceed these limits will be approved only on an exception basis and must receive prior approval from the President.

It is the responsibility of team members to disclose to their Manager or to the President, any investments which contravene these guidelines. With respect to investments in publicly-traded shares, disclosure is only required if the investment or financial interest exceeds 5% of the issued shares or the value of a company, or if an investment below this level could be perceived to create a potential conflict of interest.

In addition, in order to avoid conflict of interest situations, when we are aware that a family member or a friend has more than 10% ownership in a competitor or supplier of the Corporation, we must inform our Manager or the President, both of the ownership interest and of our relationship to the investor. It is the responsibility of management to ensure that the team member appreciates the potential conflict of interest that might arise from his/her relationship with the investor.

### **Do not trade in securities of the parent company or in any other publicly-traded securities if you possess material non-public information**

While at the Corporation, you may have access to or become aware of material<sup>1</sup> non-public information either about the parent company or a related or unrelated publicly-traded entity. You must not use this information to gain a financial advantage for yourself or others, either by way of making a trade for yourself, “tipping” others on the information (i.e. disclosing the information to others such as relatives or friends), or otherwise. Doing so is not only a violation of the Code that may result in immediate termination for cause but is also a serious violation of securities laws and will expose any individuals involved to potential civil and criminal prosecution.

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<sup>1</sup> Information about an entity is “material” if there is a substantial likelihood that a reasonable investor would consider the information important when deciding to buy, sell or hold that entity’s securities or if the information would reasonably be expected to result in a change in the market price or value of the securities. Information is “non-public” until it has been generally disclosed to the public and adequate time has passed for the securities markets to analyze the information. If you are not sure whether information is material or non-public, consult with the Chief Legal Officer for guidance.

## **Confidential Information**

Confidential information includes proprietary, technical, business, marketing strategies, financial, trade secrets, intellectual property, joint-venture and personal information about customers and team members that is not made available publicly. We are responsible for knowing what information must remain in confidence and for seeking clarification from our Manager if in doubt.

We do not disclose confidential information – except as required by law – to anyone outside the Corporation, including family and friends, even after we have left the Corporation's employ. Within the Corporation, we do not disclose sensitive information to colleagues other than as necessary to ensure that we can effectively perform our assigned work. We protect confidential information against theft, fraudulent use, loss, unauthorized access or misuse (notably as it relates to how we collect, store and retain confidential information on our computer assets). We recognize that any unauthorized use of confidential information exposes the Corporation to legal, commercial and liability risks.

Personal information about team members must be managed and kept in a confidential manner respecting the privacy of the individual and taking into account our obligations under any applicable legislation and our business practices. You must take all reasonable steps to ensure that personal information is kept confidential and accessed only by those individuals at the Corporation that have a need to know this information to carry out their duties. If it is necessary to the conduct of business to disclose personal information to a third party (e.g., so that a third party may provide services to the Corporation), then you must ensure that proper protections are in place by working closely with the Corporation's Legal team.

## **Computer Systems and Business Communications**

Technical advances are making it easier and easier to share information with others via mobile phones, networks, e-mail and the internet. Of course, these are useful tools, but it means that valuable information needs to be protected from unwanted access, use or disclosure. Every team member of the Corporation is responsible for protection of information. This applies at all times, whether a team member is using a Corporation computer or accessing the Corporation's systems in the Corporation's office, an outside location or while traveling.

## **Purchasing and Suppliers**

We protect the Corporation's reputation by refusing to make purchasing decisions based on favouritism, prejudice, preferential treatment or personal gain. We make them honestly and with integrity, using such criteria as competitive pricing, quality, quantity, delivery and service. We refuse involvement in purchasing decisions that could lead to a conflict of interest, and we declare to our Manager or to the President all conflicts or potential conflicts, seeking guidance from our Manager or the President when we are uncertain.

We treat suppliers courteously, respectfully and in a professional manner.

We inform suppliers of this Code and we expect suppliers to abide by it. Non-compliance should be communicated to our Manager and a decision will be made by the President on a case-by-case basis about what actions should be taken. An example of an action would be to discuss our ethics with suppliers and make it known to them that their conduct is unacceptable. A relationship with a supplier should be ended if there is a lack of improvement, consistent with any contractual obligations.

## Conducting Business Relationships – Gifts, Meals & Entertainment

Team members, directors, officers, agents, consultants and contractors of the Corporation and its business partners do not offer, give, solicit or receive any form of bribe or kickback. We exercise due diligence to ensure that agents and representatives acting on behalf of the Corporation are not offering bribes and kickbacks.

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 linkage to an official decision.

Gifts (e.g. merchandise, event tickets, etc.) given to or received from persons who have a business relationship with the Corporation are generally acceptable, if the gift is modest 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 or their close relatives.

Entertainment (e.g. meals, sporting events or the theatre, concerts, rounds of golf, etc.) given to or received from persons who have a business relationship with the Corporation is generally acceptable, if the entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety and if a representative from the sponsoring organization (the party paying for the entertainment) is present at the event.

Gifts and entertainment (including meals) that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should be avoided. Gifts or entertainment given close in time to when a decision impacting the Corporation's business is being made may be perceived as a bribe in return for a favourable decision and should also be avoided.

The Corporation has adopted an Anti-Bribery and Corruption Policy; for more information, please visit our intranet.

## Reputational Risk

The Corporation's reputation is a valuable asset that must be safeguarded. To maintain its reputation as an ethical and responsible company, risks to reputation should be identified and controlled through the application of a culture of ethics and governance. In addition to compliance with this Code, it is the responsibility of every director, officer and team member to conduct business activities in a manner that preserves and enhances the Corporation's reputation. The Corporation's reputation is preserved and enhanced when business is conducted with integrity, and in compliance with applicable law and the Corporation's codes and policies.

Risks to reputation should be considered in assessing any business in which the Corporation engages, including through or with third parties. Identified risks to reputation must be assessed and managed to acceptable levels throughout the life of any business in which the Corporation engages. Any issue that could adversely affect the Corporation's reputation must be reported immediately to the team member's Manager and the President, and reported by the President to the Corporation's Chief Legal Officer and Senior Vice President, Human Resources and the board of directors of the Corporation (the "**Board of Directors**"), as appropriate.



## **Protecting the Environment**

### **The Environment**

We will comply with all environmental laws and regulations and will move beyond compliance where it makes good business sense to do so. We will increase our competitiveness and maximize value to shareholders by making efficient use of resources, preventing pollution and reducing environmental impacts and liabilities to the extent that is reasonably achievable. We will set environmental objectives and targets, monitor our performance relative to expectations and implement programs to achieve continual improvement.

Managers are expected to provide visible leadership and team members are expected to know and comply with the Corporation's policies, procedures and standards which incorporate legal requirements and generally accepted industry practices.

### **Safeguarding Corporate Assets**

#### **Proper Use of Assets**

We protect the Corporation's assets (fixed and moveable property, personnel, information, intellectual property and commodities), use them properly, safely, efficiently and only for the Corporation's business. We do not use the Corporation's assets in a manner that compromises our competitive business practices or offends, harasses or promotes unacceptable behavior (for example, improper use of email and internet).

We protect our assets from theft, loss, misuse, waste, fraud, destruction, vandalism or neglect. We dispose of the Corporation's property in an ethical and approved manner. Internal or team member theft, misuse, waste or fraud will not be tolerated. The Corporation's name (including its corporate letterhead and logo), facilities and relationships are valuable assets and must only be used for authorized business.

Any use of the Corporation's assets for a non-business reason (charitable work, for example) must be approved by the Manager accountable for that asset. Effective protection of the Corporation's assets can enhance our competitive edge.

### **Intellectual Property**

During the course of your employment or other dealings with or on behalf of the Corporation, you may be involved in the creation, development or invention of intellectual property such as concepts, methods, processes, inventions, confidential information and trade secrets, know-how, physical products, ideas, plans, programs, software, applications, code, works of authorship, trademarks, service marks and designs, alone or jointly with others, including but not limited to the improvement of existing intellectual property belonging to the Corporation. All such intellectual property and the rights therein, such as copyrights and patents, will be owned by the Corporation and your moral rights to such intellectual property will be waived. You are responsible for cooperating with the Corporation and providing all necessary assistance to ensure that all intellectual property and related rights become the exclusive property of the Corporation.

## **Accounting and Finance**

The Corporation will conduct its financial affairs only for lawful and proper purposes in accordance with approved authorities, and properly record resulting transactions. No undisclosed funds or accounts may be established. All cash and bank account and other business transactions are handled in a manner that avoids any questions of bribery, kickbacks, other illegal or improper payments or any suspicion of impropriety whatsoever.

***We must prevent the use of our operations for money laundering or any activity that facilitates money laundering, the financing of terrorism, or other criminal activities.***

The Corporation is strongly committed to preventing the use of its operations for money laundering, the financing of terrorism, or other criminal activities, and will take appropriate actions to comply with applicable anti-money laundering laws. Jurisdictions may publish lists of individuals and organizations that the Corporation is prohibited from accepting funds from or distributing funds to under applicable anti-money laundering laws. Team members are expected to use reasonable care to verify that counterparties are not owned or controlled by, or acting on behalf of, sanctioned governments, groups, individuals or others. This includes, where appropriate, requiring counterparties to make anti-money laundering representations in documents with the Corporation, which the Corporation's Legal team (or legal counsel of our parent company) can provide upon request.

## **Books and Records**

The books and records of the Corporation must reflect all its transactions in order to permit the preparation of accurate financial statements. Team members must never conceal information from (i) an external auditor; (ii) an internal auditor; or (iii) the Board of Directors. In addition, it is unlawful for any person to fraudulently influence, coerce, manipulate or mislead an external auditor of the Corporation.

The Corporation's contracts and agreements govern our business relationships. Because the laws governing contracts and agreements are numerous and complicated, we have put in place policies and procedures to ensure that any contract entered into by the Corporation has the appropriate level of approval. The Corporation has adopted a Delegation of Authority Policy; for more information, please visit our intranet.

## **Business Reporting**

All Corporation financial reports, accounting records, research reports, sales reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or true nature of a transaction.

## **Managing Risk**

We will appropriately identify and control the Corporation's risks, within the limits of our accountabilities and allocated resources. This does not mean eliminating all risks, but rather it means mitigating the risks to acceptable levels for the Corporation. Risk is defined as any possible event that may adversely impact the Corporation's business objectives. We will understand the business objectives relevant to our work, and ask our Managers for help or information on objectives where these are not understood. If, in our opinion, there are situations where risks are not being appropriately controlled, either by other Corporation team members or by contract

employees, we will discuss the situation with our Managers and, if not resolved, we will consult the President for direction.

### **E-mail and the Internet**

Access to e-mail and the internet is made available to promote effective work-related research, improve our development and enhance corporate wide communication. Since the internet is an “open” environment and accessible to numerous users, care must be taken to protect all information.

When using e-mail or the internet we will not download programs not already supported by the Corporation, participate in non-work related chat lines, access sites carrying socially or politically offensive material, send chain letters, send threatening, slanderous or harassing messages or send, view or obtain pornographic material.

### **Communications and Media**

#### **Use the Corporation’s forms of communication properly and appropriately.**

All business matters that involve electronic, written communication must be conducted by team members on the Corporation’s email system or through other systems provided by the Corporation (such as internal electronic communication messaging). You must at all times use our e-mail, Internet, telephones and other forms of communication appropriately and professionally. While we appreciate the need for limited use of these tools for personal purposes, your use should not be excessive or detract from your work. Team members should not email business information to their personal email accounts or maintain a copy of business information on their personal computers or other non-work electronic devices. When using Corporation-provided technologies such as computers, cell phones and voicemail, you should not expect that the information you send or receive is private. Your activity may be monitored to ensure these resources are used appropriately.

#### **Be cautious in your use of social media.**

The Corporation’s social media policy is that, unless you are expressly authorized, you are strictly prohibited from commenting, or posting about, or otherwise discussing the Corporation, its customers, and our parent company and its securities, investments and other business matters on all social media forums, including, but not limited to, social networks, chat rooms, wikis, virtual worlds and blogs (collectively, “**social media**”). You are a representative of the Corporation when engaging in online activities and you must ensure that your behaviour online, including on social media, is appropriate and consistent with our values.

#### **Do not speak on behalf of the Corporation unless authorized to do so.**

Because our parent company is a public company, it is important to ensure our communications to the investing public are: (a) timely; (b) full, true and plain; and (c) consistent and broadly disseminated in accordance with all applicable legal and regulatory requirements. You may not make public statements on the Corporation’s behalf unless you have been designated as a spokesperson.

Our parent company employs professionals who are trained and qualified as spokespersons to release information to the public and legal counsel who are authorized to communicate with regulators, stock exchanges, and other members of the public or media. You may be contacted

by a member of the media, a shareholder, a financial analyst, a governmental authority or any other third party for information about the Corporation or our parent company and its business, and a response can have far-reaching implications, including effects on our ability to compete. When we provide information on the Corporation's operational strategies, financial results or other material information, we must ensure both that the information is accurate and that it is an appropriate time to "go public" with that information. If you receive a request from outside the Corporation to speak on the Corporation's behalf and you are not authorized to do so, refer the request to your Manager, who may forward the request to the President, who may seek the guidance of individuals at our parent company employed in investor relations or communications.

## **Relationships**

### **Relationships with Customers**

In all aspects of doing business with customers, we strive to build strong and mutually valued relationships. We demonstrate that the Corporation is a customer-focused company in every transaction. We strive to give our customers high value, reliable products and services. We seek customers' views on issues affecting them, consider their views, and give them feedback where possible. Customers are given the information they need to make informed choices and they receive truthful information about our products and services. Their safety and health is protected. We respect our customers' privacy and diversity. In all interactions with customers, every team member shall act as an ambassador of the Corporation thereby treating customers courteously, respectfully and in a professional manner.

### **Privacy Policy**

The privacy of individuals connected with our business, including our customers, suppliers, contractors, or team members and website visitors is of great importance to the Corporation. Keeping personal information in strict confidence is a cornerstone of our business. Regardless of how the range of services that are provided to our customers expands, and the technology we use changes, we will always strive to protect the privacy of personal information, subject to any consent an individual has provided for its use.

The Corporation has adopted a Privacy Policy and a Cookie Policy; for more information, please visit our website.

### **Fair Competition**

We obey the laws governing competition and do not conspire with anyone to lessen fair competition. We do not engage in anti-competitive practices or illegal activities such as price-fixing, bid-rigging, and kickbacks. We support competitive procurement practices and engage a variety of methods and processes to do this.

Information about competitors must be gathered in a lawful manner. We do not, either directly or through a third party, misrepresent ourselves, use a third party, or offer bribes or gifts, to solicit proprietary information about competitors. Sensitive or proprietary information is not solicited from the Corporation's team members who once worked for a competitor.

## Ensuring Compliance

At the Corporation, we are committed to building upon our well-earned reputation as an ethical and credible company. For each of us, this means living up to the principles of integrity, excellence and citizenship in everything we do, as well as ensuring complete compliance with this Code.

Your accountabilities and reporting responsibilities are outlined below. If you have any questions or concerns about your obligations, be sure to discuss them with your Manager.

## Accountabilities

**Team Members** throughout the organization and in all businesses are expected to comply with this Code. This means reading the Code and making sure that you fully understand it, and declaring all potential conflicts of interest and reporting any suspected violations as soon as they become known.

If you are aware of conduct that may violate the Code, or even appears to violate the Code, you have an obligation to report it to your Manager without delay.

If you don't feel comfortable raising the issue with your Manager, take your concerns to Human Resources, the Chief Legal Officer and Senior Vice President, Human Resources or the President, each of whom will initiate an appropriate investigation and provide feedback to you. Alternatively, you may also report such conduct through the Whistleblower Hotline website ([www.lighthouse-services.com/metergysolutions](http://www.lighthouse-services.com/metergysolutions)), by calling 1.833.401.0002 or by email at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (see also the Whistleblower Policy on our intranet). 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 Code has occurred or may in the future occur. Wherever possible and subject to applicable law, your identity will be kept confidential.

**Managers**, in addition to their responsibilities as team members, are charged with making sure that their team members understand and comply with the Code. As the first point of contact for team members who have questions regarding the Code and ethical issues, Managers need to be a knowledgeable and reliable source of advice, and they must ensure that team members feel comfortable bringing their concerns forward. Managers must avoid breaching a team member's confidence. If this proves to be unavoidable, the Manager is obliged to inform the team member of the disclosure. Suspected violations of the Code are to be reported by Managers without delay to the President. In some cases (e.g. conflict of interest), Managers will need to review issues with their accountable manager.

**Senior Management**, in addition to their responsibilities as team members and managers, are accountable for educating all team members, including any new hire, about the Code and their individual responsibilities. Within their respective business units, senior management must monitor compliance with the Code, address infractions and report on these matters to the President and to the Board of Directors, as appropriate.

**The President** will submit the Code for approval by the Board of Directors and will review the Code with the Board of Directors at least annually. The President is accountable for developing and implementing any policies and procedures required for putting the Code into practice. The President is ultimately responsible for the Corporation's compliance with the Code and this includes ensuring the compliance of all team members.

## **Whistleblower**

The Corporation is committed to dealing responsibly, openly and professionally with any genuine concerns team members may have about any practice, procedure or policy carried out by any officer or team member of the Corporation, which may be a serious breach of the Code or other rules, an irregularity, malpractice, a danger to our team members or our customers, financial malpractice, a breach of legal obligations or damage to the environment or which could adversely affect the Corporation's reputation.

The Corporation encourages team members and those working with the Corporation in any other capacity to raise their concerns about any incidents of malpractice in the workplace at the earliest possible stage. Our approach to whistleblowing is to enable team members to raise their concerns internally and to disclose information they believe shows malpractice or impropriety in the first instance.

The Corporation has adopted a Whistleblower Policy; for more information, please visit our intranet.

**“Appendix A”**

**Metergy Code of Business Conduct**

**Acknowledgement**

I have read and been given a copy of the Metergy Group Inc. Code of Business Conduct. I understand and will abide by its provisions. I further understand that this Code of Business Conduct may be revised from time to time and that I will be made aware of the revisions and that as a condition of my employment or other relationship with Metergy Group Inc. and/or its Canadian subsidiaries, including Metergy Solutions Inc., I will be required to abide by any such revised Code of Business Conduct. I also confirm that I have reported any outside business activities in accordance with this Code of Business Conduct.

\_\_\_\_\_  
Name (Print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date