



Renewable Energy.  
Sustainable Development.

# **Anti-Corruption and Anti-Bribery Guidelines**

**Innergex Renewable Energy Inc.**

## ANTI-CORRUPTION AND ANTI-BRIBERY GUIDELINES

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At Innergex (which includes Innergex Renewable Energy Inc. and all of its subsidiaries), we take pride in conducting our business with integrity, responsibility and transparency.

As part of our commitment to promoting the values of integrity and transparency in the context of all dealings with or within Innergex, all Innergex team members shall take reasonable precautions to prevent bribery and corruption. These guidelines aim to ensure that Innergex team members act in accordance with Innergex's core values and expectations, while complying with applicable anti-bribery or anti-corruption laws. The implementation of these guidelines against bribery and corruption establishes clear rules and awareness with respect to such matters and promotes transparency and compliance. As a company operating in multiple jurisdictions, Innergex is required to comply with the anti-bribery and anti-corruption laws and regulations of each jurisdiction in which it operates.

Innergex will not tolerate any form of bribery or corruption by or on behalf of Innergex team members.

### 1. SCOPE OF THESE GUIDELINES

These Anti-Corruption and Anti-Bribery Guidelines apply to each employee and director of Innergex, as well as third parties acting for or on its behalf (each an "**Innergex team member**" or collectively the "**Innergex team members**"). For clarity, Innergex team members include consultants, contractors, suppliers, agents, sponsors, joint venture partners, advisors and any other party retained to act on behalf of Innergex (each a "**Representative**" or collectively the "**Representatives**").

These guidelines will be applied jointly with all other Innergex policies, including the Innergex Code of Conduct and Whistle-Blowing Policy.

### 2. DEFINING BRIBERY AND CORRUPTION

"**Bribery**" generally means the act of directly or indirectly giving, offering, promising, authorizing or receiving a bribe. A "**bribe**" means a payment or other benefit that is intended to influence the judgment or conduct of a person in a position of power, authority or trust to try to obtain a business advantage. It also includes a payment or other advantage that is intended to reward a person for a business or personal advantage that has already been given. "**Corruption**" generally means the use by a person of his or her position of influence, authority or trust for his or her own personal gain or that of others.

Payments or other benefits include any offer, gift or payment of anything of value to the recipient. They may include, for example:

- excessive entertainment;
- entertainment or trip not connected to a legitimate business purpose;
- extravagant or luxurious gifts;
- personal loans or “pocket money”;
- kickbacks and other improper personal rewards;
- conditional or required charitable donations or political contributions;
- provision of free services;
- cash payments and other facilitation payments, made to expedite, facilitate or secure certain actions or services, without an official process (e.g. an accelerated process made publicly available for a work visa) or receipt; and
- illegitimate employment opportunities, internships or social benefits.

Should you have concerns regarding any conduct which you believe may constitute or be perceived as bribery or corruption under these guidelines, please contact the Legal Department before continuing discussions or taking any further actions.

### **3. GIVING, RECEIVING AND SOLICITING GIFTS, ENTERTAINMENT AND CHARITABLE DONATIONS**

Providing or receiving modest gifts and entertainment to business partners can form part of normal business relationships. As such, Innergex team members may offer or receive gifts, entertainment or charitable donations in the normal course of business. Entertainment includes:

- business lunches or dinners;
- attendance at sporting, musical, charitable or cultural events; and
- travel or lodging associated with attendance at a business conference, site visit, meeting or event.

Innergex team members should beware of forms of bribery which may be disguised as gifts. As such, no gift, entertainment or donation, whether given to or accepted by Innergex team members, should give the impression of being conditional to the actions of the recipient or be perceived to have an influence on such actions.

Any gift, entertainment or donation offered or accepted by Innergex team members must be of reasonable monetary value. In any event, prior to accepting any gift of a value of more than CAN\$250, you shall declare the situation to your immediate supervisor in writing.

No gift, entertainment or donation should be made or received in the form of a monetary payment or cash equivalent (e.g. gift card) without the prior approval of Innergex's Legal Department.

Any gift, entertainment or donation offered to Innergex team members which does not comply with the above should be respectfully declined.

Should you have concerns regarding the appropriate nature of gifts, entertainment or donations, please consult the Legal Department.

#### **4. RELATIONS WITH PUBLIC OFFICIALS**

In the context of their direct or indirect interactions with public officials, Innergex team members should consider how such interactions may reasonably be perceived. In particular, Innergex team members must consider that several laws on bribery and corruption restrict gifts, entertainment or donations made to public officials, their affiliated parties and close relatives. Public officials may also be subject to strict codes of conduct or procurement guidelines, which prohibit gifts and entertainment.

A "**government official**" or "**public official**" means any person holding:

- a legislative, administrative or judicial office, whether appointed or elected;
- any person exercising a public function, including for a public agency or public owned or controlled enterprise (such as state-owned utility); and
- any official or agent of a public international organisation.

The following are some examples of interactions with public officials which should be discussed with your supervisor or the Legal Department:

- a team member is asked for a cash payment in order to obtain routine permits to do business, to process work orders or to fast-track any such process;
- Innergex is asked to contribute to a local charitable cause, which has ties to a public official;
- a public official requires that Innergex hire certain specific contractor(s); or

- Innergex wants to provide a gift to a government official with whom it or its affiliate(s) have regular interactions.

## **5. DOING BUSINESS WITH REPRESENTATIVES**

In some cases, Innergex may be held responsible for the actions of third parties who act for and on behalf of Innergex in the conduct of business dealings with the public, private organisations or public officials. The principles of this policy apply to payment contributions or gifts made or received in any manner by such parties on behalf of Innergex. In addition, to protect Innergex's reputation as a good corporate citizen, Innergex team members are required to perform sufficient due diligence when selecting or entering into an agreement with Representatives.

As part of their due diligence, Innergex team members are encouraged to reasonably investigate the following aspects of each Representative:

- their reputation;
- their past behaviour;
- their policies and code of conduct;
- family and business connections;
- transparency on governance matters and on the identity of their officers, directors and shareholders; and
- any other available information on past bribery, corruption, money laundering or breach of Sanctions.

Such information may be found in registries, court decisions or reported allegations.

## **6. ECONOMIC SANCTIONS**

Innergex is further required to comply with all economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by the United Nations Security Council, the Canadian Government, the U.S. government and/or the European Union or any other governmental authority in any jurisdiction in which Innergex is located or is doing business ("**Sanctions**"). Sanctions can be directed at countries, jurisdictions, individuals, entities, sectors and governments.

Direct or indirect breaches of applicable Sanctions may result in civil and criminal sanctions against Innergex team members and Innergex. Innergex team members should carefully monitor lists of sanctioned individuals and entities to ensure that they do not inadvertently breach any applicable Sanctions.

## **7. RED FLAGS**

In conducting business, Innergex team members must be aware of and pay special attention to “red flag” situations that create greater risk of non-compliance, such as:

- when we carry on business in a region that has a reputation for corruption;
- when we carry on business in a particular industry that has a history of bribery and corruption problems;
- when a third party, representative or contractor refuses to certify compliance with anti-bribery requirements;
- when a third party, representative or contractor has close family or personal business ties with a government;
- when you receive requests for payments in cash or untraceable funds; or
- when a team member, third party or representative undertakes to do something on behalf of Innergex but claims that no one needs to know the “specifics” or “details” of how the objective will be attained.

In these or similar situations, Innergex team members are to promptly seek guidance from their supervisor or the Legal Department or file a report through the Innergex EthicsLine to ensure that a potentially problematic situation is properly handled and ensure that we conduct our business honestly and ethically, in compliance with all applicable laws.

## **8. NO "TURNING A BLIND EYE"**

Innergex team members shall not deliberately ignore or “turn a blind eye” to facts that may give rise to a suspicion of an improper payment, benefit or other violation of this policy. Ignoring suspicious facts can lead to liability for you and Innergex under applicable anti-bribery legislation. All questionable circumstances or activities must promptly be reported to your supervisor, the Legal Department or the Innergex EthicsLine.

## **9. NO RETALIATION**

No disciplinary measure will be taken against any person because he or she makes a report or cooperates with an investigation, based on the reasonable good faith belief that a violation of these guidelines has occurred. However, a violation of these guidelines may also violate certain anti-bribery and anti-corruption laws. If Innergex discovers a violation of any applicable laws, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.

## **10. COMPLIANCE WITH THIS POLICY**

Failure to act in accordance with this policy will subject you to disciplinary action by Innergex up to and including dismissal. It may also create a risk of serious harm to Innergex's reputation and may put both Innergex and you at risk for civil liability or criminal prosecution. It could also cause Innergex to be "blacklisted" and prevented from bidding on government-related contracts, resulting in lost business opportunities.

## **11. ANNUAL REVIEW**

These guidelines will be reviewed every year by the Board of Directors of Innergex.