



SUPPLIER CODE OF CONDUCT

1. SCOPE

This Supplier Code of Conduct (the "**Code**") applies to all suppliers of goods and services, including the supplier's representatives and employees (together, the "**Supplier**") to Green Infrastructure Partners Inc. and any of its affiliated or related entities ("**GIP**").

2. PURPOSE

GIP is committed to conducting business in an ethical, legal and socially responsible manner. The strength of GIP's business and reputation is based not solely upon its conduct, but also on the behaviour of those with whom GIP conducts its business. GIP aspires to work with suppliers who share its core beliefs, values and commitment to performance with integrity and who demonstrate a commitment to protecting its confidential information. This Code reflects the core values, beliefs and business practices of GIP and its expectations of suppliers, contractors, consultants, agents and other suppliers of goods and services when conducting business with, for and on behalf of GIP. Compliance with this Code is a fundamental requirement of all agreements between GIP and its suppliers, regardless of whether specifically referenced by or incorporated into those agreements. Suppliers are required to comply with this Code and to ensure that its employees and representatives understand and comply with this Code. Failure to adhere to this Code may be grounds for termination of the supplier relationship and any related agreements.

3. POLICY

- 3.1. GIP's values are built on the highest standards of responsible and ethical business practices.
- 3.2. **Environmental Health & Safety.** Suppliers must have an established health and safety policy and program that meets applicable legislative requirements and promotes best practices and continuous improvement. Where the GIP environmental health & safety program exceeds the standards of the supplier, GIP's safety standards and applicable health and safety laws and regulations will be followed while attending GIP's offices and job sites. Suppliers must encourage their employees to be actively involved in the improvement of their health and safety and establish an expectation that the only acceptable result is everyone returning home safely every day. Additionally, suppliers can help strengthen GIP's commitment to safety by immediately reporting to appropriate management any potentially unsafe condition, behaviour, accident, or injury or any environmental or safety concern. GIP promotes a zero-tolerance policy for the use of drugs or alcohol in our workplaces. While on GIP premises, working on behalf of GIP or otherwise representing or being seen as representing GIP, suppliers are not allowed to be impaired by alcohol or drugs or in possession of alcohol or illegal drugs. GIP expects suppliers to work with us to promote environmental sustainability, and conduct business in an environmentally responsible way to ensure compliance with applicable standards, laws and regulations. Suppliers are expected to embrace the value of "safety first" and understand that GIP views safety performance and the safety culture of our suppliers as a condition of providing service.
- 3.3. **Harassment, Discrimination, Violence.** Harassment, discrimination, violence, bullying, retaliation and other disrespectful or inappropriate behaviour are not tolerated. Suppliers must maintain workplaces characterized by professionalism and respect for the dignity of every individual with whom their employees interact. Subcontractors and suppliers are expected to

maintain policies and programs that ensure a respectful workplace and comply with the legislated requirements to prevent harassment, violence or bullying in the workplace.

- 3.4. **Anti-Corruption.** In doing business with GIP, suppliers must comply with all applicable laws including those related to bribery, money laundering, terrorism, trading with sanctioned countries, competition and anti-corruption. Suppliers working on GIP's behalf may not offer, promise or give a bribe to anyone, and may not request, agree to accept or take a bribe from anyone. Suppliers must not do anything that is intended to influence an act or decision of a public official. Bribery of public officials or individuals employed in the private sector with a view to obtaining or retaining any business is illegal and strictly prohibited. Suppliers must not make any facilitation payments (unofficial payments) to an individual for the purpose of securing or accelerating the performance of a service or a routine government action which the paying party is already entitled to, on behalf of GIP or for the intended benefit of GIP. Suppliers must not use gifts or entertainment to gain improper advantage or preferential treatment. GIP expects suppliers will maintain appropriate records of exchanges of gifts and entertainment, which must be appropriate in the circumstances, with GIP's employees.
- 3.5. **Conflict Minerals.** GIP is committed to conducting its business operations in a manner that complies with applicable laws and regulations regarding conflict minerals. GIP encourages its suppliers to undertake reasonable due diligence within their supply chain to determine the chain of custody and origin of any conflict minerals in accordance with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Suppliers are also expected to take measures to purchase parts, components or materials from their direct suppliers and sub-tier suppliers who source minerals for their products from smelters or refiners validated as being conflict-free.
- 3.6. **Child Labour.** Suppliers must abide by applicable employment standards, labour, non-discrimination, and human rights legislation, including but not limited to the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*. Where laws do not prohibit discrimination, or whether they allow for differential treatment, GIP expects suppliers to be committed to non-discrimination principles and not to operate in a way that differentiates unfairly. Suppliers must also ensure full compliance with applicable wage, work hours, overtime and benefits laws. GIP will not under any circumstance engage any suppliers that exploit children, including recruiting child labour and any suppliers that engage in any form of forced labour.
- 3.7. **Human Rights.** Suppliers must abide by the universal principles and norms that protect human rights with respect to the freedom of association and the freedom to conduct collective bargaining as set out in the United Nations Global Compact and in the declarations of the International Labour Organization (ILO).
- 3.8. **Conflict of Interest.** In Suppliers' relationships with GIP's employees, suppliers must not try to gain improper advantage or preferential treatment for other relationships they may have with GIP (for example, as a client). Suppliers must disclose if a GIP employee or their immediate family members has or have a financial or other business interest (other than holding shares in a public company), or participates in any other way, in the supplier's company.
- 3.9. **Privacy.** Suppliers must comply with all relevant privacy laws and must only use information obtained through their relationship with GIP for the purposes defined to them. Suppliers must have appropriate information security policies and procedures in place to secure access to GIP's information. Suppliers must notify us promptly of any actual or suspected privacy or security breaches, or losses of GIP's information.
- 3.10. **Records Retention.** Suppliers must not destroy any GIP records that may be relevant to any pending or threatened legal or regulatory proceeding of which suppliers are aware. Suppliers

must maintain adequate internal records to ensure proper compliance with their obligations to GIP.

- 3.11. **Duty to Report.** Suppliers must immediately report to GIP any concerns they may have regarding any GIP related business practices or conflicts of interest related to any of its employees, any GIP employee or anyone acting on behalf of GIP.
- 3.12. Suppliers may be required to sign an anti-corruption and compliance attestation to acknowledge their compliance with this Code.
- 3.13. Failure to comply with this Code may result in termination of a supplier's relationship with GIP. GIP may require a supplier to periodically confirm in writing to GIP that it meets the requirements of this Code. GIP may monitor and audit a supplier's compliance with this Code. This Code may be amended from time to time, and it is the supplier's obligation to familiarize itself with the then-current version.

Approved by: Chief Operating Officer of GIP