



ANTI-CORRUPTION POLICY

July 13, 2022

1. Commitment to Ethical Business Conduct

Central Hudson Gas & Electric Corporation (the “**Corporation**”) is committed to the highest standards of ethical business practice, as reflected in the Corporation's *Code of Business Conduct and Ethics* (the “**Code of Conduct**”). This *Anti-Corruption Policy* (the “**Policy**”) reinforces this commitment and establishes a framework to manage corruption risk within the Corporation.

2. Purpose of Policy and Interaction with Code of Conduct

“Anti-corruption” legislation such as the U.S. *Foreign Corrupt Practices Act* (“**FCPA**”) seeks to combat corruption and prohibit business conduct that involves acting dishonestly or inappropriately in pursuit of business or personal objectives.

This Policy reaffirms the Corporation's commitment to compliance with applicable anti-corruption legislation, and establishes rules and guidance for conducting business in accordance with such legislation.

This Policy supplements, and is to be interpreted in a manner compatible with, the Code of Conduct. In the event of inconsistency in the requirements under the two documents, or with applicable anti-corruption legislation, the most stringent requirements must be followed.

In addition, this Policy is to be interpreted in a manner compatible with the Fortis Inc. *Anti-Corruption Procedures*, which supplement this Policy and provide practical guidance on how the Policy is to be operationalized. A copy of the Fortis Inc. *Anti-Corruption Procedures* are attached as Exhibit A. The *Anti-Corruption Procedures* may be updated periodically to ensure this Policy operates effectively.

3. Scope and Application of Policy

This Policy applies to the Corporation's employees, officers, directors and contractors (collectively the “**Agents**”). “Third Parties” (as defined below) retained by the Corporation must also follow the Policy's guiding principles set out below.

This Policy applies to dealings with foreign and domestic public officials, as well as individuals and non-governmental and commercial entities with whom the Corporation

does or proposes to do business (including non-profit entities).

The Corporation's subsidiaries, if any, are also subject to this Policy.

4. Guiding Principles

The Corporation's business must be conducted in accordance with the following guiding principles:

- (a) **Bribery and Improper Payments:** The Corporation and its Agents must not directly or indirectly agree to offer, offer or facilitate any bribe, payment, kickback or reward to any party to secure an improper advantage or concession, or to cause the party to violate a legal duty or misuse their position; nor will the Corporation or its Agents directly or indirectly accept any bribe, payment, kickback or reward from any party for similar purposes.
- (b) **Facilitation Payments:** The Corporation and its Agents must not directly or indirectly make payments to expedite or secure the performance by a public official of any act of a routine nature that is part of the public official's duties or functions.
- (c) **Lobbying:** When dealing with public officials, the Corporation and its Agents must comply with the requirements of all applicable lobbying legislation and/or regulations, including any registration and reporting obligations.
- (d) **Gifts, including Meals and Entertainment:** Gifts may only be offered or received in the context of appropriate business conduct, and in accordance with applicable laws and the following rules:
 - i. Gifts to exert influence or seek special treatment are prohibited;
 - ii. Gifts are only appropriate where reasonable and customary;
 - iii. Gifts of cash or cash equivalents are prohibited;
 - iv. Gifts shall be of modest value (lavish gifts are prohibited);
 - v. Gifts shall only be given on an infrequent, non-recurring basis; and
 - vi. Gifts shall be given in a transparent manner.
- (e) **Books, Records, Accounts and Internal Controls:** The Corporation and its Agents must employ and adhere to internal controls under which books, records and accounts are maintained which accurately and fairly reflect the substance of the Corporation's business transactions, and must not misstate facts, omit relevant information or alter or delay the creation of business

records to mislead or to assist others in doing so. Where applicable, such books, records and accounts will be subject to external audit in accordance with local legal requirements.

5. Use of Third Parties

The Corporation may retain external parties to help achieve its business objectives. Therefore, this Policy's guiding principles are also applicable to third party entities and individuals retained to procure or transact business (including non-profit activities) on behalf of the Corporation outside, including, but not limited to, consultants, advisors, contractors, local agents, lobbyists and suppliers ("**Third Parties**"). Agents arranging such retainers must inform Third Parties regarding the requirements of this Policy and the related *Anti-Corruption Procedures*, and obtain written confirmation from Third Parties that they have read, understand and undertake to fully comply with this Policy and related procedures or the Third Party's own substantially similar anti-corruption policy(s) acceptable to the Corporation, as if they were Agents, including, where applicable, in any written contracts governing the provision of services by Third Parties.

6. Training and Education

The Corporation will determine its requirements for anti-corruption training based on a risk assessment considering its particular circumstances, and will implement such training and education program(s) as may be appropriate. Training requirements are reassessed periodically and updated as necessary. Anti-corruption training is also incorporated into the employee orientation process.

7. Compliance and Enforcement

All persons subject to this Policy must strictly adhere to its terms and, in doing so, exercise reasonable vigilance while performing all work-related functions. In this regard, particular attention should be paid to business activities which are proposed in new jurisdictions or with new business partners.

Any actual, potential or suspected violations of this Policy, the *Anti-Corruption Procedures* or applicable laws must be reported promptly under the Corporation's *Policy on Reporting Allegations of Suspected Improper Conduct and Wrongdoing* ("**Speak Up Policy**"). No retaliatory action will be taken against any person who in good faith provides information, either internally or to a government authority, or participates in any proceeding concerning alleged violations of this Policy.

Agents of the Corporation are encouraged to promptly report actual, potential or suspected

violations of this Policy to their immediate supervisor, a member of senior management or the Administrator designated under the Speak Up Policy to ensure the Corporation can investigate and promptly resolve any such alleged violations.

To facilitate reporting of actual, potential or suspected violations of this Policy, or applicable laws, the Corporation has retained the services of NAVEX Global, a third-party provider of confidential, anonymous reporting services, accessible by telephone at 1-866-294-5534 (in Canada and the United States) or through the internet at www.FortisInc.ethicspoint.com.

8. Discipline

Any person who (i) violates this Policy or its related procedures, (ii) has direct knowledge of actual, potential or suspected violations of this Policy or its related procedures and fails to report them, or (iii) hinders or misleads investigations regarding actual, potential or suspected violations of this Policy or its related procedures, may be subject to disciplinary action, up to and including termination of their employment with the Corporation. Similarly, any Third Parties who engage in, or who are discovered to have previously engaged in, similar conduct will be subject to review and possible termination.

9. Audits

Audits will be conducted from time to time to monitor the operation of this Policy and its related procedures. Such activities will be coordinated with the Internal Audit Department.

10. Effective Date

This Policy, as amended and restated, is dated and effective as of July 13, 2022.

11. Questions

Any questions relating to this Policy, the *Anti-Corruption Procedures* and/or the requirements of applicable anti-corruption legislation should be directed to the General Counsel and Corporate Secretary.

Exhibit A

ANTI-CORRUPTION PROCEDURES

1.0 POLICY PURPOSE AND LEGAL CONTEXT

- 1.1 These *Anti-Corruption Procedures* (the "**Procedures**") provide guidance for the implementation of the Fortis Inc. (the "**Corporation**") *Anti-Corruption Policy* (the "**Policy**"). These Procedures establish practical measures to ensure that the Corporation's day-to-day business is conducted consistent with the Policy.
- 1.2 Many jurisdictions have anti-corruption laws. While these laws vary from country to country, they all generally deal with dishonest and unethical business conduct, including bribery of public officials (and, in some cases, private counterparties), the inappropriate giving of gifts and benefits and the concealment of the true substance of business transactions through inadequate record keeping. These Procedures incorporate elements of anti-corruption legislation in Canada, the United States and the United Kingdom, creating a framework that reflects the most stringent standards.
- 1.3 Questions about the Policy, these Procedures and/or the requirements of applicable anti-corruption laws should be directed to the Director, Regulatory and Compliance ("**Compliance Director**").

2.0 DEFINITIONS

- 2.1 "**Bribe**" means an offer or gift of anything of value to gain an improper advantage or to improperly influence the recipient's actions.
- 2.2 "**Fortis Personnel**" means an employee, officer or director of the Corporation.
- 2.3 "**Non-governmental or Commercial Party**" means any non-governmental or commercial entity or individual (that is not a Public Official) with whom the Corporation (or any subsidiary of the Corporation, as applicable) does or proposes to do business (including non-profit entities).

- 2.4 "Public Official" is broadly defined to include an employee, a person appointed or elected to discharge a public duty, or candidate for office, of:
- 2.4.1 any level of government or government department, branch, division, agency, state-owned enterprise, administrative or judicial body;
 - 2.4.2 a public international organization;
 - 2.4.3 a political party or organization; and
 - 2.4.4 an Indigenous group.

Anyone acting on behalf of an individual mentioned above, or in an acting capacity, is considered a Public Official under the Policy and these Procedures. A person does not cease to be a Public Official by claiming to act in a private capacity or by the fact that they serve without compensation.

- 2.5 "Third Party" means any entity or individual retained to procure or transact business (including non-profit activities) on behalf of the Corporation outside of Canada, including, but not limited to, consultants, advisors, contractors, local agents, lobbyists and suppliers.
- 2.6 In these Procedures, references to a "Department" means that department of the Corporation.

3.0 MAIN POLICY COMPONENTS

3.1 Application

- 3.1.1 These Procedures apply to Fortis Personnel, and subject to the provisions herein, Third Parties retained to act for the Corporation.
- 3.1.2 These Procedures govern dealings with "Public Officials" and "Non-governmental or Commercial Parties" as defined above in section 2.

3.2 Bribery

- 3.2.1 Any form of bribery is strictly prohibited. Anti-bribery laws broadly prohibit the direct or indirect giving, promising, offering or payment of anything of value to any Public Official in order to secure or keep business or to secure some other improper advantage or

concession. This prohibition also extends to anything done to cause a Public Official to violate a legal duty or misuse their position. Effectively, these laws, the Policy and these Procedures prohibit the giving of anything of value to influence a Public Official's actions.

3.2.2 Some anti-bribery laws, such as the United Kingdom's *Bribery Act*, also prohibit the accepting (not just the offering or payment) of bribes, and bribery in transactions involving private parties. These Procedures are to be interpreted and implemented so as to equally prohibit both the offering or accepting of bribes, and to equally apply to transactions with any (i) Public Official and (ii) Non-governmental or Commercial Party.

3.2.3 This prohibition against all forms of bribery extends to the making of "**facilitating payments**" as well, even if they are considered as customary in the particular jurisdiction. The term "facilitating payment" generally refers to the making of small payments to Public Officials to facilitate or speed up the completion of some routine non-discretionary action or service that one is already entitled to under the laws and regulations of that jurisdiction. This could include things like expediting legitimate tax refunds, customs inspections, immigration processes or the issuance of licenses or permits. "Facilitating payments" do not include fees to expedite services that are part of a published fee schedule (for example, an expedited rate for obtaining a passport that can be found in a public fee schedule). As an exception, facilitating payments may be permitted in rare circumstances, such as where there is an imminent threat to personal health or safety of a person, in which case the Compliance Director should be consulted for guidance when possible.

3.2.4 Fortis Personnel must avoid even the appearance of improper interaction with Public Officials or Non-governmental or Commercial Parties. Our corporate reputation and the strength of our brand are the result of our unwavering commitment to the principles of integrity and ethical business conduct. These valuable assets could be jeopardized by the mere perception of inappropriate behavior, even if based on a misapprehension of the actual facts. As a result, you must always be conscious of how your actions and behaviour may be perceived or construed by others, and act accordingly.

3.3 Lobbying

3.3.1 Most jurisdictions regulate how professional and in-house lobbyists may interact with government representatives and, in particular, Public Officials. Such regulations generally define the types of activities that constitute "lobbying" and may require, among other

things, lobbyist registration, payment of fees and disclosure of the subject matter of lobbying activity.

- 3.3.2 Before meeting with any Public Official, you should consider whether the subject matter of the meeting will constitute "lobbying" under applicable laws and whether registration is required, or any other steps need to be taken, to comply with applicable lobbying regulations.
- 3.3.3 Fortis Personnel and Third Parties engaging in lobbying activities must comply with all applicable lobbying legislation and regulations. Fortis Personnel must also report all lobbying activities to the Communications Department, which will maintain a log containing the details of lobbying meetings with Public Officials, including the time, place, attendees and the subject matter discussed.
- 3.3.4 Fortis Personnel may also participate in trade associations that represent our industry and engage in advocacy on public policy issues of relevance to our business. Such activities will be monitored to ensure the Corporation's compliance with applicable lobbying laws. Such activities must also be conducted in accordance with the Corporation's *Political Engagement Policy*.
- 3.3.5 If you have questions regarding compliance requirements under lobbying regulations, please consult the Compliance Director.

3.4 **Gifts, Meals, Entertainment, Travel, Charitable Donations and Hiring**

- 3.4.1 Gifts, meals, entertainment or travel (referred to collectively in this section simply as "**gifts**") should never be given to any Public Official or Non-governmental or Commercial Party to exert improper influence or to obtain, or as a *quid pro quo* for the granting of, an improper business benefit or advantage.
- 3.4.2 The following basic rules apply to the giving of gifts to any Public Official or Non-governmental or Commercial Party:
 - 3.4.2.1 Gifts are appropriate only where reasonable and customary, and permitted under applicable law. Note, however, that the giving of gifts is not allowed based on a justification that "this is the way business is customarily done here", where it would objectively constitute inappropriate business conduct under the Policy, these Procedures or the Corporation's *Code of Conduct* (the

"Code of Conduct"). The Corporation follows the same high ethical standards in all business transactions, and these standards do not vary depending on location.

- 3.4.2.2 Gifts in the form of cash or cash equivalents (e.g., cheques, bank drafts, money orders, pre-loaded credit cards, gift cards or gift certificates) are prohibited.
- 3.4.2.3 Gifts should be of a modest value, reasonably priced and merely reflecting a business courtesy or goodwill gesture. Lavish gifts are prohibited.
- 3.4.2.4 Gifts should only be given on an infrequent, non-recurring basis. Patterns of ongoing or frequent gift-giving would normally be considered odd and suggestive of some hidden agenda or ulterior motive. Further, gifts must *never* be given when we have a request, decision or proceeding pending before the recipient.
- 3.4.2.5 Gifts should be given in a transparent manner. Also, there should be a legitimate reason for giving a gift, such as to celebrate or honour a business relationship, achievement or milestone, where it cannot reasonably be construed as a bribe.
- 3.4.2.6 Gifts given having a value of US\$100 or more must be correctly documented in the Corporation's books and records by the Communications Department. This requirement does not apply to meals if the cost and content is reasonable, moderate, appropriate and customary in the circumstances.
- 3.4.2.7 Before offering to make any gift having a value of US\$100 or more to (i) any Public Official, prior written approval must be obtained from the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer or the Compliance Director, or to (ii) any Non-governmental or Commercial Party, prior written approval must be obtained from an officer of the Corporation at the Executive Vice President level or above, or from the Compliance Director. These pre-approval requirements do not apply to meals and entertainment if the cost and content is reasonable, moderate, appropriate and customary in the circumstances.

3.4.3 All donations by the Corporation to charitable, philanthropic or community causes or organizations must be coordinated through the Communications Department. Such donations should never be given to exert improper influence or to obtain, or as a *quid pro quo* for the granting of, an improper business benefit or advantage. In certain circumstances, donations in response to solicitations could have an appearance of impropriety. Therefore, before offering to make any donation in response to a solicitation by or on behalf of any Public Official or Non-governmental or Commercial Party, prior written approval must be obtained from the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Executive Vice President Corporate Services or the Compliance Director. All such donations must be correctly documented in the Corporation's books and records by the Communications Department.

3.4.4 Offers of jobs, contracts or internships must never be made to exert improper influence or to obtain, or as a *quid pro quo* for the granting of, an improper business benefit or advantage. Before offering a job, contract or internship, whether with or without pay, to a person who is known to be a Public Official, a relative of a Public Official, or to a person who is known to be or who is related to a Non-governmental or Commercial Party (or principal thereof), prior written approval must be obtained from the Chief Human Resources Officer or the Compliance Director.

3.5 Political Contributions

3.5.1 Political contributions must be made in accordance with the Corporation's *Political Engagement Policy*.

3.5.2 All interaction with Public Officials must be conducted in accordance with the lobbying provisions in these Procedures (see Section 3.3).

3.6 Record Keeping

3.6.1 Persons who engage in corrupt business practices often attempt to conceal their activity through the manipulation of accounting and other records. To address this, some anti-corruption laws contain provisions that specifically create offences for a failure to keep accurate business records.

3.6.2 The Corporation and Fortis Personnel must maintain books, records and accounts that, in reasonable detail, accurately reflect the substance of all business transactions. To this

end, such books, records and accounts must not misstate facts, omit relevant information or delay the reporting of information so as to mislead or to assist others in doing so.

3.6.3 The Corporation shall maintain a system of internal controls that is sufficient to assure the integrity of its books, records and accounts and management's control, authority and responsibility over our corporate assets.

3.6.4 Fortis Personnel are responsible for promptly reporting all payments, business transactions and acquisitions or dispositions of assets and for clearly identifying the purpose of such transactions in the applicable books, records and accounts of the Corporation. No accounting record or other document relating to any business transaction may be falsified in any manner which may obscure or disguise the true nature of the transaction.

3.7 Use of Third Party Agents

3.7.1 Generally, anti-corruption legislation applies equally to Fortis Personnel as well as Third Parties. Therefore, Third Parties are required to comply with applicable anti-corruption laws, the Policy and these Procedures.

3.7.2 Before Fortis Personnel engage any new Third Party, due diligence must be conducted to verify the background, credentials, references and sound reputation of the Third Party. The Legal Department must be briefed on the results of the due diligence exercise and directly involved in the drafting and pre-approval of Third Party retainer agreements.

3.7.3 Fortis Personnel engaging Third Parties are responsible for ensuring that Third Parties are aware of applicable anti-corruption laws, the Policy and these Procedures, and either contractually commit to comply with the same or demonstrate to the satisfaction of the Legal Department that the Third Party has its own substantially similar anti-corruption policy(s). **Schedule "A"** contains sample language that could be used in Third Party retainer contracts to address this requirement. In all cases the Legal Department shall make the final determination of the actual contract language to be used.

3.7.4 Payments for services rendered by Third Parties may not be made in cash, or made payable to any entity other than the Third Party itself, unless authorized by the Compliance Director. Further, payments must represent reasonable and proportionate compensation for the services actually provided as fully described in an invoice issued

by the Third Party prior to any payment being made, and must be accurately and promptly recorded in the Corporation's books and records.

- 3.7.5 Fortis Personnel who retain a Third Party must monitor the activities of the Third Party during the term of the engagement, and must review and approve invoices submitted by the Third Party for services rendered, including any disbursements incurred by the Third Party.

3.8 **Contracts**

- 3.8.1 The Legal Department has general responsibility for approving contracts being entered into by the Corporation. In performing this role, the Legal Department will assess each contract and incorporate anti-corruption provisions as required based on the context.
- 3.8.2 As indicated above, the Legal Department must be directly involved in the drafting and pre-approval of all Third Party retainer agreements.

3.9 **Red Flags**

- 3.9.1 You should always look into any activities that seem unusual or inappropriate, or which otherwise may raise red flags. Persons subject to the Policy should speak up and seek guidance from the Compliance Director if they have any questions regarding the interpretation or application of the Policy or these Procedures, or require assistance in gaining awareness of the applicable laws of any jurisdiction.
- 3.9.2 The following are some situations that could raise red flags and warrant further investigation:
 - 3.9.2.1 Payment and Compensation:
 - 3.9.2.1.1 Requests by a Third Party for payment in cash or bearer instruments;
 - 3.9.2.1.2 The payment method requested is unusual for a business transaction, such as payments to an account in a country unconnected to the transaction;

- 3.9.2.1.3 The amount of compensation requested by a Third Party is more than normally expected for the services, or excessive in light of the corresponding level of services or risk;
- 3.9.2.1.4 Requests for an unreasonably high lump sum in order to obtain a permit;
- 3.9.2.1.5 Requests for a payment, discount or rebate that is not provided for in the contract with that party;
- 3.9.2.1.6 Requests to prepare a cheque for more than the actual amount of expenses or for poorly documented expenses, extend an unusually large credit line or provide a substantial upfront payment;
- 3.9.2.1.7 Requests by a Public Official or Third Party for travel for a family member unrelated to any business purpose;
- 3.9.2.1.8 Gifts that are not appropriate given the business and economic condition of the foreign country; or
- 3.9.2.1.9 Multiple invoices or gifts in the same or similar amount to the same or related vendors, especially those that may appear to be designed to fall under a legal, regulatory or policy threshold.

3.9.2.2 Third Party Status:

- 3.9.2.2.1 Dealing with a Third Party who is also a Public Official;
- 3.9.2.2.2 The Third Party has a personal, family or business relationship with a Public Official;
- 3.9.2.2.3 The Third Party's family members or relatives are senior officials in the foreign government or ruling political party; or
- 3.9.2.2.4 The transaction involves or takes place in a country with a reputation for bribery and corruption according to reputable international organizations. For example, refer to the following link for the

Transparency International Corruption Perceptions Index:
<https://www.transparency.org/cpi/2020/>.

3.9.2.3 Public Official or Third Party Actions or Statements:

- 3.9.2.3.1 A Public Official requests an improper or unusual payment or favour in exchange for "helping with our business";
- 3.9.2.3.2 A Public Official recommends or suggests hiring a particular adviser to help obtain a government contract or address an issue that is within the jurisdiction of such official;
- 3.9.2.3.3 Statements that a proposed payment or gift is a "way of doing business" in the country;
- 3.9.2.3.4 Family members of a Public Official are on the payroll of a Third Party;
- 3.9.2.3.5 Statements or suggestions that a political or charitable contribution would influence or expedite an official action;
- 3.9.2.3.6 The Third Party does not fully and truthfully disclose all of the information requested by the Corporation;
- 3.9.2.3.7 The Third Party has been recommended by an official of a potential customer or a Public Official;
- 3.9.2.3.8 The Third Party has a bad reputation or is new to the business (may be indicated by the failure to provide references);
- 3.9.2.3.9 The Third Party requests that his/her identity not be disclosed or has undisclosed sub-agents or contractors who assist with the work;
- 3.9.2.3.10 The Third Party refuses to sign representations, warranties and covenants that they have not violated and will not violate anti-corruption or anti-bribery laws; or
- 3.9.2.3.11 The Third Party does not have the resources or staff to undertake the scope of the work required by the agreement or, at the other extreme,

the representative involves unnecessary third parties or multiple intermediaries performing similar functions.

4.0 ANNUAL CERTIFICATION

- 4.1 Fortis Personnel are required to complete an annual certification that they (i) have read, understand and undertake to comply with the Policy and these Procedures, (ii) are not aware of any violations of the Policy or these Procedures, and (iii) undertake to immediately report in good faith any actual, potential or reasonably suspected violations in accordance with Section 6.
- 4.2 The Compliance Director will work with other Departments within the Corporation as required to coordinate the annual certification process. In the case of officers and directors, the annual certification under these Procedures may be combined with other annual certifications which are administered by the Legal Department.

5.0 TRAINING AND EDUCATION

- 5.1 Fortis Personnel at the director level and above, as well as those who may interact with Public Officials or Non-governmental or Commercial Parties as part of their normal duties, are required to complete mandatory anti-corruption training on at least a biennial basis. Anti-corruption training is also incorporated into the new employee orientation process.
- 5.2 Anti-corruption training will be jointly coordinated by the Compliance Director and such Departments as required.

6.0 AUDIT AND ENFORCEMENT

- 6.1 The Compliance Director and Internal Audit Department will jointly coordinate periodic audits of compliance with the Policy and these Procedures.
- 6.2 Fortis Personnel must report any actual, potential or suspected violations of the Policy or these Procedures promptly to their immediate supervisor, a member of senior management, the Compliance Director or the Administrator designated under the Corporation's *Policy on Reporting Allegations of Suspected Improper Conduct and Wrongdoing* ("**Speak Up Policy**"). No retaliatory action will be taken against any person who in good faith provides information, either internally

or to a government authority, or participates in any proceeding concerning alleged violations of the Policy or these Procedures.

- 6.3 To facilitate reporting under the Speak Up Policy of actual, potential or suspected violations of the Policy, these Procedures or applicable laws, the Corporation has retained the services of NAVEX Global, a third-party provider of confidential, anonymous reporting services, accessible by telephone at 1-866-294-5534 or through the internet at www.FortisInc.ethicspoint.com.

7.0 EFFECTIVE DATE

- 7.1 This Procedures, as amended and restated, are dated and effective as of January 1, 2022.

SCHEDULE "A"

SAMPLE THIRD PARTY CONTRACT PROVISIONS

This Agreement shall be subject to the following "anti-corruption" compliance requirements:

1. Third Party shall strictly comply with all applicable laws, including all laws of the jurisdiction in which the services are to be performed by Third Party, as well as Canada's *Corruption of Foreign Public Officials Act*, the US *Foreign Corrupt Practices Act* and the UK *Bribery Act*, as applicable.
2. Third Party agrees that neither it, nor its employees or agents working on its behalf, will, in connection with this Agreement, or in connection with any other business transactions involving the Corporation or its subsidiaries, provide anything of value, directly or indirectly, to any Public Official or private party in order to obtain any improper benefit or advantage, or to exert improper influence. Third Party further warrants that no money paid to Third Party has been or will be used to pay any bribe, facilitating payment, or kickback in violation of applicable laws.
3. Third Party agrees to provide written confirmation of its compliance with applicable laws whenever requested by the Corporation.
4. Third Party confirms that it has received and read copies of the Corporation's *Anti-Corruption Policy* and *Anti-Corruption Procedures*, and agrees to be bound by such documents or the Third Party's own substantially similar anti-corruption policy(s) acceptable to the Corporation.
5. Third Party shall keep accurate and timely books and records of all business transacted on behalf of the Corporation, and agrees to provide the Corporation with reasonable access to such books and records to allow the Corporation to audit Third Party's compliance with its anti-corruption obligations under this Agreement.
6. If at any time the Corporation becomes subject to investigation by regulators or public authorities regarding possible wrongdoing in connection with this Agreement, Third Party shall render reasonable assistance and cooperation to the Corporation in relation to such investigation, including, making relevant records and employees available.
7. Third Party agrees that any breach on its part of its anti-corruption obligations under this Agreement shall entitle the Corporation to immediately terminate this Agreement upon written notice.