



## **Anti-Corruption Policy**

Date Issued: June 17, 2019

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### **PURPOSE**

Tricon Energy Ltd. and its affiliates (“Tricon” or the “Company”) are committed to maintaining the highest ethical and legal standards. Tricon is committed to complying with the US Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act (“UKBA”), and Anti-bribery and Anti-corruption laws of all the countries in which we conduct business.

### **SCOPE**

This policy applies to all Tricon employees, directors, officers and agents globally.

### **POLICY COMMITMENT**

#### Anti-Bribery and Anti-Corruption

Tricon is committed to doing things right and staying true to the values and principles that define our Company. We are committed to integrity and ethical business practices. This means we do not give or accept bribes. Specifically, this means we do not:

- Bribe Government Officials
- Bribe non-government customers
- Accept bribes
- Provide facilitation payments
- Engage in conflicts of interest

#### What is Bribery?

Bribery means offering or giving a “Thing of Value” to anyone to influence that person to award Tricon an improper business advantage. It also means that no one at Tricon can solicit or accept a Thing of Value from anyone in exchange of giving such person/company any type of business advantage. A business decision must be based on solid commercial advantages for Tricon, and not on gifts we get from or give to third parties to do business with us.

A Thing of Value is anything that would be considered valuable by the person to whom it is given. This means giving services we could hire others to provide that are not part of our normal business operations. Tangible items like cash, jewelry and electronics are easily recognizable as Things of Value, but less tangible benefits, such as a job or a promise of future employment, admission to a school, or excessive travel or entertainment expenses are also considered Things of Value. If you have doubts as to what is and what is not a Thing of Value ask your manager or the Compliance Department.



### Government Official

Government Officials are those persons who work, in any form or capacity, for an entity owned or controlled by a government, at any level. Remember, if our counterparty works for the government or a government company, we will treat them always with enthusiasm and respect, but no special gifts or favors. Of course, there may be situations where providing something of modest value may be harmless, will have no direct effect on our business, and could be completely within industry practice or a traditional business expense.

Donations to government entities may be acceptable, for example an annual small donation to the local police. If you would like to make a small donation or gift that you think is acceptable under industry practice you must ask the Compliance Department and get their preapproval.

### Commercial Bribery

Commercial bribery is the giving of a Thing of Value to an employee that is not a Government Official to get their business or an improper business advantage. Commercial bribery is forbidden by Tricon. We can be accused of bribery when the giving of the Thing of Value can be interpreted as having been given in order to gain a business advantage even if we are confident we would have gotten the business in any event. That said, some business courtesies are allowed and are not bribery.

### Compliance with Local and International Laws

All countries, including the United States, have some form of anti-bribery legislation. Most anti-bribery laws prohibit bribery of Government Officials, but other laws may prohibit bribery among private entities and individuals as well. All employees must comply with applicable laws in the countries in which we conduct business.

### Facilitation Payments

Facilitation payments (sometimes referred to as “expediting” or “grease” payments) are small payments for non-discretionary, administrative acts performed by a Government Official. These payments, which are sometimes called “grease payments,” may not influence a decision in your favor or change anyone’s mind, but simply make things run, even if they should be running anyway. For example, a one hundred dollar “handshake” to the customs officer to “help” him/her process your import documents? Not our kind of shake. This is something the officer has to do anyway, regardless of whether you pay anything. Tricon is committed to complying with the laws of all countries where it conducts business and, for that reason, we prohibit employees and agents from making Facilitation Payments.

### Conflicts of Interest

A Conflict of Interest arises when a Tricon employee’s personal interests interfere, or appear to interfere, with his/her ability to perform his/her job effectively and without bias. Conflicts of interest can be considered a form of commercial bribery and a type of corruption. Tricon



employees, officers, and directors must avoid any action, association, interest, or investment in which a Conflict of Interest might arise. This includes:

- Having an economic interest, directly or indirectly, in a business or organization that deals or competes with Tricon or accepting anything of value from a vendor, contractor, or third party in exchange for granting that party business or a business advantage.
- Participating and influencing any negotiation, bid or contract between Tricon and a family member or any business or organization owned or operated by a family member.
- Taking for yourself, or directing to someone else, an opportunity discovered through Tricon or while using Tricon property or information, without obtaining prior written approval from Management.

Doing business or competing with Tricon will be considered a conflict of interest and grounds for termination. Employees must disclose to their manager all forms of outside employment. Disclosure of Confidential Information is not allowed, is possibly illegal, and is also a form of Conflict of Interest.

Any actual or potential Conflicts of Interest must be disclosed to the Legal Department immediately. In some cases, a waiver may be obtained.

### Gifts & Hospitality

Providing and receiving gifts, meals, travel, or entertainment (collectively, “Hospitality”) may be perfectly appropriate and a normal part of a business relationship. But keep in mind, in some cases, overdoing hospitalities can be, or appear to be, improper or corrupt. To ensure you are not violating the law or Tricon policy when you give or receive hospitalities, you must confirm the following:

- The Hospitality must be directly related to promoting, demonstrating, or explaining our products or services;
- The Hospitality must not be intended to improperly influence the recipient or be perceived as improperly influencing the recipient;
- The Hospitality must be permitted under local law and consistent with generally accepted business practices and ethical standards;
- The cost of the Hospitality must be commercially reasonable and may not exceed what is customary and acceptable given the expense of the country in which the Hospitality is being provided; and
- The Hospitality must not be given, directly or indirectly, to family members.

If the Hospitality involves Government Officials, any expense over \$100.00 must be approved in advance by the Compliance Department. If you are ever unsure of whether a Hospitality expense meets these guidelines, it is always better to ask the Compliance Department and get their approval. In all cases, you must follow Tricon’s Travel and Expense Reporting Policy and get prior approval for Hospitality expenses. You will need to fill out a form and provide receipts to the Finance



Department which clearly identify the recipient of the Hospitality benefits, the company with which the recipient is affiliated and the reasons for the expense.

Receiving or providing gifts, meals and entertainment	Value	Approval required
Government Officials	Greater than \$100	Approval from General Counsel
Non-Government Officials	Greater than \$1,000	Approval from Chief Accounting Officer

If you are ever unsure of whether an expense or event meets these guidelines, it is always better to seek guidance from the Compliance Department. In all cases, you must follow these guidelines and get pre- or post-approval as required for Hospitality expenses.

Safety Payments

Personal safety payments may be permitted in very limited circumstances to avoid physical harm or damage to property. We hope you never encounter this kind of situation, but if you do, be aware that personal safety payments may be allowed if you are:

- Stopped by the police or military personnel who demand payment in exchange for the passage of you or your property;
- Threatened with imprisonment for a routine traffic or visa violation unless you make a payment; or
- Asked to pay to avoid an allegedly required medical treatment or other procedure.

Note that economic coercion (e.g., demand of moneys on the part of a Government Official as a price for gaining entry into a market) would not be permitted. Once the danger has passed, immediately report the payment to the Compliance Department and document it completely and accurately.

Other Good Things We Can Do

*Charitable Contributions.* Tricon employees may make or solicit personal charitable contributions, except that contribution may not be made to gain a business advantage for Tricon. Charitable means charitable. Payments may not be made to “get something in return,” other than the satisfaction of having helped others in need. If you would like to make a charitable contribution on behalf of Tricon, you must obtain approval via the Charitable Contributions and Sponsorships Process.

*Political Contributions.* Tricon employees and agents may make political contributions in their personal capacity only, without the use of Tricon funds or services and not in Tricon’s name. Tricon prohibits Tricon employees and agents from making political contributions using Tricon



funds, facilities, or services. If the contribution can be seen as made to obtain or retain Tricon business, to gain an improper advantage for Tricon, or to direct business to a third party, then unfortunately, no, you may not provide a political contribution.

#### Violations of this Policy

Tricon will treat seriously any violation of the Anti-Corruption Policy and will take appropriate action regarding those who violate it, up to and including termination. Managers also have responsibility for the persons who report to them and must maintain appropriate oversight and promptly report any violations up the chain. Violation of anti-corruption laws could have severe legal consequences, including steep fines and imprisonment.

#### **REFERENCES AND RESOURCES**

Tricon Charitable Contributions and Sponsorship Process.

Tricon Travel & Expense Reporting Policy