

ANTI-BRIBERY AND CORRUPTION POLICY

ENERCARE INC.

November 2018

I. Introduction

This Anti-Bribery and Corruption Policy (the “Policy”) applies to all directors, officers and employees (collectively, “you”) of Enercare Inc. and its subsidiaries (collectively, “Enercare”).

This Policy should be read in conjunction with Enercare Inc.’s Code of Business Conduct (the “Code”), which serves as a guide for how you should conduct yourself as a member of the Enercare team.

II. Zero Tolerance Approach to Bribery

Do not give or receive bribes, including facilitation payments.

We value our reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business by our customers, clients, investees and other persons – which ultimately means it is good for business.

We do not pay bribes in furtherance of our business and expect that you will not do so on our behalf. We have a zero tolerance approach towards bribery. This commitment comes from the highest levels of management and you must meet this standard.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Non-arm’s length loans, forgiveness of debt or other transactions;
- Phony jobs or “consulting” relationships;
- Employment opportunities or internships;
- Political contributions;
- Charitable contributions; or
- Gifts, travel, and hospitality.

“Facilitation payments” are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required or permitted administrative fees for expedited service.

III. Dealing with Public Officials

A “public official” is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions such as professionals working for public health agencies,

water authorities, planning officials and agents of public international organizations, such as the UN or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a bank and exercises control over the activities of that bank, then the banking officials are likely to be considered public officials. Third-parties acting at the direction of these entities and individuals should also be considered public officials.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials may be treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law.

IV. Third-Parties

Enercare may be prosecuted for failing to prevent bribery by a person associated with it. This includes any individual or entity that performs services for or on behalf of Enercare. You should avoid doing business with partners, agents and contractors who do not have a zero tolerance approach to bribery.

This means due diligence should be undertaken on contractors, partners and agents to establish their anti-bribery credentials, where warranted by the assessed level of risk. This could include informing these persons (and associated companies) of Enercare's anti-bribery policy, meeting with them to better assess their business practices and anti-bribery and corruption policies/controls, and making commercially reasonable inquiries into their reputation and past conduct. In consultation with Enercare's internal legal counsel, include anti-bribery language in contractor, partner or agency agreements, where appropriate.

V. Gifts and Entertainment

Gifts (e.g. merchandise, event tickets) given to or received from persons who have a business relationship with Enercare 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.**

Entertainment (e.g. meals, sporting events or the theatre, concerts, rounds of golf) given to or received from persons who have a business relationship with Enercare are 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. Also, be aware that many jurisdictions have laws restricting entertainment given to public officials or their close relatives that should be followed.

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 Enercare's business is being made

may be perceived as a bribe in return for a favourable decision and should also be avoided. You should not pay for gifts and entertainment (including meals) personally to avoid having to report or seek approval for it.

You should not give or receive “big-ticket” items, such as travel, conference fees, costs for road shows, or event sponsorships, without prior written authorization from Enercare’s internal legal counsel or person(s) designated to provide such authorization. If you are in doubt as to whether gifts or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult with Enercare’s internal legal counsel.

VI. Political Donations and Lobbying

Do not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision.

To ensure that we do not breach the law regarding political donations in any country, all political donations, no matter how small or insignificant, made on behalf of Enercare (directly or indirectly) must be approved in advance by the person(s) designated to approve such donations. Political donations should not be made on behalf of Enercare in countries in which we do not have a presence.

Political donations made by individuals on their own behalf should comply with local laws and regulations.

In the U.S. and other jurisdictions, various federal, state, and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, both those made on behalf of Enercare or made by individuals on their own behalf. Violation of these laws and regulations can carry significant penalties for Enercare. Similarly, outside the United States, local political contribution policies should be consulted and adhered to before making any political contributions in that geography.

Do not engage in any lobbying activities on behalf of Enercare without specific authorization.

Enercare encourages its employees, officers and directors to take an active role in public service. However, any participation in this regard is to be undertaken as an individual and not as a representative of Enercare.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You should not engage in lobbying activities on behalf of Enercare without the prior written approval of Enercare’s internal legal counsel or person(s) designated to approve such activities.

Similarly, in other geographies, local political contribution policies should be consulted and adhered to before undertaking any lobbying activities in that geography.

VII. Charitable Donations

Do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain a business advantage.

We encourage our directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless the solicitation is supported by Enercare, you are prohibited from using Enercare or Service Experts name or company resources for solicitation of donations.

All requests for corporate gifts to charities and other not-for-profit organizations (e.g. schools, hospitals, libraries, etc.) should be approved in advance by Enercare's internal legal counsel or person(s) designated to approve such donations. Charitable donations made by individuals on their own behalf should comply with local laws and regulations.

If you are requested by a public official to make a personal donation to a particular charity, please consult with Enercare's internal legal counsel or person(s) designated to approve such donations before agreeing to or making the donation.

VIII. Record-Keeping

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery, some anti-bribery legislation require proper record-keeping and the establishment and maintenance of internal controls. The purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices. All transactions must be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of Enercare should be established for any purpose. False, misleading, or artificial entries should never be made in the books and records of Enercare for any reason.

IX. Reports and Complaints

Internal reporting is critical to Enercare's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behaviour of which you become aware. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. 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 Policy has occurred or may in the future occur.

The Code and Enercare's Whistleblower Policy provide guidance on reporting complaints, including contact information for our reporting hotline, which is managed by a third-party and allows for anonymous reporting of suspected violations.

Disciplinary Action for Policy Violations

Please note that we reserve the right to take disciplinary action for Policy violations that fits the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against you.

X. Key Contacts

If you have any questions on this Program, please contact:

Geoff Lowe
geoff.lowe@enercare.ca
(416) 649-1860