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# CODE OF BUSINESS CONDUCT AND ETHICS

## POLICY STATEMENT

At Trans Mountain, we are committed to conducting our business ethically and responsibly. We must always act with integrity, make the right choices and do the right thing for our stakeholders, our customers and for Trans Mountain. That's why we count on every employee, contractor and all our representatives to follow our Code of Business Conduct and Ethics (Code). Our core values of Safety, Integrity, Respect and Excellence, as well as the other supporting values expressed in this Code, are the foundation of our Company. When we apply these values to our daily work, we can feel confident in our ability to make good decisions and perform at the highest level.

The Board of Directors of Trans Mountain Corporation has adopted and approved our Code. The Code provides guidance as to how we conduct our business and identifies resources available to help you put our values into practice. The Company's *Whistleblower Policy* provides information on how to report violations of the Code or other wrongdoing at the Company.

We believe that acting according to our values is the best way to conduct our business. No one should ever compromise those values to meet financial goals or any other personal or corporate objective.

There may come a time when a situation you face is not covered in the Code or you have a compliance or ethics question or concern. Our goal is to create a work environment where each employee is comfortable speaking up. We expect and encourage you to ask questions, seek advice, and raise issues and concerns. Our leaders are required to foster this type of environment, but everyone plays a role in making it happen. There will be no retaliation against anyone who, in good faith, reports a compliance or ethics concern.

As you continue in your everyday duties, please remember that maintaining our reputation as a good corporate citizen is paramount. We are judged by how we act and what we do. Success can only be attained, and maintained, if each of us is dedicated to upholding our values and the highest possible standards of business conduct.

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## OUR VALUES AND CODE

### Driven by Our Values

At Trans Mountain Corporation, including its controlled subsidiaries (collectively, “Trans Mountain” or the “Company”), we act with integrity, do the right thing and treat everyone with respect every day. Our core values of Safety, Integrity, Respect and Excellence, coupled with the other supporting values, principles and policies discussed in this Code, drive every aspect of our business. They are the foundation that helps us achieve sustained success and creates lasting benefits for all our stakeholders: our shareholders, customers, employees, business partners, regulators and the communities in which we live and work.

#### Safety

We are committed to protecting the health and safety of our people, being environmentally responsible and supporting the communities where we operate.

#### Integrity

We do the right thing and are accountable for our actions. We conduct ourselves and our business ethically and responsibly in a manner that will bear the closest public scrutiny.

#### Respect

We treat each other and those outside our organization with respect and fairness. We value diverse ideas, perspectives, cultures and communities. We embrace openness, trust, teamwork and relationships that are mutually beneficial.

#### Excellence

We are results-oriented and take pride in our work. We challenge ourselves, every day, to exceed expectations by focusing on operational and financial discipline and fostering a work environment that promotes learning and innovation.

### Purpose of Our Code of Conduct and Ethics

The Code outlines how our values translate into everyday behaviour, establishes high standards of ethical conduct and keeps us working toward a common goal – to be a company driven by its values. The Code also incorporates Company policies and the laws and regulations we must follow. We comply not just because it is required, but because it is the responsible thing to do.

The Code cannot address every issue you will face, but your actions should always be consistent with our Company’s values and expectations. This is essential to maintaining Trans Mountain’s reputation and yours as well. You should be generally familiar with the entire Code, even though some sections may be more relevant to your job than others. The Company provides numerous resources to help you determine the appropriate course of action. Always seek guidance when in doubt about compliance or laws and regulations. In certain sections, you will see references to additional Company policies on the identified topic.

## Doing Your Part

This Code applies to Trans Mountain Corporation, its controlled subsidiaries and each entity they manage, operate or control from time to time, as well as their officers and employees. We require our consultants, contractors, suppliers, vendors and business partners to adhere to standards of conduct consistent with our Code when conducting Company-related business activities.

You are expected to understand the Code and Company policies and comply with the obligations and responsibilities that apply to you. We are a highly regulated company and your actions in certain instances could expose you to civil and even criminal penalties, including imprisonment. Your compliance efforts can directly affect your performance evaluation and compensation. In addition to the obligation to comply with this Code and promptly report suspected violations, employees may be required to certify periodically that they have read and complied with this Code.

<b>Your Responsibilities</b>	<b>Leaders’ Responsibilities</b>
Know and comply with our Code and the Company policies that apply to your job	Create a workplace where employees feel comfortable asking questions and raising concerns or issues
Conduct yourself in an ethical manner and comply fully with all applicable laws and regulations	Exemplify ethical conduct in all of your actions and proactively promote a culture of compliance
Report any concerns or issues promptly and seek guidance when you are not sure what to do	Ensure that no employee is subject to retaliation because of a good faith report of a concern or issue

## Speaking Up

Our values require an environment where every employee feels comfortable seeking guidance and reporting concerns or issues. In this environment, our employees bring questions, issues and concerns to the attention of their supervisors, management and other Company departments on a timely basis. Talk to someone if you need guidance on what to do, or if you have a concern or issue that relates to our business.

In most instances, the best person to talk to will be your supervisor or a Human Resources representative. However, there may be instances where you will not feel comfortable speaking to your supervisor or where it makes more sense to go directly to another Trans Mountain resource, for example, the Legal Department, Internal Audit or the Vice President, Legal.

Some Code topics deal with complicated laws or regulations (for example, Insider Trading, Anti-Corruption, Trade Controls and Sanctions). For these areas, it is especially important that you contact the Legal Department.

No matter how or to whom you report your concern, it will be evaluated and investigated as appropriate. Supervisors must take steps to appropriately respond to an employee seeking guidance or reporting a concern or issue. Make sure you understand the question, concern or issue and contact the appropriate department to help you respond promptly.

**Nothing in our Code or our Company's policies restricts you from reporting potential violations of laws or regulations to relevant government authorities.**

Our *Whistleblower Policy* provides information on how to report wrongdoing at the Company, including failure to comply with the Code, Company policy or a law or regulation.

***Remember:***

**It is always better to seek guidance on the appropriate course of action before doing something that could have serious negative repercussions for anyone.**

**When you have a good faith concern or issue, you must raise it as soon as possible and be prepared to disclose everything you know about it. There will be no retaliation for a good faith report of a concern or issue.**

**Good faith means the individual providing the information believes it is true and complete. It does not mean the individual's understanding of the facts must be correct.**

## Investigating Reports

The Company will promptly initiate an appropriate investigation into any reported allegation or suspicion of a violation of this Code, Company policy or a law or regulation. One or more individuals, who are knowledgeable and experienced in investigations, and with no conflicting interests, will be assigned to conduct the investigation.

If the investigation finds a violation, the Company will take appropriate action. Employees who violate our Code, Company policies or any laws and regulations will be subject to discipline, which could result in termination, even for a first offense.

If asked, you must cooperate with a Company investigation. Failure to fully and honestly cooperate with an investigation is grounds for discipline, up to and including termination of employment.

## Zero Tolerance for Retaliation

You should never hesitate to raise a concern about matters related to a legal or compliance issue or ethical business conduct. No employee will be disciplined, lose their job or otherwise be subject to retaliation because he or she made a good faith complaint or report to our Company or any appropriate governmental body about a suspected violation of this Code, accounting issues, other Company policies or laws and regulations. Good faith means the individual providing the information believes it is true and complete. It does not mean the individual's understanding of the facts must be correct.

If you believe you or someone else has experienced retaliation, you should contact a Human Resources representative, or the Legal Department immediately. Anyone who engages in retaliation against an employee who raises a concern or issue will be subject to disciplinary action.

## EMPLOYEES AND THE WORKPLACE

### Diversity and Inclusion

We believe everyone deserves to work in a safe environment and to be treated with dignity and fairness. We are committed to bringing out the full potential in each of us, which in turn, contributes directly to the Company's business success. Accordingly, we make all employment-related decisions based on a person's abilities, achievements, experience and performance. In addition, Trans Mountain seeks and values diversity. We are committed to providing a workplace free of discrimination or harassment based on:

Race	Gender identification and expression	Medical condition	Pregnancy
National or ethnic origin	Colour	Marital status	Family status
Religion	Military or veteran status	Ancestry	Physical or mental disability
Citizenship status	Gender	Genetic characteristics	Conviction for an offence for which a pardon has been granted or in respect of which a record suspension has been ordered
Sexual orientation	Age	Status as an individual authorized to work in the US or Canada	Any other status protected by law

To learn more please refer to the HR Policies, *Diversity & Inclusion Guidelines and the Respect in the Workplace Policy*.

### Harassment-Free Environment

You are expected to be courteous, polite, respectful and professional to all of your fellow employees, as well as our customers, partners, vendors and suppliers. We will not tolerate abusive, threatening, offensive or intimidating conduct that harms a person’s ability to do his or her work or otherwise affects the terms and conditions of his or her employment. Similarly, we have a zero-tolerance policy regarding threats or actual acts of violence.

Any employee who feels threatened, harassed or discriminated against, or who witnesses threatening, harassing or discriminatory conduct, must report the incident to his or her supervisor, or their Human Resources representative. Trans Mountain will not retaliate against a person who makes a good faith complaint of discrimination or harassment.

*To learn more please refer to the Human Resources Policies and Guidelines for Canadian and U.S. Employees.*

## Employee and Supervisor Obligations

Both employees and supervisors have important obligations regarding harassment or discrimination in the workplace.

<b>Employee Obligations:</b>	<b>Supervisor Responsibilities:</b>
TREAT each person with respect without regard to their race, gender, age, national origin, religion, gender preference, sexual orientation or other protected class.	Be AWARE of and proactively ADDRESS issues or potential issues in the workplace, with the help of Human Resources.
REFRAIN from engaging in threatening, abusive, harassing or discriminatory conduct in violation of this Code or any Company policy.	TIMELY respond to concerns or issues raised by employees and report them to Human Resources.
REPORT any policy, Code violation and COOPERATE with any Company investigation.	ENSURE complaints are investigated in a fair, complete and impartial manner and that any necessary follow up action is taken promptly.
NEVER retaliate against a person who makes a complaint, objects to an action or participates in an investigation.	GUARD against retaliation by management or co-workers toward any person who raises a complaint, objects to an action or participates in an investigation.

## Substance Abuse

We have adopted drug and alcohol policies to promote a positive work environment where all employees can perform their duties in a safe and productive manner, free from the harmful effects of drugs or alcohol. Canadian employees should refer to the *Canadian Drug and Alcohol Policy* and US employees should refer to the *U.S. Drug and Alcohol Policy* for more information.

## Social Media

We know many employees use social media. When you are identified on social media as a Trans Mountain employee, we expect you to uphold the Company's values. It is important to understand that your online posts are not anonymous and may affect the Company's reputation. In certain instances, your social media posts may be subject to the Code and Company policies. For example:

- You may not use social media to harass, threaten or discriminate against co-workers in violation of our discrimination and harassment policies;
- You may not defame the Company, customers, competitors, its shareholders, elected officials or regulators; and
- You may not share the confidential information of the Company, our business partners, vendors or customers.

To learn more please refer to the HR Policies, *Diversity & Inclusion Guidelines* and the *Respect in the Workplace Policy*.

### **No Surreptitious Recordings**

Employee and Contract Workers must not make or allow audio and/or video recordings of meetings or conversations without the informed, express consent of all other individuals who are party to such meetings or conversations. Recordings in the absence of informed, express consent from all participants is unethical, erodes trust, and is prohibited by the Company, and is therefore a breach of the Code of Conduct.

### **Protecting and Using Our Assets**

Every employee is personally responsible for protecting Company assets and ensuring those assets are used efficiently. Carelessness, misuse or theft of any of our assets has a direct impact on our profitability and will not be tolerated. Theft, misappropriating Company funds or property or falsifying records is grounds for immediate termination. Such cases may also be referred to applicable law enforcement agencies for investigation, prosecution and recovery of funds or property.

Trans Mountain's information systems and equipment, and the information they contain, are important Company assets. Protecting those assets takes the combined effort and vigilance of every user, and every user is expected to use these assets in an efficient, ethical and lawful manner.

Our systems and equipment, which include computers, printers, telephones, email and voicemail, are issued to assist us in performing our jobs and should be used primarily for business purposes. You may not use these systems in a manner that violates or is inconsistent with our Code or any Company Policy, including our *Acceptable Use Policy*, *Technology Management Policy*, *Information Retention Policy* and our *Information Management Policy*.

Remember you are the Company's first line of defense against spam and malware, and your vigilance is the best antivirus protection. If you are not sure about an email, delete it. Don't be tricked into opening a suspicious email attachment or link to see what you have been sent. It could be a virus. If you have a question or believe your computer has been infected, contact the Trans Mountain Helpdesk.

To learn more, please refer to the *Acceptable Use Policy*, *Technology Management Policy*, *Information Retention Policy* and the *Information Management Policy*.

## Phishing

Phishing emails are intended to trick you into providing confidential information or installing software. Suspicious emails commonly include:

- Unfamiliar sender names or email addresses;
- Display names that don't match the company names;
- Grammar and spelling errors;
- Odd or vague attachment names;
- Misspelled domain names;
- Links to web pages hosted by someone other than the company sending the email; and
- Emails that play on your emotions to get you to act without thinking.

There are other things that can damage our information systems, such as connecting peripheral devices to the Company's IT network like outside computers, wireless access points, routers, smartphones, CDs and flash drives. In addition, granting access to third parties or installing software, shareware or freeware on your computer requires permission from the IT Department. Check the Human Resources Policy Manual or consult the IT Department for more information.

Your use of Company assets is always subject to monitoring by the Company, and you should have no expectation of privacy in anything you create, send or receive on our information systems, including your phone. Nor should you have any expectation of privacy in work areas or Company equipment, including vehicles, desks and lockers.

When using our information systems and equipment, you are acting as a representative of Trans Mountain, and your communications should always be professional and appropriate.

## CONFLICTS OF INTEREST

You must never use your role with Trans Mountain to inappropriately obtain an advantage for yourself or to inappropriately advantage or disadvantage others. In making decisions on behalf of Trans Mountain, you must consider the needs and best interest of our Company. If you are making a business decision that also involves your personal interests, your ability to make the best decision could be compromised.

A “conflict of interest” arises when a person’s outside or personal interests’ conflict (or appear to conflict) with Trans Mountain’s interest. You must avoid actual or perceived conflicts of interest when acting on the Company’s behalf.

There are many types of conflicts of interest. Examples of conflict of interest include self-dealing, related party transactions, employing family members, gifts and outside employment. Avoiding conflicts of interest in our business decisions is vital to our values.

Any potential or actual material conflict of interest involving an executive officer must be reviewed by Trans Mountain Corporation’s Board of Directors or a committee of the Board of Directors.

Before you proceed with any conduct or transaction that could involve an actual or perceived conflict of interest, you must disclose all the circumstances through Trans Mountain’s Conflict Management and Disclosure Tool “Disclosure Tool”. You must also comply with any conditions imposed by management to protect Trans Mountain’s interests.

Sometimes it is not possible to disclose a potential conflict of interest before it comes up. For example, if you inherit an interest that might create a conflict, you must disclose it through Trans Mountain’s Disclosure Tool as soon as you know about it.

You have a duty to:

- Adhere to the highest ethical standards;
- Exercise sound judgment;
- Disclose any conflicts; and
- Seek guidance when appropriate.

## **Related Party Transactions**

A “Related Party” is you, any immediate family member of yours or any other person you are close enough to that your relationship might influence or appear to influence your judgment.

In this Code, “immediate family member” includes your spouse, parents, step-parents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, nieces and nephews, and anyone residing in your home (other than a tenant or employee).

A Related Party Transaction is when you or another Related Party has a direct or indirect interest in, or may receive a personal benefit from, a transaction or business relationship with the Company.

Before entering into a Related Party Transaction, you must obtain the required approval. Even if you (or your family member or other relationship) are not the Related Party, you must disclose the circumstances through Trans Mountain’s Disclosure Tool before entering into a business relationship on behalf of the Company with someone you know is (or you think may be) a Related Party.

If you become aware of a Related Party Transaction after the fact, you must disclose it through Trans Mountain’s Disclosure Tool right away.

If a Related Party Transaction is approved, you must complete and comply with a ‘Conflict Management Plan’, a set of procedures designed to address the associated risks and monitor potential conflicts of interest. These procedures could include limiting your ability to authorize work or payments or otherwise manage the relationship between Trans Mountain and the other person or entity. If the nature of the Related Party relationship, or the type of business being conducted changes, you must immediately update the Conflict Management Plan and resubmit it through Trans Mountain’s Disclosure Tool for approval.

## **Personal Relationships**

A “personal relationship” is a romantic or intimate personal relationship that can include, but is not limited to: dating, living together, being a partner or significant other. This definition applies regardless of gender, gender identification or sexual orientation of the individuals in the relationship. This definition does not extend to friends, acquaintances or former colleagues, refer to “Related Party”.

Supervisors and other employees in positions of responsibility may not supervise or give work direction to someone they are in a personal relationship with. In addition, no party in the personal relationship may be involved in any employment related decisions and discussions involving the other. This includes, but is not limited to, hiring, compensation, job duties/responsibilities, termination etc.

To learn more, please refer to the *Human Resources Policies and Guidelines for Canadian and U.S. Employees*.

## **Employment of Family Members**

Company policy allows the hiring of family members. However, hiring family members can result in a variety of conflicts of interest. Therefore, before an offer is extended to the family member of a current employee, the individual and the relationship must be disclosed through Trans Mountain’s Disclosure Tool and approved by senior management and Human Resources. The *Employment of Family Members and Significant Others* provisions in the *Human Resources Policies and Guidelines for Canadian and U.S. Employees* defines “family member” and explains the approval procedure.

Supervisors and other employees in positions of responsibility may not supervise or give work direction to family members.

For executive officers of Trans Mountain, employment of a Related Party in any position at the Company may require approval by Trans Mountain Corporation's Board of Directors or a committee of the Board of Directors; therefore, the relationship must be disclosed to the Vice President, Legal of Trans Mountain before the Company extends an offer.

To learn more, please refer to the *Human Resources Policies and Guidelines for Canadian and U.S. Employees*.

## **Gifts**

You (including your family members, other relatives and associates) must not accept or solicit any gifts, hospitality or other benefits that may have a real, potential or perceived influence on your objectivity in carrying out your duties and responsibilities with Trans Mountain, or that may place you under an obligation to the donor.

Expensive or elaborate gifts, or cash in any amount, given or received, may cause a conflict of interest or perceived conflict of interest because it could make or appear to make the recipient feel obligated to the giver.

For example, you cannot under any circumstances accept:

- Gifts, hospitality and other benefits from existing and potential vendors or suppliers, or other entities that Trans Mountain is involved with:
  - In exchange for, or as a condition of, exercising your duties;
  - To induce certain behaviour while carrying out your duties;
  - When it results in, or could reasonably appear to result in, preferential treatment; and
- Cash incentives, special preferred pricing, loans at preferred rates or secret commissions or kickbacks, in exchange for preferential treatment.

No employee should offer, give or accept a gift that:

- Is cash, gift cards, stock or bonds;
- Is excessive in value;
- Could be construed as a bribe, payoff or kickback; and
- Violates anti-corruption laws.

You may accept gifts, hospitality and other benefits without specific approval if they:

- Are infrequent and not excessive in value, such as low-cost promotional objects, simple meals, souvenirs with minimal value, tickets to conferences, sporting or cultural events (including concerts);
- Arise out of activities or events related to your official duties and responsibilities;
- Are within the normal standards of courtesy, hospitality or protocol in our industry; and
- Do not compromise or reasonably appear to compromise your integrity or objectivity, or the integrity or objectivity of Trans Mountain or anyone else.

Attendance at certain widely attended gatherings and opportunities to attend industry meetings or educational conferences related to your capacity as an officer or employee of Trans Mountain are generally not considered to be gifts and other benefits, provided you disclose the circumstances through Trans Mountain's Disclosure Tool and it has determined that your attendance is in the best interest of Trans Mountain. You may generally accept meals or participate in events related to these gatherings, meetings or conferences if the same treatment is offered to all participants or attendees and if attendance is offered to multiple organizations (and does not include any free airfare or accommodation).

## **Outside Employment**

You may not directly or indirectly work for a competitor, customer or supplier of ours while you are employed by the Company.

You may not take a second job that interferes with your Trans Mountain responsibilities. You should disclose the circumstances through Trans Mountain's Disclosure Tool if you have any concerns regarding a second job.

## **Membership on Outside Boards of Directors or Advisory Organizations**

If you want to serve on the board of a for-profit or governmental entity, approval must be given by the Chief Executive Officer. If the appointment is approved, you are responsible for avoiding situations that may interfere with your job performance or negatively impact Trans Mountain. You must also avoid any actual or apparent conflicts of interest with your Trans Mountain responsibilities. Any approvals granted should be refreshed at least every three years.

You do not require prior approval to serve as a part-time director, officer or trustee of a non-profit organization unless such role constitutes a real, perceived or potential conflict of interest or may otherwise interfere with your job performance or negatively impact Trans Mountain. In that event, you must disclose the circumstances through Trans Mountain's Disclosure Tool.

Examples of roles that would not normally require approval include serving on the board of a local minor sports association, the board of a charity or the board of a condominium in which you reside.

## **Personal Investments**

You must not make personal investments that might affect or appear to affect your ability to make unbiased decisions on behalf of Trans Mountain. Investments subject to this prohibition include investments in a public or private company that is a vendor, customer or competitor of ours, or who otherwise does business with us.

For publicly-traded companies, this policy does not apply if your investment is less than one per cent of the outstanding shares or debt securities of the company, or if you purchase mutual funds that hold the stocks of many different companies. An investment of this kind may have other compliance requirements, so be sure to refer to our policies regarding confidentiality and securities trading.

For privately-held companies, if you have a financial interest (for example, as a partner, owner or lender) or are contemplating a financial interest in a company that has a business relationship with or is a competitor of Trans Mountain, you must disclose this business relationship through Trans Mountain's Disclosure Tool. The Company will determine whether there is an actual or perceived conflict of interest.

## **Business Opportunities**

You may not take advantage of business opportunities you discover through your position with us or otherwise use your position for personal gain at the expense of the Company.

To learn more, please refer to the *Human Resources Policies and Guidelines for Canadian and U.S. Employees. HR Policy & Guidelines Manual*.

## **BUSINESS INTEGRITY**

### **Confidential Information**

#### **What is Confidential Information?**

We use non-public, confidential, proprietary and personal information in conducting our business. This includes information about Trans Mountain, as well as information entrusted to us by third parties, some of which is highly confidential and of considerable value. We consider all of these types of information "confidential information."

The Company, supervisors and certain designated employees have access to personal information because of their position. This information may include social security numbers, health or compensation information, among other things. This information is to be treated confidentially and used only for its intended business purpose.

Confidential information also includes intellectual property. Intellectual property refers to creations of the mind, such as discoveries and inventions; literary and artistic works; designs and symbols; and names and images. You must respect and defend Trans Mountain's intellectual property rights. You must also protect the intellectual property rights of others who have entrusted us with trade secrets or other proprietary information. The Company does not knowingly use intellectual property belonging to another person, business or organization without their consent, a license or other legal right to do so. No employee should copy or permit others to copy any software under license to Trans Mountain except in accordance with the applicable license.

Information does not have to be marked "confidential" in order to be considered confidential. Examples of confidential information include pricing information, marketing strategies and customer lists, operations and maintenance schedules, unannounced projects, purchases or sales of assets, unannounced changes in senior management and financial and accounting data.

### **Protecting Confidential Information**

As an essential part of your responsibilities, you must protect confidential information you have access to through your position with Trans Mountain. Also, you must ensure you use such information only for appropriate purposes and handle it carefully to avoid disclosing it unintentionally.

#### Confidential information must not be:

- Shared with your spouse or significant other, relatives or business and social acquaintances;
- Shared or discussed with other employees unless they have a clear business need to know such information;
- Discussed in places where it may be overheard, particularly in public places like conference phone banks, elevators, restaurants, buses, airplanes and taxis;
- Left in the open where it can be viewed by unauthorized individuals; and
- Disposed of improperly.

The Company may have legal or contractual obligations that strictly prohibit the unauthorized disclosure of certain information. These types of agreements and legal obligations may also restrict the use and handling of information and may include penalties for violating those restrictions. If you are unsure whether information in your possession is subject to such obligations or restrictions, please contact your supervisor or a member of the Legal Department.

Every employee is responsible for protecting confidential information in our possession. You are required to preserve the confidentiality of information even after you are no longer employed by our Company. Equally important, you must not use such information for your personal benefit

***Remember:***

**If you become aware of any unauthorized use or disclosure of confidential information, even one that is accidental, you must immediately contact your supervisor or the Legal Department.**

## Permissible Disclosures

There are some instances where confidential information may have to be disclosed. For example, the Company may have an obligation to provide otherwise confidential information to a regulatory agency or in connection with a lawsuit. In these cases, contact the Legal Department for guidance before disclosing any confidential information.

Employees also have rights under certain employment and whistleblower laws to discuss the terms and conditions of their employment, engage in concerted activity or report suspected violations of law to governmental agencies. Nothing in this Code or any Company policy will be interpreted or applied in a way that restricts or violates those legal rights.

Protecting confidential information is everyone's responsibility. Some things to keep in mind when handling this information:

- Store all confidential information securely – password-protect or lock away sensitive documents and files;
- Share only as much information as may be absolutely necessary and only to those with a business “need to know”;
- If there is no requirement to preserve the information, shred or use other secure document destruction methods; and
- Encrypt or password-protect sensitive documents, especially documents containing banking or financial information, social security numbers, health information or similar highly confidential information.

## Information Governance

Records are the evidence of what our Company does. They capture its business activities and transactions. Records include contracts, engineering designs, permits, personnel files, expense reports and financial statements, just to name a few.

Records are valuable Company assets and must be properly managed. They exist in many formats, including information in databases, paper-based files, electronic communications (for example, email, text messages, voicemail and instant messaging), electronic documents, web-based records and other media, no matter where the records are kept.

We create and maintain our records in compliance with laws and regulations, our Company policies and good business practices.

Sometimes litigation or an investigation requires records to be placed on a Records Hold and retained past their normal retention period. This requires that you don't destroy or discard the records. A Record Hold includes preserving relevant emails and texts stored on an employee's personal device when used for Company business. Records Holds will be communicated as they occur. A notice will be issued once the Records Hold is lifted.

Your job is to be familiar with and follow our Company's records and information governance policies.

## **Governmental Inquiries and Investigations**

You must promptly notify the Legal Department if you receive notice of any non-routine governmental inquiry, audit or investigation of our Company. This includes notices related to our business activities or financial affairs.

Once we get notice, the Company will take prompt action to preserve relevant documents. It is a serious policy violation and may be a crime to conceal, alter or destroy evidence responsive to an investigation. The duty to notify the Legal Department does not extend to an employee's personal communications with regulatory agencies that are otherwise protected by whistleblower laws.

## **Accuracy of Records and Reporting**

Many people within and outside our Company rely on the accuracy of our records, including the statements we make to our shareholder, government agencies, customers, suppliers and in statements to the public in general. We are committed to full, fair, accurate, timely and understandable disclosure in our reports filed with regulatory agencies.

It is up to you to create records that properly document our business transactions. We each have a responsibility to ensure that Company information is complete, accurate, reliable and protected.

Our financial records and accounts must be maintained in reasonable detail, while fairly and accurately reflecting all Company transactions. Internal controls are in place to provide reasonable assurance of our compliance with established policies, practices and procedures.

Fraud starts with knowingly providing false or misleading information and includes concealing important information. We do not conceal or incompletely or incorrectly record any fund, asset, liability, revenue or expense.

Misconduct, dishonesty and fraud may include:

- Altering or forging financial or other documents;
- Improperly handling or reporting money or financial transactions;
- Misappropriating money, supplies, equipment or other assets;
- Inappropriately taking, using or destroying records; and
- Profiting from inside knowledge of Company activities.

In addition to violating this Code, there may be criminal penalties associated with engaging in fraudulent acts, especially those that are intended to influence, impede or obstruct an audit, investigation, lawsuit or matter under the jurisdiction of a federal, provincial, state or local department or agency of Canada, the US or any other country where we do business.

We each have a responsibility to not only avoid participating in fraudulent activity, but also to help detect, prevent and report it. You should review the policy regarding fraud, misconduct and dishonesty to be sure you understand your responsibilities.

***Remember:***

**When you work with the Company's accountants, internal and outside auditors, or any regulatory agency, you are required to cooperate fully, be truthful and transparent, comply with applicable Company policies and avoid any actions that could be viewed as manipulative or misleading.**

Accurate records allow us to:

- Maintain trustworthy evidence of all our business activities;
- Adapt to changing business environments;
- Chart our future by referring to the past; and
- Defend our actions in the context of audits, regulatory requirements, investigations or litigation.

## **Insider Trading**

In your role with Trans Mountain, you may learn information about another company that is not available to the public. Securities laws make it illegal for a person with material, non-public information about a company to buy or sell that company's securities. This act is known as "insider trading." Insider trading is a crime, as well as a violation of our Code. Violating securities laws has serious consequences.

Insider trading laws were established to protect the integrity of trading markets and the interests of all market participants, and we are committed to ensuring our employees and directors abide by these laws. In addition to exposing the Company, our Boards of Directors and management to liability, insider trading could subject you personally to:

- Substantial criminal fines (no matter how small your original profit);
- Significant prison time;
- Cease trade orders;
- Prohibitions from acting as a director or officer of a public company;
- Disgorgement of financial gains; and
- Civil liability in private lawsuits.

Insider trading can happen in a variety of ways, and the rules are complicated. The most important things to know are that you must not:

- Buy or sell securities while you have material non-public information about a company that you gained as a result of your employment or relationship with us. For instance, if you learn that we were about to enter into an important joint venture with XYZ corporation, it would probably be an insider trading violation to buy XYZ securities. Even if you learned something about XYZ on a marketing or service call to their premises, buying or selling XYZ stock might well be considered illegal. The insider trading rules apply both to securities purchases (to make a profit based on good news) and securities sales (to avoid a loss based on bad news); and
- Disclose material non-public information about a company outside the necessary course of business or to any person who might use the information to trade in securities (a practice referred to as “tipping”). The concept of unlawful tipping includes passing on information to friends, family members or others under circumstances that suggest you were trying to help them make a profit or avoid a loss. When tipping occurs, both the “tipper” and the “tippee” may be held liable, and this liability may extend to all those to whom the tippee in turn provides the information. Besides being considered a form of illegal insider trading, of course, tipping is also a serious breach of the confidentiality of the Company’s information. For this reason, you should be careful to avoid discussing sensitive information in any place (for instance, at lunch, on public transportation, in elevators, etc.) where others may hear such information.

It can be difficult to know what information is “material, non-public information.” Generally:

- Information is “material” if a reasonable investor would consider it important in deciding whether to buy or sell a security. Information does not need to be certain to be material. Information that something may happen, is likely to happen or is being considered, may be material; and

- “Non-public” information is any information that is not widely available to the public. Remember, it may take time after information is released through public channels (for example, a press release in Canada or an SEC filing in the US) for it to become widely available.

Anyone with a question about any contemplated securities transaction or the interpretation of our policy should contact the Chief Legal and Indigenous Affairs Officer. At certain times when the Company is in possession of material, non-public information about another issuer, it may impose trading restrictions on securities of that issuer. In such cases, any trades in securities of that issuer must be pre-cleared by the Chief Legal and Indigenous Affairs Officer. You will be notified if you are subject to trading restrictions. Even if specific trading restrictions have not been imposed with respect to an issuer, you are still required to comply with the provisions of this Code and are prohibited from engaging in insider trading or tipping.

## **Working with Suppliers**

Suppliers must not use goods or services in their supply chain that are used in the provision of goods or services to the Company if those suppliers engage in practices that may constitute child labour, forced labour, human trafficking or slavery. Trans Mountain is committed to addressing and combatting risks of forced labour and child labour within our business and operations, including the suppliers we do business with. Suppliers are expected to comply with applicable human rights laws and regulations and Trans Mountain’s policies with respect to human rights, whichever is more stringent. Trans Mountain maintains the right to monitor a supplier’s compliance to the Code and will be entitled to request information from its supplier as to their compliance with the principles of the Code and may terminate business relationships with suppliers in the event violations of human rights requirements are confirmed.

## **Anti-Corruption**

Trans Mountain does not allow corrupt practices in any form or in any place. We do not allow our employees, directors, agents, contractors, business partners or third-party representatives to give or accept bribes, kickbacks or other improper payments in conjunction with any Company business.

Anti-corruption laws and regulations generally prohibit a company from directly or indirectly promising, offering or giving money or anything of value to a government or foreign official (as broadly defined) for the purpose of improperly influencing the official to take an action that would permit the company to obtain or retain business, obtain favourable treatment or secure an advantage.

If you are conducting any international business, you must comply with:

- The laws and regulations of the country where you are doing business;
- The U.S. Foreign Corrupt Practices Act (FCPA); and
- The Canadian Corruption of Foreign Public Officials Act (CFPOA).

The Company does not allow you to make facilitation (or grease) payments (payments to be made to a foreign official in order to expedite routine governmental actions that are non-discretionary in nature). If you are asked to make one of these types of payments or any type of improper payment, please contact the Legal Department immediately.

Our internal accounting controls require that all transactions be accurately reflected in our general ledger. These controls help us prevent and detect corruption, and also ensure that transactions are supported by the appropriate descriptions, documentation and approvals. Maintaining proper books and records is the responsibility of everyone involved in a transaction.

Gifts and entertainment can also lead to potential corruption issues. You must follow the section of the Code dealing with gifts. This includes obtaining prior approval from the Legal Department for certain types of gifts, including entertaining government personnel.

## Trade Controls and Sanctions

***Remember:***

**You can be held individually responsible for violating both foreign and domestic anti-corruption laws. The penalties can include civil and criminal fines and even imprisonment**

If you are planning to conduct any international export or import business, you need to be familiar with all the laws and regulations related to your activities. International export and import activities may have licensing, reporting, customs or tax requirements. The US, Canada, Mexico and other countries each have trade restrictions, including import/export controls and sanctions.

For national security, foreign policy and human rights reasons, export control laws regulate the export, re-export and in-country transfer of commodities, products or articles, technology, technical data, software and services to various prohibited countries, end users and end uses.

**Sanctions** are based on foreign policy and national security goals against targeted foreign countries, regimes and individuals, including terrorists, international narcotics traffickers, those engaged in activities related to the proliferation of weapons of mass destruction (WMD) and other threats to the national security, foreign policy or the economy of Canada, the United States or other countries.

**Customs or import laws** require careful determination of information declared on merchandise imported into the customs territory, including its tariff classification, valuation and eligibility for free trade benefits, and they require security in the supply chain to help prevent faulty, unhealthy or dangerous products from entering the country.

**Anti-boycott laws** prohibit employee participation in foreign boycotts. For example, the Canadian Foreign Extraterritorial Measures Act prohibits Trans Mountain from complying with U.S. sanctions against Cuba. There are also various U.S. anti-boycott laws prohibiting compliance with boycotts not approved by the US government. Their purpose is to prevent US companies from being used to implement foreign policies of other countries that run counter to US policy, such as the Arab League Boycott of Israel. If you receive a bid invitation requiring an agreement to refuse to do business with certain country or company, you should contact the Legal Department for guidance on how to proceed.

## Energy Industry Regulatory Compliance

There are laws and regulations that specifically govern the purchase, sale and transportation of oil, natural gas, refined products and other energy products. They include provisions that are designed to promote fair competition and prohibit anti-competitive, manipulative or fraudulent practices in these markets.

We comply fully with all applicable laws and regulations. We also comply with and enforce all pipeline tariff provisions in a consistent manner.

### *Remember, we do not:*

- **Engage in transactions that could be seen as manipulating a market;**
- **Participate in transactions that do not have a legitimate business purpose;**
- **Submit false or misleading price and volume information;**
- **Provide an undue preference to any shipper, including an affiliate shipper;**
- **Share, whether directly or through someone else, non-public information about a shipper unless the shipper has provided its written consent to do so; and**
- **Make untrue or misleading statements or take actions that would defraud a party.**

On March 6, 2008, the National Energy Board (NEB) directed Trans Mountain to implement an affiliate Code of Conduct to govern interactions between Trans Mountain and its affiliates in relation to the provision of pipeline transportation service provided by Trans Mountain pursuant to an NEB-approved tariff.

## NEIGHBOURS AND COMMUNITIES

### Operational Excellence

We are committed to operating our assets in a compliant, safe, environmentally responsible, sustainable and efficient manner. We expect every employee to fully support this commitment and we expect our contractors and joint ventures to reflect the same commitment. Our Operational Principles and Goals are identified in the table below.

<b>Operational Principles</b>	<b>Operational Goals</b>
Compliance	Conduct our operations in accordance with all applicable legal requirements.
Risk Reduction	Ensure our employees and contractors are qualified and competent.
	Identify and report hazards and assess risks.
	Implement controls to prevent releases, fires and other incidents and to minimize their potential negative consequences.
Efficiency	Develop, implement and practice approaches that promote cost- and schedule-effectiveness for us and our customers.
Continual Improvement	Promote consistency and integration across our operational programs.
	Set measurable objectives and targets for our performance.
	Regularly monitor our activities and performance and take actions to correct deficiencies and inefficiencies.
	Report and investigate incidents and take actions based on the lessons learned.
	Work with industry associations, regulators, stakeholders and Indigenous communities to advance legislation, standards and practices applicable to our operations.
Outreach	Communicate regularly with stakeholders and Indigenous communities about our plans, activities, opportunities and performance and respond promptly to their feedback.

### **Integrated Safety and Loss Management System**

Our Integrated Safety and Loss Management System (ISLMS) provides programs, processes, standards, procedures and tools that ensure we can conduct our operations in a manner that protects people, the environment and property. It provides a framework for us to develop and achieve our goals and objectives and review and improve our performance in an intentional and continual manner.

The management programs and elements within the ISLMS are identified in the table below. Every employee should be familiar with the ISLMS.

<b>Management Programs</b>		<b>Common Elements</b>
Quality Assurance		Legal Requirements
Training		Organizational Structure, Roles and Responsibilities, Resources Sufficiency
Health and Safety		Training and Competency
Security		Goals, Objectives and Targets
Environmental Protection		Internal Communications
Emergency Management		External Communications
Control Centre		Hazard and Risk Management
Computational Pipeline Monitoring		Inspection, Measurement and Monitoring
Operations and Maintenance		Incident Reporting and Investigation
Marine Terminal Operations		Management of Change
Damage Prevention		Documentation and Document Control
Public Awareness		Records Management
Pipeline Integrity		Internal Audit
Pipeline Maintenance and Repair		Management Review
Facility Integrity		Issue Management and Action Tracking
Capital Projects		
Land and Right of Way		
Information Systems and Technology		
Indigenous Relations		

## Environment, Health and Safety

Every employee is expected to share our commitment to the goals of:

- Keeping people safe;
- Protecting the environment;
- Using material and energy efficiently; and
- Promoting best practices.

It's good to have goals and processes, but in the end, it comes down to individuals taking responsibility for what they do. We are expected to help meet our Company's goals and expectations. This means:

- Following Company and business unit policies and procedures;
- Complying with laws and regulations;
- Operating our assets safely; and
- Identifying and mitigating risks to people and the environment.

There are laws and regulations that apply to the design, construction, operation and abandonment of Trans Mountain facilities. These laws and regulations are designed to protect the environment and to support the safety and security of the public and Trans Mountain's employees and contractors. It is our policy to comply with all environmental, health and safety (EHS) and security laws. We do this not only because it is legally required, but also because we believe it is the responsible way to conduct our business.

We strive to be a good neighbour and contribute to sustainable development through our systematic approach to EHS management. This approach allows us to:

- Comply with laws and regulations;
- Train employees to be aware of and meet their responsibilities for protection of the environment, health and safety; and
- Achieve continual performance improvement.

Our contractors and joint ventures under our operational control are also required to adhere to this policy. If you need more information, please see your business unit's policies and procedures and our Contractor Environmental/Safety Manual.

Our employees are required to report injuries and illnesses that occur at work. The business unit Operations and Maintenance procedures and the incident reporting policy explain how to report a work-related injury or illness. Contact your supervisor or your safety representative if you have questions or

concerns about reporting an injury or illness that occurs at work. Employees have the right to report an injury or illness that occurs at work without fear of retaliation.

Our procedures cover product quality and safety. Federal laws require that we report suspected chemical hazards and/or defects in consumer products to the proper authorities. Failure to report can result in substantial civil and criminal penalties for us and for individuals aware of the hazard.

To learn more, please refer to the *EHS Policy Statement, Policies and Procedures and Contractor Environmental/Safety Manual*.

## **External Communications**

All communications with the media are handled by our Corporate Communications Department. Our *Media Policy* ensures that consistent messages are presented to the public through the media. If you are ever contacted or confronted by a reporter with questions about the Company, we suggest that you politely decline to answer and refer them to the Corporate Communications Department. At no time can you speak for Trans Mountain unless you have been authorized to do so by the Corporate Communications Department.

There are times when you may be asked to speak to the media, for example, at public meetings or in response to an incident involving the Company. Before agreeing to speak, you must contact the Corporate Communications Department.

Confidential information about Trans Mountain, one of its subsidiaries or an entity operated by us must be kept within that entity on a “need-to-know” basis.

To learn more, please refer to the *Media Policy* and the *Disclosure Policy*.

## **POLITICAL AND COMMUNITY ACTIVITIES**

We have a respect for democracy and the systems of Canadian parliamentary and USA democracy and their respective institutions, which are fundamental to serving the public interest.

We recognize your right to be involved in political activities if they do not impair, or are perceived as impairing, your ability to perform your duties in a politically impartial manner.

Before deciding whether to engage in a political activity, you should consider: (1) the nature of the activity; (2) the nature of your duties; and (3) the level of visibility of your position. Political activities must not be conducted during working hours. Voting in an election is a right and, as such, is a political activity that is permissible in all instances.

If you are unsure whether you should engage in a particular political activity, you are encouraged to consult with the Legal Department. If you wish to be a candidate, or to seek nomination as a candidate, in a federal, provincial, state or municipal election, you must first obtain the written approval of the Human Resources Department and you may be required to take a leave of absence during your candidacy.

We also expect that you will not:

- Use our assets for fundraising or political purposes;
- Seek appointment to a public office that may affect Trans Mountain, without the written approval of the Human Resources Department;
- Engage in lobbying on our behalf without the written approval of the Legal Department; and
- Deal with any public official in a manner that would compromise the integrity or reputation of that official, or deal with any matters with a high public profile in a manner inconsistent with the approach approved by management.

We appreciate our employees who participate in community building activities. However, soliciting money from co-workers is restricted to collecting voluntary contributions towards gifts for events such as marriage, retirement, bereavement, etc. and for authorized charitable purposes such as any workplace sponsored charitable campaign. In addition, passive solicitation – solicitation that does not rely on the use of Trans Mountain’s email network – to support local fundraising campaigns such as children’s sport events, girl guides, etc. is considered acceptable. Further, you will not solicit suppliers or customers of the Company for donations to any political, charitable or non-profit organizations on Company time, business or premises (or a supplier’s or a customer’s premises), unless otherwise approved by the Company.

## **INTERPRETATIONS AND WAIVERS**

This Code is a statement of the fundamental principles and Company policies that govern our business. It does not modify your employment or other relationship with Trans Mountain. It also does not create any employment or other contract with you or provide any assurance of continued employment. This Code creates no rights in any employee, director, supplier, customer, competitor, investor or other person or entity.

The Company reserves the sole discretion to interpret and apply the Code. The Company also reserves the sole discretion to determine appropriate discipline for violations of the Code and any incorporated policies and procedures. It is the Company’s intent to comply with all laws and regulations. Therefore, this sole discretion is limited only by the Company’s compliance with all laws and regulations.

The Board of Directors of Trans Mountain Corporation is responsible for the final interpretation of the Code and the granting of waivers with respect to each company and its officers and employees, other than provided herein where participation is permitted provided disclosure is made through Trans Mountain's Disclosure Tool. We reserve the right to amend the Code or its provisions without advance notice.

## **REVIEW AND APPROVAL**

This Code, including any substantial revisions following its initial publication, shall be sanctioned by the Vice President, Legal and approved by Trans Mountain Corporation's Board of Directors. Administrative modifications to this Code may be approved by the Vice President, Legal.