

# NORTHWESTEL CODE OF BUSINESS ETHICS

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# NORTHWESTEL EXECUTIVE COMMITMENT TO THE CODE OF BUSINESS ETHICS

Today's market environment is increasingly more dynamic and competitive. For Northwestel to be the preferred supplier of high-value communications solutions to northern customers, our reputation for honest and reliable business conduct is critical. An excellent reputation takes years to build, but can be lost in moments. For this reason we must strive at every opportunity to conduct ourselves and our business in an exemplary manner. Each person on the Northwestel Team makes a personal commitment to follow our Code of Business Ethics and the underlying policies on key integrity issues. All Northwestel employees must comply not only with the letter of these policies but also their spirit.

We, the Northwestel Executive Team, have the responsibility of nurturing a culture in which compliance with the Code is at the very core of our business activities. It is, and must be, the standard way we work. Along with commitment to performance and drive for change, we must always display total, unyielding integrity.

"Paul Flaherty"

"Jason Bilsky"

Paul Flaherty  
President & CEO

Jason Bilsky  
CFO & VP Corporate Services

"Mark Walker"

"Mark Walker"

Mark Walker  
VP Business Development

Mark Walker  
VP Business Development

VP Business Development



## OUR PRINCIPLES OF BUSINESS ETHICS

As employees, officers and directors of Northwestel Inc. (referred to as "Northwestel"), we undertake to:

- comply with applicable laws, regulations and Company policies and procedures
- carry out our work duties and conduct our business relationships with integrity, honesty and fairness
- avoid all conflicts of interest
- foster a work environment based on trust and respect for all stakeholders of the Northwestel community
- foster a work environment which encourages open communication
- maintain a safe and secure workplace and protect the environment
- sustain a culture in which ethical conduct is recognized, valued and exemplified by us all

## INTRODUCTION

### *Who it applies to*

The Northwestel Code of Business Ethics (referred to as the "Code") provides various rules and guidelines for ethical behaviour based on Northwestel's values, as well as applicable laws and regulations. The Code applies to all employees, officers and to directors, (collectively referred to as "employees") of Northwestel Inc., Northwestel Cable Inc., and all subsidiaries, other controlled entities and joint ventures (all collectively referred to as "Northwestel" or the "Company").

The Code lays out the minimum standards of conduct that Northwestel employees must abide by. Accordingly, you should read the Code in conjunction with Northwestel's specific policies. It is your responsibility to become familiar with these policies.

The Code reinforces the Company's commitment to customer service, its support for a working environment in which people are respected and its sensitivity to the needs of the community that it serves.

### *Personal Integrity*

Helping the Company meet this commitment is an essential part of our job. It's also a matter of personal integrity. Among other things, personal integrity means giving a fair day's work for a fair day's pay in order to meet the Company's business needs and ensure customer satisfaction. It also means being accountable for our behaviour and supporting the shared goal of all of us to uphold the values, principles and standards upon which our Company's reputation rests.

### *Our Responsibility*

Many aspects of our business are governed by particular laws, and compliance with such laws is basic to ethical conduct. **Ethical behaviour, however, goes beyond compliance with the law. It involves thinking through the possible impact of our decisions on all interested parties** - customers, employees, pensioners, the communities in which we live and work, suppliers, alliance partners, investors, governments and shareholders - even when not required to do so from a legal or regulatory point of view.

Although the Code lays out the fundamental principles of ethical and legal conduct, it cannot anticipate every ethical dilemma or situation we may encounter as we perform our jobs. This would be impossible given that the communications industry is evolving so rapidly and so unpredictably.

**Consequently, we may often find ourselves caught in a situation or facing an ethical problem not explicitly covered in the Code. In this case, we must rely on our internal sense of what is right - our moral compass - to guide us in making the right decision.** When faced with a difficult or unclear situation, it may help to ask the following questions such as:

- how would I feel if, rather than initiating this action, I was on the receiving end? (The "Golden Rule")

- how would my customer react if he/she knew I was breaking the rules or distorting the facts to make a sale?
- if I do this, how will I feel afterwards? Would I want my co-workers, friends or family to find out?
- if my actions became public, how would they be reported in the media?

Ultimately, we are all responsible for our individual actions, whether we act according to strictly defined rules or according to what we think is appropriate in a given situation. Assuming personal responsibility for our actions means we can't blame someone else for our behaviour. **Conversely, no one - not even our manager - can force us to commit an illegal or unethical act that may damage the Company's reputation, or our own.**

Northwestel has a solid reputation for honest and ethical behaviour. We must preserve this reputation and integrity at all times. **For this reason, any breach of the Code or evidence of illegal behaviour will be taken very seriously.** Depending on the severity of the case, employees who have been found to breach the Code or commit an illegal act may face immediate discipline, up to and including dismissal.

**All inquiries will be handled in the strictest confidence, and no employee will be penalized for inquiring about apparently unethical behaviour or for obtaining guidance on how to handle suspected illegal acts or rules violations. Furthermore, the company will not allow retaliation for reports made in good faith.**

## COMPLIANCE WITH THE CODE

We are all individually responsible for knowing, understanding and complying with the Code. Individual responsibility doesn't mean, however, that we are expected to face troublesome ethical or legal questions on our own. Our colleagues and managers are there to help us, and the Company has a number of available resources to guide us through difficult

situations. All of us must uphold the Company's high standards of ethical and professional conduct. Instilling trust, honesty and integrity into our work environment is a collective and continuing responsibility. After all, our success has always depended on the committed, combined efforts of us all. Protecting and enhancing the Company's reputation requires no less of a shared commitment.

### ***Employees' Responsibilities***

We are all required to comply with the Code and follow all Company policies and procedures. Breaching the Code and violating Company policy or procedure is serious and will result in disciplinary action, up to and including dismissal. It may also result in civil or criminal prosecution

In addition, we must:

- perform our jobs and conduct our business affairs ethically, legally and with the utmost integrity
- seek advice or help when faced with a difficult ethical situation. Employees may seek clarification from their manager or Northwestel's Legal Counsel
- report any violation to the Ethics Hotline at (867) 668-TALK(8255) or via email at [ethics@nwtel.ca](mailto:ethics@nwtel.ca)

### ***Managers' Responsibilities***

In addition to their responsibilities as employees, officers and managers have a special duty to uphold the Company's reputation for integrity, honesty and ethical conduct. This means:

- setting an example by complying with the Code at all times, even when doing so may seem difficult, time-consuming or inexpedient
- ensuring that all employees have access to the online Code, have read and understand the Code and are aware of their duty to comply with its provisions
- ensuring that all employees review this Code annually as part of the annual Objective: Performance review process

- creating and maintaining a work environment that encourages ethical behaviour
- fostering an environment of open communication in which problems may be raised and discussed without fear of reprisal
- contacting Legal Counsel for Code interpretation in response to employee inquiries, as necessary
- immediately reporting, to Ethics Hotline (867) 668-TALK (8255) or ethics@nwtel.ca, of any apparent violation of the Code
- taking prompt and decisive disciplinary action when it has been proven that the Code has been violated

### ***Penalties for Violation***

All of us are expected to follow the Company's policies. Failure to uphold both the letter and the spirit of these policies may lead to disciplinary action, up to and including dismissal.

Disciplinary action may be taken should an employee, for example:

- violate a Company policy or disregard proper procedures
- ask others to violate Company policy
- deliberately fail to report a violation, fail to report a violation promptly or withhold relevant information concerning a violation
- fail to cooperate in the investigation of a known or suspected violation
- take action against an employee who reports a policy violation.

Obviously a severe breach of the Code of Ethics, or underlying policies, will have severe consequences while a less significant breach may lead to a less severe form of discipline. An example of a severe breach would be stealing a Company vehicle. An example of a less significant breach would be failing to wear company provided visible ID.

### ***Annual Review***

We are all required to review the Code upon hiring, and thereafter once a year and certify that we have

done so by signing Northwestel's Objective: Performance ("OP") evaluation form.

## **CONFLICTS OF INTEREST**

As employees, we owe our first business allegiance to the Company. This means placing the Company's interests - including those of customers and shareholders - before our personal interests.

A conflict arises whenever we allow, or appear to be allowing, personal interests or relationships to impair our judgment and ability to make decisions with integrity and honesty. By thinking of ourselves first, we may act in a way that is damaging, or potentially damaging, to the Company. We may also harm our personal reputation.

Even if we do nothing wrong, our actions may sometimes appear to put us in a conflict of interest. This may be just as damaging as a real conflict.

Every employee holds a position of trust. With trust comes responsibility. It's up to each of us to avoid situations that may lead to an actual or potential conflict of interest. We must not use our position to influence or bypass Company procedures for personal gain, or for the benefit of our family, friends, colleagues or anyone else.

Sometimes, it's not easy to tell if a situation may lead to a conflict of interest. If you find yourself in this position, ask yourself the following questions:

- am I following proper Company procedures?
- do I stand to gain personally from my actions?
- will my actions result in a financial or other advantage for myself, a relative or friend?
- am I uncomfortable discussing this with my manager or fellow employees?
- would I act differently if a friend or relative weren't involved?

If you ever have any doubts about a possible conflict, raise the matter with your supervisor, or with a



member of the Ethics Committee. Conflicts of interest are a serious matter - obtain the guidance you need.

Directors and officers should also consult the conflict of interest guidelines which are applicable to them. A copy of such guidelines can be obtained by contacting the Corporate Secretary's Office.

### **Loans**

We should not accept, whether directly or indirectly, any loan or guarantee of obligations from the Company that are for our personal benefit, except where expressly permitted by Northwestel Policy. For example, a Northwestel computer loan or a Northwestel second mortgage would be permitted exceptions.

### **Gifts**

We cannot accept gifts, gratuities, or entertainment from suppliers or customers, except within limited situations. Problems arise because gifts, gratuities and entertainment may compromise - or appear to compromise - your ability to make fair, objective, business decisions.

Offering or receiving any gift, gratuity, or entertainment might be perceived to unfairly influence a business interaction and involves you in a conflict of interest situation.

For this reason we must not accept gifts and gratuities from suppliers or customers, except for unsolicited hospitality, gifts or mementos of nominal value that are customary and business related. It is always a good idea to review the circumstances with your manager or a member of the Ethics Committee to see if he or she agrees that the situation falls within this exception.

All other gifts must be politely returned with a note explaining the Company's policy. In the alternative, such gifts may be accepted by Northwestel, rather than by you or other Northwestel personnel, provided a letter is sent to the donor thanking them for the gift, explaining that the gift cannot be personally accepted

and that it has been forwarded for use in a Company function.

Accepting gifts having a monetary value is always prohibited - for example, gift certificates, cash, services, discounts or loans.

The Code does not change during traditional gift giving seasons and applies equally to all of us. We recognize that building relationships with customers and suppliers is an integral part of doing business. Therefore, offering and accepting reasonable hospitality may be appropriate in certain cases. When in doubt consult your manager.

### **Entertainment**

Unsolicited business entertainment should be appropriate for the function or services you perform for the Company and clearly intended to facilitate business goals. If for example, tickets to a sporting or cultural event are offered, then the person offering the tickets must plan to attend the event as well.

As a general guideline, business entertainment in the form of meals is acceptable, as long as it is modest, infrequent, and as far as possible on a reciprocal basis. If you know that the Company would not equally reciprocate then decline the offer.

### **General Guidelines**

We should not:

- Solicit or encourage gifts, hospitality, entertainment or any other thing for personal use; however solicitation of modest gifts or prizes for Company sponsored events which provide clear benefits to the sponsor and/or charitable organization is permitted, within reason.
- Accept any gifts, entertainment or any other thing from customers that would appear to influence your judgment or create an appearance of a conflict of interest.

We are allowed to:

- Sponsor events/activities for customers or potential customers where the purpose is to strengthen business relationships.
- You are expected to adhere to Northwestel's Corporate Contributions Policy regarding donations by Northwestel.
- Accept unsolicited, nominal value hospitality, gifts or mementos that are customary or business related.

There can be no "hard and fast" rules as to what is appropriate in every situation; some factors which you and your manager should consider in assessing the proper course of action include:

- would the gift or entertainment be considered appropriate or customary, taking into account the nature of the function or services you perform for the Company?
- would it be perceived as insulting or damaging to the business relationship to return the gift or decline the hospitality?
- can the gift or hospitality be applied to benefit all team members rather than certain individuals?
- would the Company, under similar circumstances, offer a similar gift or hospitality?
- would you feel uncomfortable or embarrassed if the situation were to be reported in the media?

### ***Family and Personal Relationships***

Each of us has a variety of personal relationships involving family and friends - relationships that we keep separate from our work. Sometimes, our work and personal lives intersect, and we may find ourselves considering a business relationship with a relative, partner or close friend.

We must disclose this relationship if it compromises, or threatens to compromise, our ability to act in the Company's best interest. Speak to your manager or contact the Ethics Hotline for guidance. We should also be aware that bridging our personal and business lives may cause our competitors or

customers - as well as colleagues within the Company - to believe we are in a conflict of interest.

To avoid a conflict, or prevent a situation from developing into a conflict, we may not hire individuals who are relatives or friends where there is a direct or indirect reporting relationship. The following situations must be reported to the Ethics Committee through Northwestel's Legal Counsel:

- if we are involved in a process where we are considering hiring a relative or friend
- we are considering doing Northwestel business with a friend or relative
- an immediate family member works for a competitor
- a relative or person with whom we have a close relationship is an executive or major shareholder in a competing company.

With the growth of new companies in the communications industry, we may also find ourselves in a close relationship (spouse, partner, sibling, friend) with someone who works for a competitor.

If we and the other person held jobs which exposed us to a significant risk of a conflict of interest, one of us would be required to leave our position and transfer to another position within the Company. If transferring were not possible, we would have to explore alternative solutions with Human Resources. Should no alternative be found, one of us might be required to leave our Company. Whatever the solution, the situation would have to be resolved so as to eliminate the potential for a conflict of interest. If you find yourself in a close relationship with someone who works for a competitor, consider the following:

- What is the relationship between the Company and the competitor?
- What are your responsibilities as an employee and those of the person you are close to at the Company's competitor?
- Do you have access to confidential information?
- Does the person you are close to have access to confidential information?



If, after asking yourself these questions, you are concerned that you may be in a conflict of interest, speak to your manager or to a member of the Ethics Committee.

### ***Outside Employment, Corporate Opportunities and Other Activities***

We all have a right to do what we want during our non-working hours. This could include holding another job in which we use the skills and experience acquired through our work at the Company. However, we must ensure that our outside employment or other activities do not conflict, or appear to conflict, with the Company's business or with our ability to fulfill our duties as employees.

Therefore:

- you may not work for an organization that competes with the Company
- you may not start up a business that plans to offer products and services that compete for business with those offered by the Company
- you may not sell or promote a third party's line of products and services if these products and services compete for business with those offered by the Company
- you may not use the Company equipment, time, materials and facilities in paid or unpaid work for other organizations, unless specifically authorized by management (for example, to support a charitable community project) or as permitted by policy, e.g. Arctic Winter Games Volunteer Policy. For further guidance on the use of office equipment, refer to the Northwestel OCS Furniture and Office Equipment Policy.
- you may not accept outside employment or engage in any activity if that employment or activity will prevent you from performing your job at the Company fully and competently.

### ***Political Contributions***

Northwestel encourages its employees to participate in the political process and support the political party of their choice. However, it is Northwestel's firm policy not to support any political party. Further, the Canada Elections Act severely limits the ability of corporations

to make contributions to Federal political parties. As a result, Northwestel will decline any requests for municipal, provincial, territorial or Federal political party contributions. A political contribution includes any cash donation, as well as, the fair market value for any in-kind service. For example, contributing prizes to a politician's fundraising golf tournament can constitute a political contribution. The law also forbids companies from reimbursing employees for any expenses they may incur in attending political functions or joining a political organization or affiliated club. It is important that all employees who may receive requests from politicians for cash contributions, or donations of "services-in-kind", decline these requests.

### ***Improper Influence on the Conduct of Audits***

Employees are prohibited from coercing, manipulating, misleading or fraudulently influencing the Company's outside auditors when the employee knows or should know that his/her action, if successful, could result in rendering the Company's financial statements materially misleading.

### ***Insider Trading***

**The vast majority of Northwestel employees would not normally have access to undisclosed material information about BCE, Northwestel's parent company.** However, securities legislation imposes restrictions with respect to the purchase and sale of shares and other securities and "tipping" when a person has knowledge of information not yet known to the public and which generally could affect the market price of the securities of a given company.

You may not buy or sell securities of BCE, its subsidiaries and associated companies or any other company that is a public company, with knowledge of undisclosed material information obtained in the course of your employment, or "tip" others concerning such information. In particular, we should be careful to avoid inadvertently disclosing confidential information to spouses, family members and others who live in your households, or to customers, friends and others as this could be considered "tipping".

Undisclosed material information refers to information that, if disclosed, could significantly affect the market price of a company's securities or is likely to be considered important by investors in determining whether to buy, sell or otherwise trade in such securities. For instance, the information could be used by investors to buy, sell or otherwise trade in BCE shares, as well as the securities of third parties with which the Company has dealings.

Examples of material information would include:

- annual and quarterly financial results
- Company restructuring plans
- negotiations with unions
- major management changes
- research and development of new technology
- confidential information provided by third parties.

It is illegal for employees or members of their immediate family to buy, sell or otherwise trade in securities on the basis of this undisclosed information or to pass this information on to others who may buy, sell or otherwise trade in securities.

In addition, as an employee of the Company, you may not engage in the following with respect to BCE securities or any of its affiliates' securities: (a) short sales; (b) sale of a call option and (c) purchase of a put option. For more information on these types of transactions contact the Northwestel Finance Department.

## CONFIDENTIALITY

We should maintain the confidentiality of information entrusted to us by the Company or its customers, except when disclosure is authorized or legally mandated. We should consider all non-public information to be confidential. Even seemingly mundane information might be of use to competitors, or harmful to the Company or its customers, if disclosed.

We must not disclose confidential information acquired through our jobs to anyone outside the

Company, whether it concerns our customers, other employees or the Company as a whole. In addition, we must not share such information with fellow employees, unless they have a legitimate need to know.

### ***Privacy and Information***

The Company has long been committed to maintaining the accuracy, confidentiality, security and privacy of customer and employee information. This is reflected in existing privacy and confidentiality provisions found in the Northwestel Code of Fair Information Practices, the Northwestel Customer Privacy Policy, and Protection of Proprietary Information (General Circular 101.22).

In doing business, we acquire information about our residential and/or business customers. We collect this information only for lawful purposes related to the provisioning of services and products by the Company, and may use the information only for the purposes for which it was collected and that the customer has consented to.

Federal law requires us to provide customers with access to all personal information about them that we may hold. This includes records such as customer care logs and notes. Accordingly, when inputting records or notes about customers, we should avoid non-factual entries or inappropriate language or comments. In creating such records, employees should keep in mind that the records may later be read by the customer in question.

**All information kept by the Company about its residential and business customers is confidential and cannot be divulged or used, directly or indirectly, except with the customer's consent.**

**The Customer Privacy Policy is available on Insight / Departments / Legal / Privacy**

Unless a customer provides explicit consent, or the Company is required to do so by law, the Company may not disclose a customer's confidential personal and business information to anyone other than:



- the customer
- a person whom the Company reasonably believes is acting on behalf of the customer (for example, the executor of a customer's estate)
- another telephone company, for the purpose of providing the customer with efficient and cost-effective telephone service, where the information is required only for that purpose and will be kept confidential (for example, the exchange of call detail information for the settlement of inter-provincial toll calls)
- a company, for the purpose of supplying the customer with telephone or telephone-directory related services, where the information is required only for that purpose and will be kept confidential
- a public authority, if there is imminent danger to life or property which could be avoided or minimized by disclosure of the information, or as required by law
- pursuant to legal order or court subpoena.

It is important to note that the Company may be liable for damages for improper disclosure of confidential information.

**The unlawful interception of a private communication is a criminal offence.**

**The Protection of Proprietary Information (General Circular 101.22) may be found on Insight / Departments / Network / Safety and Security / General Circulars**

Maintaining customer privacy is also crucial when dealing with contracts, proposals and quotations. We must be vigilant in ensuring that:

- we do not share customer information - such as business plans, names of telecom representatives or information of a sensitive nature - with other employees servicing a similar market segment (for example, the banking industry). By doing so, we may inadvertently divulge information about a customer to that customer's competitor

- unless a customer provides explicit consent, we do not share information about the customer with other affiliates or partners, agents or subsidiaries of our group, except with those affiliate or partners or agents or subsidiaries of a group, who are directly involved in the specific contract, proposals or quotations.

**Proprietary Information**

Many Company documents and information (including confidential information) are proprietary - that is, they contain highly sensitive information critical to the conduct of the Company's business. Information entrusted to the Company by a third party may also be identified as proprietary, confidential or secret and must be handled according to instructions provided by the information owner. Information of this kind must be protected against unauthorized disclosure or misuse.

Examples of proprietary information include:

- major reorganization plans
- potential or actual mergers, acquisitions or divestments
- rate applications
- information about new technology
- marketing strategies, bids and proposals
- legal proceedings
- customer records
- sensitive human resources information
- internal audit reports and significant corporate security matters
- training material
- computer software programs (even routine programs).

Depending on the type of information at stake, unauthorized disclosure or misuse of proprietary information can have serious consequences for the Company: for example, the Company could be placed at a competitive disadvantage; its financial stability could be affected; it might be exposed to legal liability; or its corporate image could be compromised.

We are all responsible for protecting proprietary information, whether originated by the Company, or



entrusted to the Company by a third party, by, among others:

- classifying and marking documents with the appropriate proprietary notice
- making sure all proprietary information, whether stored on paper, on computer or in other electronic form, is kept secure
- avoiding unauthorized disclosure of proprietary information; for example, checking that computer terminals and telephones used to send and receive information are secure
- avoiding the discussion of such information in public places, (including taxis, trains and airplanes) with family members or friends who might pass the information on to others deliberately or unintentionally, or with business colleagues when our conversations might be overheard. Remember that cellular telephones (when in analogue mode) do not provide a secure method of communication
- returning all proprietary information and documents provided by the Company, including all third party information entrusted to the Company, upon termination of employment or contract, or reassignment.

Any attempt to obtain proprietary information by unauthorized means or to misuse such information should be reported to a manager immediately.

**Further information is available in Northwestel's General Circular Protection of Proprietary Information 101.22 available at *Insight / Network Operations / Safety and Security / General Circulars*.**

**How do I tell if a document (paper or electronic) is proprietary if it is not marked as such?**

**You should begin by asking the person who issued the document if known, as the originator is the person who must determine the classification. If you can't find the source of the information and the nature of the document does not make the classification obvious (such as information that**

**has been made public), the document should be treated as Restricted until the proper classification is determined.**

### ***Use of Confidential Information***

Many of us have access to confidential information which is not available to the general public, or which has not yet been made public. Using this information for purposes other than furthering the Company's best interests is not only unethical, it may be illegal if it involves the disclosure of material non-public information.

Using any confidential or privileged non-public information about the Company for personal purposes, or failing to safeguard such information, is strictly prohibited.

## **DEALING WITH CUSTOMERS AND COMPETITORS**

To achieve a sustained and enduring competitive advantage, we must ensure that our reputation for quality, service and integrity remains unimpeachable. The best way to maintain our reputation - and strengthen our competitive advantage - is to compete fairly and vigorously while complying fully with our legal and ethical obligations. Fair competition means that we respect our customers, competitors, agents and all alliance partners.

### ***Relations with Customers***

Our Company service often involves a visit to a customer's home or place of business. Over the years, we have acquired an enviable reputation for honesty, courtesy, integrity and respect for property in dealings with customers. With increasing competition in the Company's marketplace, this reputation has become more valuable than ever.

### ***Selling our Products and Services***

Our customers trust us to provide quality products and services, and be truthful when discussing our advantages and benefits. To maintain that trust:

- we offer customers only those services which we are legally allowed to provide, either alone or through contract with an alliance partner or agent, at approved rates and charges, where applicable
  - we sell only those products and services our customers want and need
  - we promote our products and services accurately
  - we give customers accurate information about their competitive choices
  - we guide customers into asking the right questions about their competitive options
  - we don't offer to waive charges, cut special deals or grant discounts that are not authorized; we don't do anything that suggests we are "buying business".
- Depending on the products and services involved, this kind of behaviour could violate CRTC regulations and/or provisions of the competition law; as a result, the Company and possibly the employee might be subject to legal action.

### ***Treating Competitors with Respect***

We welcome and encourage competition and we are committed to treating competitors with due respect. By doing so, we honour the competitive spirit that motivates us to perform at our best.

We have a responsibility to portray our competitors fairly, accurately and without bias. Acting otherwise will result in charges of anticompetitive behaviour, and possibly in lawsuits.

Behaving competitively means that:

- we do not portray a competitor to the public or to a customer in an inaccurate, misleading, disparaging or unfair manner
- we do not state as a fact our understanding of a competitor's price information as that information may be out of date and incomplete
- we are careful about commenting publicly, or to a customer, on such topics as a competitor's financial situation, business practices, management or network reliability,

or foreign ownership. It is often hard to pin down the correct facts about these matters, and we can be accused of misrepresentation. The best source of information about a competitor comes from the competitor itself. If facts about a competitor are public knowledge, direct the customer to the source of this information (i.e., newspaper report, magazine article, TV or radio news item)

- we do not behave spitefully or disrespectfully toward a customer who has decided to purchase a competitor's products or services; we continue to rigorously promote and provide high-quality service for any other product we may supply to this customer.

### ***Obtaining Information about our Competitors***

We have every right to gather information about the marketplace in which we operate. This includes information about our competitors, their products and services, technology, prices, advertising, and so on. However, we must only obtain this information through legal and ethical channels. Acting otherwise is against the law and may result in prosecution.

**We do not engage in industrial espionage.**

**We do not buy proprietary competitive intelligence (such as marketing plans, sales strategies, etc.).**

**We must never induce another employee to obtain confidential information, nor must we request or induce the employee of a competitor to provide such information.**

**Our department recently hired someone who held an executive position with one of our competitors. This person was deeply involved in planning the competitor's expansion strategy, and he has information which would be very valuable to us. Can we ask him to disclose this information?**

**Absolutely not. The new employee has an obligation to protect his former company's confidential or proprietary information, just as you would be obliged to protect Northwestel's**



**confidential or proprietary information if you were to leave the Company. You must respect the employee's personal integrity as well as his obligation to his former employer.**

### ***When a Competitor Is a Customer***

In our competitive environment, competitors are also our customers. When serving customers who are also competitors, we must keep the following points in mind:

- we must never use information obtained as a result of providing service to the competitor in any manner which would give us an undue competitive advantage
- employees who provide access services to competitors have a responsibility to ensure that this information is not made available to those within the Company or its affiliates who develop competitive service strategies
- we must not disclose a customer's choice of competitive carrier to anyone who does not clearly require the information to provide service to the customer.
- For further information regarding Northwestel's relationship with customers who are competitors, please refer to the Employee Confidentiality Signoff - Rule 75 and Competitive Readiness (NW504) and Signoff for Employees dealing with wholesale customers (NW503).

### ***Reciprocity***

Like many large corporations, we purchase goods and services from thousands of suppliers, many of whom are also our customers. One of the most delicate questions in purchaser-supplier relationships is reciprocity - the promotion of sales through the use of purchasing power.

Reciprocity is an arrangement that both a purchaser and a supplier might be tempted to seek. For example, we, as a purchaser, might consider giving our business to a supplier who happens to be our customer, in preference to another supplier who is a competitor's customer. Similarly, a supplier may

demand that it get our business because it is one of our major customers.

While we quite naturally want to do business with our customers, and will take advantage of every opportunity to do so, we must keep in mind that this should not be done at the expense of price, quality and service. These criteria, rather than the simple fact a supplier is or is not our customer, should guide our purchasing decisions.

Reciprocity, whether it originates with the buyer or the seller, should be handled with utmost care for a number of financial, ethical and legal reasons. Under certain circumstances, we may, for strategic marketing reasons, develop and contract for services exclusively with a given supplier.

**Our department is organizing a meeting at a hotel. Due to the large size of our group, and the fact we don't want to travel far, we've chosen a nearby hotel serviced by a competitor's long distance network. Is this okay, or should we find a hotel that uses Northwestel long distance?**

**It is not our policy to prohibit employees on Company business from dealing with organizations that do not use Northwestel's services. While we actively encourage everyone to do business with our customers, we must ensure that this is not done at the expense of price, quality or service.**

**Although the hotel you've chosen is not a Northwestel customer, you were right to choose it if, in your judgment, it best meets the price-quality-service criteria you are looking for: the hotel is located close to your office, it can easily accommodate all the members of your department and, as a result, will enable your group to save both time and traveling expenses.**

## SAFEGUARDING COMPANY ASSETS

We all have a responsibility to safeguard Company assets. This is crucial to maintaining the trust and confidence of shareholders, as well as others who have a stake in the Company. The improper use and/or reporting of assets could seriously undermine the Company's integrity, adversely affect our business strategies and decisions and weaken investor confidence. It could also constitute a criminal offense.

Each of us is accountable for the protection of the Company's assets in our care, both physical (material, buildings, people, property, information, revenues) and logical (communications networks, information systems, intellectual property). Access to and use of these assets must be authorized, adequately controlled and based on business needs. Use for personal purposes of the Company's assets is strictly prohibited, subject to Northwestel's "On Company Service" (OCS) policies. Each of us must also take appropriate measures to prevent losses due to willful action by others, both outside and within the Company, which may result in personal injury, property damage, theft, loss, abuse or unauthorized access to physical or logical assets, and intellectual property (including data).

It is our duty to promptly report to Corporate Security all acts that may constitute real or suspected breaches of security.

**Further information may be found on the Northwestel "Insight" intranet site, including the following OCS policies that govern the use of assets:**

- **Wireless Equipment**
- **Furniture and Office Equipment**
- **General Operation of Motor Vehicles**
- **Software, E-Mail, Internet, and Intranet Usage**
- **Telephone and PSTN Equipment**
- **In addition General Circular 104.10 Security contains information about the protection of company assets.**

### **Funds**

We must properly use and protect Company cash, cheques, postage, etc., and ensure that all expense vouchers, benefit claims and invoices are accurate and properly authorized.

We must provide receipts and/or explanations for all expenses incurred on behalf of the Company.

We must charge all transactions to the appropriate accounts. We may only use corporate credit cards, charge cards, gasoline cards and calling cards for business purposes.

We must, whenever possible, use the services of suppliers with whom the Company has negotiated agreements (for example, travel agents, car-rental agencies, taxi companies, hotels, etc.).

### **Books and Records**

The Company's books and records contain vital information about all aspects of our operations. They form the basis upon which key decisions about the Company are made - whether internally, by Company executives and other management staff, or externally, by financial analysts, shareholders, investors, regulators, and so on.

Because they are so crucial to the proper operation of our business, we must ensure that all documents, reports and records falling under our responsibility are accurate and complete. We must also ensure that all transactions are properly authorized.

In preparing and maintaining our books and records, we will:

- adhere to all accepted accounting standards and practices, rules, regulations and controls applicable to us
- ensure that all entries are recorded accurately and on time, in the proper accounts, and are properly documented
- keep books and records which reflect fairly, accurately and in reasonable detail the Company's transactions, acquisition and

disposal of assets and other relevant activities

- sign only those documents we believe to be accurate and truthful
- restrict access to sensitive or confidential information (such as financial records and customer information) to ensure the information is not accidentally or intentionally disclosed, modified, misused or destroyed
- ensure, through an internal control process, that the Company meets its book- and record-keeping obligations.

### ***Contract and Agreement Standards***

Contracts and agreements represent some of the greatest exposures faced by the Company. They also represent a great opportunity for the Company to minimize retained risks. If you are in a position to develop or sign contracts, as per Northwestel's Schedule of Authorities, you must take necessary steps to protect the interests of the Company by ensuring that the contract is reviewed by appropriate departments in accordance with Northwestel's Contract Policy on "*Insight*".

### ***IS/IT and Network Security***

Computers and computer networks have become an essential feature of our workplace. Indeed, they form the very backbone of our telecommunications network and operations infrastructure. For this reason, every effort must be made to protect the Company's computer systems and associated software from the various threats to their security, such as accidental or deliberate destruction of data and equipment, interruption of service, disclosure of sensitive information, theft and corruption.

We must all comply with the following computer security policies outlined in the OCS Software, E-Mail, Internet and Intranet Usage Policy.

In particular employees should ensure:

- access to Northwestel's computer systems are granted only to authorized users
- all access codes and passwords must be kept confidential

- each of us is responsible for reporting any breach of computer security, policies and standards to Corporate Security.

**For further information, see the following policies located on "*Insight*":**

- **General Circular 104.10 Corporate Security**
- **General Circular 101.22 Protection of Proprietary Information**
- **OCS Software, E-mail, Internet and Intranet**
- **Usage Policy**

### ***Personal Use of Company-Provided Internet Access***

Access to the Internet is primarily provided for business purposes. However, accommodating employees' development and awareness needs through personal use of Company-provided Internet access is also encouraged. Personal use must be reasonable, i.e. it must not impede or reduce an employee's ability to perform his/her duties, diminish productivity or effectiveness at work or negatively impact the Company in any way. We are responsible for any of our actions taken while using the Internet or e-mail and will be held accountable.

**For further information, see the following Northwestel policies:**

- **OCS Software, E-Mail, Internet and Intranet Usage Policy**

### ***Property***

We must protect the physical and intellectual property of the Company and third parties from loss, damage, theft, vandalism, sabotage or unauthorized use, copying, disclosure or disposal. We must also ensure proper, business use only of Company and third party property; use of such property for personal purposes is strictly prohibited. This applies to property located in the office, at home or on customer premises.

- physical property includes offices and office equipment, telephone equipment (both

wireline and cellular/wireless), tools, vehicles, etc.

- intellectual property refers to such things as patents, copyrights, trademarks, domain names, integrated circuit topographies, industrial designs, trade secrets, confidential information, know-how, business methods and processes, computer software, computer operating systems, written materials (including in paper or electronic form), inventions, graphics, etc.

Upon termination of employment or contract, or reassignment, we must return all physical and intellectual property of the Company or entrusted to the Company in our possession.

Instances of loss, theft or damage to Company property must be reported to Northwestel's Corporate Security Group.

### ***Intellectual Property***

All intellectual property such as inventions, works and other intellectual property assets described in the previous section conceived or made during or after working hours in the course of our employment with the Company, or which is within the scope of the Company's business interests, are rightly the property of the Company.

We are prohibited from disclosing the Company's proprietary information and intellectual property such as trade secrets, inventions, marketing plans, etc. outside the Company without ensuring that the proper safeguards and legal documentation are in place. Failure to do so could make the Company lose its right in a trade secret or its right to file a patent for an invention.

We are prohibited from attempting to apply for a patent or other type of protection of intellectual property, such as a trademark, domain name, industrial design or copyright registration, in relation to an invention, work or other intellectual property that we conceived or made during or after working hours in the course of our employment with the Company, or

which is within the scope of the Company's business interests, or to make use of it for personal gain.

We must fully disclose to our manager all intellectual property that we conceived or made during or after working hours in the course of our employment, or which is within the scope of the Company's business interests, and such works are hereby automatically assigned to the Company, without limitation as to territory, duration or otherwise, all rights, including intellectual property rights, in and to all such intellectual property, without charge, in order to enable the Company to, among others, apply for patents in the Company's name in any country.

You may apply to be released from the obligation to assign specific intellectual property rights to the Company. Each case will be examined on its own merit and the Company will be reasonable in this regard.

### **What should I do if I discover that a Company trademark has been infringed or misused?**

**Trademarks, along with the Company logo and Company trade names, are among our most valuable assets, and every employee has a responsibility to preserve, protect and enhance these assets. You should immediately report any infringement or misuse of a Company trademark or trade name to Northwestel's Legal Counsel.**

### ***Visible ID***

Every employee, consultant and contractor must wear a valid, designated ID card at all times while on Company premises. Visitors must wear a valid, designated visitor's card while on Company premises and employees should challenge anyone on Company premises not wearing one.

### **Security Clearances**

Every employee at the time they are hired acknowledges that a security clearance may be necessary (Form NW543). Certain employees may be required to maintain a security clearance as a condition of employment.

## COMPLAINT PROCEDURE FOR ACCOUNTING AND AUDITING MATTERS

Northwestel has established these procedures with respect to complaints on accounting and auditing matters to show its commitment to provide a work environment based on trust and respect and to enable all employees to report problems, concerns or complaints with respect to corporate fraud, accounting, internal accounting controls or auditing matters without fear of being retaliated against.

The following activities (each a "Reportable Activity") shall be reported promptly to the Northwestel's Legal Counsel (see below):

- Any concerns or complaints with respect to a department's accounting, internal accounting controls, or auditing matters.
- Evidence of an activity by an employee of any department of the company that may constitute:
  - corporate fraud;
  - violation of federal or provincial laws; or
  - misappropriation of any Northwestel property.

A Reportable Activity could generally be reported to the employee's immediate manager who will, in turn, report to Northwestel's Legal Counsel. However, if such reporting is either inappropriate, does not provide the necessary level of confidentiality or as the employee otherwise prefers, the Reportable Activity should be reported to Northwestel's Ethics Hotline. However, any member of the Accounting/Finance group shall not deliberate as a member of the Ethics Committee on any Reportable Activity with regard to an auditing or accounting matter. In addition, complaints involving a Reportable Activity will be reported to BCE's Chief Legal Officer, who will also be advised of the progress and results of any investigation.

Northwestel is fully committed to maintain adequate procedures for the confidential, anonymous reporting by employees of the Corporations of a Reportable Activity.

Any submission made by an employee of the Corporations regarding a Reportable Activity shall be treated on a confidential basis. The employee's identity shall be treated anonymously and confidentially, unless specifically permitted to be disclosed by the employee, or unless required by law. Anonymous and confidential submission shall only be disclosed to those persons who have a need to know in order to properly carry out an investigation of the Reportable Activity, in accordance with the procedures on handling the report of such Reportable Activity.

Any employee who in good faith reports a Reportable Activity will be protected from threats of retaliation, discharge, or other types of discrimination including but not limited to, lower compensation or inferior terms and conditions of employment that are directly related to the disclosure of such Reportable Activities.

**Any employee who retaliates against another employee who reports a Reportable Activity, may face disciplinary actions.**

If Northwestel's Legal Counsel receives a submission from any person regarding a Reportable Activity or a Code of Business Ethics issue, they will report the submission to the Chief Executive Officer (or the Chairman of the Board of Directors if the submission involve the CEO), when such submission legitimately concerns the conduct of an Executive member.

All concerns/complaints and investigations with respect to a Reportable Activity shall be maintained within the Northwestel Legal Department. Northwestel's Legal Counsel shall thoroughly investigate and act on any and all complaints in conjunction with members of the Ethics Committee. The mandate of the Ethics Committee is to investigate and resolve any Code of Business Ethics issues.



**Personal responsibility also means we have a duty to report illegal acts or violations of Company rules, regulations or the Code to management.** Turning a blind eye to wrongdoing - in effect condoning such behaviour - is itself unethical.

## A WORK ENVIRONMENT BASED ON TRUST AND RESPECT

Nothing is more basic to ethical behaviour than trust and respect. A work environment that encourages and values trust and respect also makes good business sense: it enables us to build and cultivate more meaningful, richer relationships with fellow employees, customers and shareholders.

The Company is committed to fostering such a workplace, one which:

- recognizes the intrinsic dignity and worth of all employees
- values the diversity of all employees, customers and shareholders
- enables all employees to work without fear of intimidation, discrimination, harassment or violence
- encourages open and honest communication
- makes reasonable effort to accommodate the particular needs of all employees
- enables all employees to work safely.

### ***Diversity in the Workplace***

Diversity is defined as an unwavering respect for each other's uniqueness. Culture, ethnicity, gender, age, religion, disability, sexual orientation, education and experiences are just some of the facets of diversity. By valuing our differences, we can create an inclusive work environment based on merit and fairness where all employees can contribute to their fullest potential. We will also more closely mirror the communities and customers we serve.

### ***Employment Equity***

Employment Equity is an important aspect of our diversity strategy. While diversity encompasses many different factors that make each of us unique,

legislated employment equity programs focus on four designated groups: women, visible minorities, Aboriginal peoples and persons with disabilities. The Company complies with employment equity requirements aimed at removing barriers to recruiting, retaining and promoting members of these designated groups. Employment Equity is not about hiring unqualified individuals but rather to ensure that the qualified members of the designated groups are given equal employment opportunities.

**For further information, refer to Northwestel's "Employment Equity Policy Statement", available on *Insight / Departments / Human Resources / Policies*.**

### ***Discrimination and Harassment***

We prohibit all types of unlawful discrimination, including harassment, whether directed against an individual or group, including employees, customers and shareholders. This specifically includes discrimination based on race, national or ethnic origin, color, religion, age, sex (including pregnancy or childbirth), sexual orientation, marital status, family status, physical or mental disability or conviction for which a pardon has been granted.

Harassment is defined as any behaviour, often repetitive in nature, which denies individuals the dignity and respect to which they are entitled because the behaviour is offensive, embarrassing and humiliating. It may take different forms, such as:

- threats, intimidation or verbal abuse
- unwelcome remarks or jokes about subjects like your race, religion, disability, gender, sexual orientation or age
- unnecessary physical contact, such as touching, patting, pinching or punching
- displaying sexist, racist or other offensive pictures, posters, e-mails or screen displays
- any other action that may reasonably be perceived as offensive or degrading.

Sexual harassment includes offensive or humiliating behaviour that is related to a person's sex, as well as behaviour of a sexual nature that creates an

intimidating, unwelcome, hostile or offensive work environment, or that could reasonably be thought to put sexual conditions on a person's job or employment opportunities.

A few examples are:

- questions and discussions about a person's sexual life
- commenting on someone's sexual attractiveness or unattractiveness
- displaying posters, calendars and/or screen displays of a sexual nature
- writing notes, letters or e-mails of a sexually suggestive nature.

An employee who believes they are being harassed or discriminated against, should refer to Northwestel's Harassment Policy and follow the procedures outlined therein. This policy is located on *"Insight" under Departments / Human Resources / Policies.*

### **Reasonable Accommodation**

Accommodation is a part of a broader principle, namely, that our society should be structured and designed for inclusiveness. An accommodation is considered reasonable if it does not entail undue hardship, such as: significant impact on business operations, or risk to the health and safety of the employee concerned or other employees.

Some examples of accommodation are:

- physical or technical alterations can be made to an employee's workspace. For example, work station height, non-standard computer monitor, telephone with amplifier or headset, etc.
- modification of work duties or conditions. For example, modification of standard working hours or position duties, to accommodate medical conditions or religious obligations of those employees who have made a declaration of their needs
- providing documentation in alternate formats. For example: Braille or other accessible media.

An Accommodation Policy is being developed and will be available on *"Insight"*.

### **Occupational Health and Safety**

We are committed to maintaining a safe and secure work environment. This holds true whether employees are working on the Company premises or at a customer's residence or place of business.

To this end, we must:

- follow all proper Company procedures when carrying out our jobs
- comply with all Company policies regarding health and safety issues
- comply with all relevant laws and regulations governing workplace health and safety
- wear prescribed safety equipment.

We regard Health and Safety as a corporate priority. We will ensure that effective policies and practices are in place to protect the health, safety and well being of employees, customers and the public.

Where employees are concerned, the Company expects each person to take personal responsibility for their health and safety, while working safely at all times. The Company will:

- provide a healthy and safe work environment to reduce the risk of illness or injury
- meet or exceed all health and safety legal requirements
- provide proper supervision, training and equipment in this area, and
- work with the joint union/management Safety and Health Committees to resolve issues at that level wherever possible, mindful of the safety of its customers and the public, the Company will also:
- ensure business decisions made at all levels of the organization take into account the Company's health and safety commitments
- cooperate with various government and other organizations on health and safety matters, and

- ensure contractors follow all legal and contractual guidelines as outlined in their contracts with the Company.

**For detailed information on Occupational Health and Safety Policy, programs, processes, procedures and the Health and Safety regulations consult Northwestel's Occupational Health and Occupation Policies posted on the "Insight" Intranet site.**

### ***Corporate Security - Emergency Management***

In today's business world, employees could encounter various emergency situations that may impact themselves, and/or the Company.

To this end, the Company is committed to the type of planning that is designed to "protect life and property" through the development and implementation of Emergency Operations Procedures (EOP).

Similarly, employees should be familiar with and act in accordance with EOP both in the conduct of business and during an emergency.

**For further information on Emergency Operations Procedures (EOP), refer to Northwestel's EOP policies posted on Northwestel's "Insight" Intranet site.**

### ***Alcohol, Drugs and Other Substances***

The Company is committed to the health, safety and well being of its employees, its customers and the public. As part of this commitment, the Company makes every reasonable effort to minimize risks associated with its operations and to ensure a safe, healthy and productive workplace. These principles apply to all of us, to all locations where the Company business is being conducted, to all activities on all Company work premises or other work locations during working hours. We are expected to act responsibly during Company-related business, social, and recreational events.

We are required to be fit at all times to perform all assigned duties. While at work, we must not be

impaired by the use of alcohol, medication, or illicit drugs.

The use, sale, unlawful possession, manufacture or distribution of alcohol and illicit drugs or non-prescribed medications for which a prescription is legally required, whether on Company work premises or other work locations or using company transportation equipment (e.g. vehicles or mail services), is strictly prohibited.

We have the responsibility to determine and disclose any potential adverse effects when using prescribed or over-the-counter medications with the assistance of their doctor or pharmacist. Intentional misuse of prescribed or over-the counter medications are strictly prohibited.

Employees in certain positions (e.g. high risk activities such as climbing a tower) or circumstances (e.g. accident or contract requirement) may be required to submit to drug and alcohol testing.

### ***Involvement in a Legal Matter***

If you are involved in a legal matter or police case that may affect, or has the potential to affect your ability to perform your job fully and competently, you should inform either your manager, or contact Northwestel's Ethics Hotline.

### ***Employee Privacy***

The Company protects personal information of its employees and collects personal information about them only for purposes relevant to the Company's business.

Personal information means information about an identifiable individual, but does not include the name, title or business address or telephone number of an employee. Employees, personal information refers to those records like the personnel file and other documents collected and used to provide services or support like pay or benefits information.

All personal and personal health information shall be protected by security safeguards appropriate to the

sensitivity of the information and may only be used for the identified purposes.

Notwithstanding the notion of employee personal information, there shall be no expectation of privacy for communications made through the use of Company equipment (for example, e-mail, internet/intranet activities, voice mail, computer files and diskettes), as well as workspaces (for example, desks, lockers, and vehicles).

The Company reserves the right to monitor or search any and all Company property at any time, where it determines on reasonable grounds that this is required; for example:

- to evaluate and measure service quality
- in the interests of the safety and protection of employees or the Company
- in the event the Company suspects an employee of fraud, theft, undeclared conflict of interest or other situation which may cause prejudice to an employee or the Company or its reputation.

### ***Workplace Violence***

We all have a right to work in an environment free from violence and threats. The Company prohibits all acts of physical, verbal or written aggression or violence committed by one employee against another or against anyone else an employee could come in contact with when carrying out his or her responsibilities.

It's up to each employee to report any act, or threatened act, of violence to a manager or to Corporate Security.

## **PROTECTING THE ENVIRONMENT**

We believe that environmental protection is an integral part of doing business and is committed to minimizing, through a continuous improvement process, the impact that its activities, products or services have on the environment.

In support of its commitment, the Company will:

- exercise due diligence in its approach to meet or exceed the requirements of all applicable legislation
- prevent, control and reduce releases into the environment
- correct in a timely manner, problem situations which could not be prevented

As well, the Company will:

- promote and support cost-effective resource and waste minimization initiatives
- communicate its environmental initiatives and performance to stakeholders on a regular basis
- ensure that its employees adhere to this policy and understand their responsibilities in putting it into practice.

**All environment related incidents and infractions must be reported to the Associate Director, Safety and Security at (867) 920-3609 immediately once discovered. Non-compliance with these principles may lead to disciplinary action up to and including dismissal.**