



Code of Business Conduct

Our Moral Compass

Policy Contact: ethics@nwtel.ca

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A Message from the President and the Executive

As we work together to achieve our goal – to be recognized by customers as the preferred supplier of high-value communications solutions to northern customers - everyone on the team has a responsibility to meet the highest standards of ethical conduct.

Northwestel has built a reputation for honest and reliable business conduct. We value that reputation and understand the importance of earning it every day in interactions with our customers, shareholder, suppliers, the broader public and our team members.

That is why we're all required to renew a personal commitment to reading and understanding the Northwestel Code of Business Conduct each year. The Code clearly explains the values and standards of behaviour expected from every team member in all aspects of our business.

Please take the time to read the Code, and to incorporate the principles into your work at Northwestel every day. Thank you for your support.

[Signatures of President and all Executive]

1. POLICY OVERVIEW

1.1 Summary

The Northwestel Code of Business Conduct (the “**Code**”) explains the fundamental values and standards of behaviour that our shareholder, customers and suppliers expect from us in all aspects of our business. In our daily activities, we have a responsibility to deal with a broad spectrum of issues with integrity. These include: preventing conflicts of interest, protecting company assets, safeguarding privacy and confidentiality, treating clients, business partners, team members and competitors with respect and honesty, fostering a diverse and safe workplace and protecting the environment. Acting responsibly is central to achieving sustainable business success and essential to the pursuit of our corporate goal: to be recognized by customers as the preferred supplier of high-value communications solutions to northern customers.

The Code provides various rules and guidelines for ethical behaviour based on our values, as well as applicable laws and regulations. These values and standards reinforce the commitment of Northwestel to the highest levels of customer service, a working environment in which performance is recognized and people are respected, and sensitivity to the needs of the community that we serve.

1.2 Scope

While the Code, from time to time, refers to “**employees of the Company**” or “**employees of Northwestel**”, the Code applies to all employees and executives of Northwestel and its subsidiaries that are not public companies (collectively referred to as the employees of the “**Company**” or “**Northwestel**”), as well as to all persons serving as members of the Board of Directors of Northwestel and its subsidiaries.

1.3 Objectives

The Code is intended for every employee and executive of the Company as well as members of the Board of Directors. Collectively, we undertake to:

- perform our work duties and conduct our business relationships with integrity and in a dynamic, straightforward, honest and fair manner
- comply with applicable laws, regulations and Company policies and procedures
- avoid conflicts of interest
- foster a work environment based on mutual trust and respect, that encourages open communication
- maintain a safe and secure workplace
- protect the environment
- support a culture in which ethical conduct is recognized, valued and exemplified
- promptly report potential violations of the Code, any non-compliance with applicable laws, regulations or company policies or procedures as well as emergencies (see the Complaint Procedures at Attachment B-1)

1.4 Annual Reviews and Sign Off

To demonstrate our commitment to and support of these shared values and standards, all employees, executives and members of the Board of Directors must certify annually that they have reviewed and follow the Code. Copy of these certifications can be found at Attachments A-1 and A-2.

2. POLICY DETAILS

2.1 OUR PRINCIPLES OF ETHICAL CONDUCT

2.1.1 *Personal Integrity*

Ethical behaviour is an essential part of our job and is a personal responsibility we all share. It means performing our jobs fully and competently and it also means being accountable for our behaviour and for supporting the values, principles and standards upon which our reputations rest.

Many aspects of our business are governed by laws and regulations and compliance with legislative requirements is basic to ethical conduct. We're subject to, and are expected to comply with, the laws, rules and regulations of all provinces and territories in which we operate, as well as the expectations and requirements of our various regulators. These laws include, but are not limited to, telecommunications laws, securities laws and regulations, laws prohibiting the corruption of foreign officials, as well as lobbying, environmental and employment legislation. Ethical behaviour, however, goes beyond mere compliance with the law. It involves thinking through the possible impact of our decisions on all interested parties - customers, employees, unions, business partners, suppliers, investors, governments as well as the communities and environment in which we live and work.

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:

- How would I feel if, rather than initiating this action, I was on the receiving end?
- 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?

It may also help people to understand personal integrity by considering the following examples:

- During work hours, an employee spends several hours a week on her cell phone talking with her children and their associated caregivers, schools and friends.
- An employee surfs the Internet during work hours, shopping for personal items, and doesn't get his work done.
- A sales person marks equipment as "sold" in the company data base, even though his sale is uncertain, thus depriving others of the ability to sell the equipment.
- A manager shares important company information with a competitor for her potential gain.
- A retail store employee misrepresents the quality or functionality of an advertised sale item.
- An employee takes office supplies home to stock his home office.
- A manager approves employee expenses without requiring receipts.
- An accountant tells a supplier that their "cheque is in the mail" when she knows she hasn't written the cheque.
- A call centre representative gives priority service to a customer based on a personal relationship.

Are these people acting ethically and demonstrating personal integrity? If you said NO, you're correct.

Assuming personal responsibility for our actions means we can't blame someone else for our behaviour. No one can force us to commit an illegal or unethical act that may damage the Company's reputation, or our own.

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

2.1.2 *Getting Help with Ethical Issues – the Ethics Help Line – (867) 668-TALK (8255)*

Individual responsibility doesn't mean you're on your own when facing an ethical issue. Don't be reluctant to ask any questions you might have about the Code or to ask questions about behaviour that concerns you. Start by speaking with your manager. If this won't meet your needs you can contact our confidential Ethics Help Line at **(867) 668-TALK (8255)** or email ethics@nwtel.ca.

2.2. RESPONSIBILITIES OF MANAGERS & EXECUTIVES

We're all expected to perform our jobs with integrity and in a straightforward, honest and fair manner. However, the management team has an additional role. This means:

- setting an example by complying with the Code and all company policies at all times
- fostering an environment that encourages open communication and upholds sustainable development, as well as health, safety, labour and ethics principles in every action and in every business decision
- ensuring that all employees have access to the Code; that they know, understand and comply with its provisions; and that they complete the annual review and sign off process
- immediately reporting violations of the Code or breaches of Company policies and taking prompt and decisive disciplinary action when it has been established that the Code has been violated

2.3 A WORK ENVIRONMENT BASED ON TRUST AND MUTUAL RESPECT

2.3.1 *Overview*

Nothing is more basic to ethical behaviour than trust and respect. Upholding these values enables us to build and cultivate more meaningful, richer relationships with fellow employees, customers, suppliers and shareholders.

We're committed to fostering a workplace which encourages open and honest communication, recognizes the intrinsic dignity and worth of all employees and values the diversity of employees, customers, suppliers and shareholders.

2.3.2 *Promoting Mental Wellness in the Workplace*

At Northwestel, we believe that the mental health of our team members is essential to achieving personal and organizational success and we're committed to leading by example in our own workplace by promoting mental wellness and supporting team members with a mental illness.

We expect you to take primary responsibility for your own mental health. Every employee also has a responsibility to contribute to mental wellness in the workplace.

We're committed to:

- supporting employees experiencing mental illness through our workplace practices
- understanding what makes a healthy workplace by reviewing relevant workplace factors, employee feedback, government and legal requirements, and current best practices
- setting objectives that drive continuous improvement of our workplace mental health strategy and regularly evaluating our approach
- implementing or adapting policies and practices that support a healthy workplace within the context of our corporate priorities and the evolution of our industry
- providing resources and training to educate all team members about mental health
- encouraging employees to take part in activities that contribute to their own mental wellness

2.3.3 *Diversity and Employment Equity*

Diversity is defined as an unwavering respect for each other's uniqueness, including, but not limited to: culture, ethnicity, gender, age, religion, disability, sexual orientation, education and experiences. 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.

As noted in Northwestel's [Employment Equity Policy Statement](#), equality in the workforce 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 is required to comply with employment equity legislation through workforce practices free of barriers to recruiting, retaining and promoting members of these designated groups. Employment Equity is not about hiring unqualified individuals but exists to ensure that qualified members of designated groups are given equal employment opportunities.

Employment equity and diversity also makes good business sense. A diverse workforce brings Northwestel closer to its customers. By becoming the supplier of choice to a diverse customer base and the employer of choice to our current and future employees, we improve Northwestel's chances of success.

Self-identification through the [Workforce Equity Questionnaire](#) allows the Company to have an accurate assessment of representation within the four groups and allows for appropriate strategies and action plans to be developed in order to address any gaps. **The information collected in the Workforce Equity Questionnaire is confidential.**

2.3.4 *Discrimination and Harassment*

We provide a workplace free of any type of personal harassment, including sexual harassment, intimidation and violence and are committed to an environment in which all workers can work safely.

We prohibit all types of unlawful discrimination, including harassment, whether directed against an individual or group, including employees, customers, suppliers and shareholders. **We specifically prohibit 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, and conviction for which a pardon has been granted.**

"*Harassment*" is defined as vexatious behaviour that is repetitive and hostile or unwanted that degrades, humiliates, embarrasses, affects or insults an employee's dignity or integrity and that results in a harmful work environment for the employee. It may include:

- threats, intimidation and/or verbal abuse, unwelcome remarks or jokes
- 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

If you believe that you're being harassed, sexually harassed or unlawfully discriminated against, you should tell the person to stop immediately. If you believe you're in imminent danger, call the police and/or emergency services as appropriate (dial **9-1-1 in Whitehorse**) and then call Corporate Security at 1-867-393-7629: If the behaviour or action persists, you should report the matter to your manager or to a more senior manager in the organization. Unionized employees may also contact their union representative; management employees may consult with Human Resources. For more information, review the [Harassment Policy](#) on *Insight*.

2.3.5 *Reasonable Accommodation*

Accommodation is a part of a broader principle - that our society should be structured and designed for inclusiveness.

An accommodation is considered reasonable if it doesn't result in undue hardship to the employer, resulting in a significant negative impact on business operations or risk to the health and safety of employees or to any other person. Examples of reasonable accommodation include physical or technical alterations to an employee's workspace (work station height, non-standard computer monitor, telephone with amplifier or headset) and modification of work duties or conditions. For more information, consult the [Duty to Accommodate Policy](#) on *Insight*.

2.3.6 Health and Safety Policy

Northwestel regards health and safety as a corporate priority. Northwestel will ensure that effective policies and practices are in place to protect the health and safety of its employees, contractors, customers and the public. Northwestel expects you to take personal responsibility for your health and safety by working safely at all times. As stated in the [Health & Safety Policy](#), Northwestel 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; and
- work with the joint union/management Regional Health and Safety Committees to resolve issues at that level wherever possible.

Mindful of the safety of its contractors, customers and the public, Northwestel will also:

- ensure business decisions made at all levels of the organization take into account the Company's health and safety commitments;
- cooperate with government and other organizations on health and safety matters; and
- ensure that all contractors, sub-contractors and third parties that have been granted the right to access Northwestel sites have received training on health and safety matters pertaining to the work, use the proper equipment and follow the proper procedures. Northwestel will also ensure that contractors follow all legal and contractual guidelines as outlined in their contracts and will monitor them accordingly.

For additional information on occupational health and safety policies, programs, procedures, and legislation, consult the Health & Safety section on *Insight*.

2.3.7 Business Continuity

As part of the country's telecommunications infrastructure, we have a duty to make every effort to ensure we can provide essential services. To that end, all leaders of critical operational units must ensure they have appropriate business continuity plans and disaster recovery plans in place in order to be ready to react to any type of event that may impair our ability to provide telecommunication services.

2.3.8 Corporate Security - Emergency Management

Employees may encounter various emergency situations that can directly affect them or the Company. To this end, the Company is committed to a level of preparedness and planning that is designed to protect life and property and to ensure a rapid return to providing service to our customers. Through the development and implementation of the [Corporate Security – Emergency Management Policy](#) and associated procedures, employees and business units will be ready to respond during emergencies.

In the event of a life-threatening emergency begin by calling 9-1-1 (in Whitehorse) or local emergency services. All emergencies and emergency conditions including unplanned evacuations, or potentially service impacting situations in proximity to company critical facilities are to be reported to Northwestel's Network Operations Control Centre (NOCC) at 1-867-920-3535.

Evidence of serious criminal activity (such as evidence of terrorism) found on Northwestel or customer premises or systems, are to be reported to Northwestel's Corporate Security Group at 1-867-393-7628, unless involving an imminent threat where 9-1-1 (in Whitehorse) or local emergency services must be called.

Significant facility or utility interruptions, surveillance, control systems or any service failures that impact the telecommunication network are to be reported to NOCC at 1-867-920-3535. For information on Northwestel's

Emergency Management policies and procedures, consult the Corporate Security & Emergency Management section of *Insight*.

2.3.9 **Alcohol, Drugs and Other Substances**

Northwestel is committed to the health, safety and well being of its employees, its customers and the public. As part of this commitment, we make every reasonable effort to minimize risks associated with our operations and to ensure a safe, healthy and productive workplace. These principles apply to all of us, to all locations where we do business, to all activities on all work premises or other work locations. We're expected to act responsibly during company-related business, social and recreational events.

We're 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 consumption, use, sale, unlawful possession, manufacture or distribution of alcohol and illicit drugs or non-prescribed medications for which a prescription is legally required or the intentional misuse of prescribed or over-the-counter medications, whether on Company work premises or other work locations, is strictly prohibited. You have the responsibility to determine any potential adverse effects when using prescribed or over-the-counter medications with the assistance of your doctor or pharmacist.

Employees in certain positions (e.g. high-risk activities such as tower work) or under certain circumstances (in the event of an accident while driving a Company vehicle, or customer security or contract requirements) may be required to submit to drug and/or alcohol testing.

2.3.10 **Involvement in a Legal Matter**

If you're involved in a legal matter or court case you must immediately inform your manager if this involvement has the potential to affect your ability to perform your job fully and competently. For example, you must report the loss of your driver's license if you're required to drive a vehicle to do your job.

2.3.11 **Workplace Violence Prevention**

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. This applies whether the aggression is committed by one employee against another, or against anyone else an employee comes in contact with when carrying out his or her responsibilities. **Northwestel promotes a "zero tolerance" approach under which violence of any kind is not tolerated and may result in disciplinary measures up to and including termination for just cause.**

It's up to each employee to report any act, or threatened act, of violence to a manager or to Corporate Security. In situations of imminent danger, first call 9-1-1 (in Whitehorse or local emergency services and then Corporate Security. If the danger seems less imminent, take note of the facts: Who was involved? Where and when did the incident take place? Were there any witnesses? Then report the incident to Corporate Security. Corrective or disciplinary action will be taken by management as required by the circumstances.

Northwestel's policy [Preventing Violence in the Workplace](#) is available on *Insight*.

2.4 **CONFLICTS OF INTEREST**

2.4.1 **Overview**

As employees, managers and executives, our business loyalty rests in placing the Company's interests – including those of its customers and shareholders – before our personal interests.

A conflict of interest arises whenever we allow, or appear to allow, 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. We must not use our position to influence or bypass Company procedures for personal gain nor for the benefit of our family, friends, colleagues or anyone else.

How Can I Tell If I'm In a Conflict of Interest?

☞ **If you're not sure about a particular situation obtain the guidance you need.**

Start by asking yourself the following questions:

- Am I following proper Company procedures?
- Do I stand to gain personally from my actions?
- Could my actions potentially result in a financial or other advantage for myself, a near relative (which would include, but is not limited to, a spouse, sibling, parent, child, or in-law) or friend?
- Am I uncomfortable discussing this with my manager or fellow employees?
- Would I act differently if a friend or near relative weren't involved?

If you have any doubts about a possible conflict, raise the matter with your manager or contact the Ethics Help Line at (867) 668-TALK (8255) or email ethics@nwtel.ca.

Where an actual or potential conflict of interest may exist, you **MUST** complete the *"Disclosure of a Conflict of Interest or Potential Conflict of Interest"* form and provide a copy signed by yourself and your manager to Human Resources for filing on your personnel file, and a copy to Legal Counsel's Office. A copy of the disclosure form can be found at Attachment C-1.

2.4.2 Conflicts of Interest Relating to Family and Personal Relationships

Each of us has a variety of personal relationships involving family and friends and sometimes our work and personal lives intersect. We must disclose these relationships if they compromise, or threaten to compromise, our ability to act in the Company's best interests. Speak to your manager for further guidance. We should also be aware that bridging our personal and business lives may cause our competitors or suppliers – as well as colleagues within the Company – to believe we're in a conflict of interest. To avoid a conflict of interest, or prevent a situation from developing into a conflict of interest, you must inform your manager if, for example:

- you're considering hiring a near relative, friend or co-habitant
- if you transact business on behalf of the Company with a near relative, friend or co-habitant
- a near relative or co-habitant works for or has a financial interest in or is a major shareholder of a supplier or competitor

If you're concerned that you may be in a conflict of interest, speak to your manager.

My partner has just become an executive sales manager for the company that services the computers in my department. Do I need to tell anyone about this?

☞ **Yes.** Someone could claim that Northwestel is giving your partner business because of his/her relationship with a Northwestel employee. You should notify your manager and make sure you're not involved in any decisions regarding your partner's company. This relationship should be noted in the *"Disclosure of a Conflict of Interest or Potential Conflict of Interest"* form and you should provide a copy signed by your manager to Human Resources and Legal Counsel's Office.

As a customer service representative I happened to respond to my brother's telephone call inquiring about a charge on his account for TV services. Can I respond to this call and make adjustments, if any, to his account?

☞ **No.** Employees are not allowed to access or make changes to the billing accounts of their families and friends, including their own.

Please also see the [Conflict of Interest Guidelines for Customer Service Employees](#), for employees working with customer accounts including but not limited to Contact Centres, Retail Stores, Credit & Collections and the External Service Desk, in Attachment C-2.

2.4.3 *Conflicts of Interest Relating to Supplier-Funded Incentive Programs*

Supplier-funded incentive programs, often offered to sales employees and supply chain employees by suppliers seeking to sell their products, may only be arranged through an authorized administrator who doesn't work with the eligible employees. It's up to the administrator to ensure there is no conflict between the Company's marketing or procurement strategies and the supplier's incentive program. For further information, please contact the AVP, Sales or Supply Chain Manager.

2.4.4 *Conflicts of Interest Arising from Outside Employment and Similar 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 don't conflict, or appear to conflict, with the Company's business or with our ability to fulfill our duties as employees. To avoid a conflict of interest, or even the appearance of such a conflict, you should discuss any planned outside business activities with your manager.

As general guidelines, you may not:

- work for an organization that competes with the Company or operate a business or promote a third party's line of products or services that compete with those offered by the Company
- use the Company's time, materials and facilities in paid or unpaid work for other organizations (for example, to support a charitable community project), unless specifically authorized by senior management (Vice-President or higher)
- accept outside employment or engage in any activity that may prevent you from performing your job at the Company fully and competently
- contribute to or support any political group or political activity on behalf of the Company, unless specifically authorized by the appropriate Company department responsible for government relations

Please also see the *Conflict of Interest Guidelines for Executives and External Directorships*, at Attachment C-3.

I'm a Northwestel technician who installs circuitry for small and medium-sized business customers. With the growth of the Internet and other communications services, demand for my expertise is booming. Can I take advantage of this opportunity and start up an installation business on my own time?

☞ No. You cannot engage in any outside activity that might take business away from Northwestel or any of its subsidiaries. Furthermore, as an employee, you're expected to contribute your energy and ideas to your job as an installer for Northwestel.

2.5. LOANS, GIFTS AND ENTERTAINMENT

2.5.1 *Loans from the Company*

We don't accept, whether directly or indirectly, any loan or guarantee of obligations from the Company that are for our personal benefit. **This policy doesn't apply** to employee benefits such as the [Home Ownership Assistance Program](#) or the [Computer Purchase Assistance Program](#).

2.5.2 *Business Gifts & Entertainment*

Don't solicit, accept or give gifts, gratuities, favours or unusual hospitality from or to suppliers or customers, which may compromise - or appear to compromise - our ability to make fair, objective, business decisions or may unfairly influence a business interaction.

Don't solicit or encourage gifts, hospitality, entertainment or any other thing for personal use.

Don't accept gifts having a monetary value; for example, gift certificates, cash, services, discounts or loans.

These guidelines don't change during traditional gift giving season.

We recognize, however, that building relationships with customers and suppliers is an integral part of doing business.

You may offer and accept reasonable hospitality in certain cases. You should consult your manager for further guidance when in doubt about the appropriateness of a particular situation.

You may participate in unsolicited business entertainment depending on the function or services you perform for the Company and if the entertainment is clearly intended to facilitate business goals. If for example, tickets to a sporting or cultural event are offered, then the person offering the tickets should plan to attend the event as well.

You may sponsor events/activities for customers or potential customers where the purpose is to strengthen business relationships; however it's your responsibility to know and be sensitive to the customer's own code of conduct on these issues. Solicitation of modest gifts or prizes for Company sponsored events which provide clear benefits to the sponsor and/or charitable organization is permitted upon approval by your manager.

You may accept unsolicited, nominal value hospitality, gifts or mementos that are customary or business related.

You may accept business entertainment in the form of meals as long as it's modest, infrequent, and as far as possible on a reciprocal basis.

Factors which you and your manager should consider when assessing the proper course of action include:

- Is the Company involved in a major procurement activity with the company offering the gift or entertainment?
- 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?

2.6. POLITICAL CONTRIBUTIONS

"Political Contributions" refers to any payment or donation, including provision of services at favourable rates, irrespective of format or location, made on behalf of the Company to a recipient involved in federal, provincial, territorial or municipal political processes, such as a political party, an election or leadership candidate, a riding association or an elected official. Corporate policy prohibits political contributions by the Company.

You may not make any Political Contributions on behalf of the Company.

Beyond potential disciplinary action for violating the Code, the Company may refer the matter to the appropriate regulatory and legal authorities, which could lead to penalties, fines or imprisonment.

This policy doesn't apply to political contributions made by Company employees on their own behalf and from their own funds.

2.7. LOBBYING ON BEHALF OF THE COMPANY

Broadly speaking, lobbying involves reaching out to a public office holder (like a Member of Parliament or of a legislative assembly) in order to further the Company's objectives. It doesn't, however, include formal legal or regulatory submissions, communications in a public forum or responses to government requests for proposals. Lobbying public office holders is a legitimate activity but the law sets certain boundaries around lobbying, as well as establishes disclosure requirements, to ensure that lobbying activities are transparent and ethical. As well, only certain employees are delegated to be spokespeople for the Company. Please consult the Communications team before reaching out to public office holders.

2.8. IMPROPER INFLUENCE ON THE CONDUCT OF AUDITS

Employees are prohibited from coercing, manipulating, misleading or fraudulently influencing the Company's internal or external auditors at any time and especially when the employee knows or should know that his/her action, if successful, could result in making the Company's financial statements misleading in any way.

2.9. INSIDER TRADING

2.9.1 Overview

Securities legislation imposes restrictions with respect to the purchase and sale of shares and other securities, as well as "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. Securities of a company include, for example, equity securities such as common and preferred shares, debt securities such as debentures and notes, and options.

It's illegal for you to buy or sell securities of BCE Inc., 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. It's illegal for you to "tip" others with knowledge of undisclosed material information obtained in the course of your employment. In particular, you should be careful to avoid inadvertently disclosing confidential information to spouses, family members and others who live in your households, or to business partners, friends and others as this could be considered "tipping".

Members of the board of directors and executives of Northwestel and its subsidiaries should consult the *BCE Inc. and Bell Canada's Insider Trading and Reporting Guidelines* for additional information. A copy of these guidelines can be obtained from BCE's Corporate Secretariat at corporate.secretariat@bell.ca. Please also see the *Insider Trading Guidelines* at Attachment D-1.

Can I use information obtained by accident or overheard?

☞ **No.** Even when you obtain material information by accident, such as by overhearing a discussion of a planned acquisition, you're prohibited by law from buying shares of BCE Inc. or the target company because the information is material and non-public. In addition, you cannot suggest to your spouse, near relative or friend that they buy or sell shares of BCE Inc. or the target company while in possession of such material confidential information as this would be considered tantamount to divulging that confidential information to someone outside the Company for personal gain or the gain of someone else. Such shares could only be purchased one complete business day after BCE Inc. or the company being acquired issues a press release publicly announcing the planned acquisition.

2.10. CONFIDENTIALITY OF CUSTOMER AND EMPLOYEE INFORMATION

2.10.1 Customer Privacy

The Company has long been committed to maintaining the accuracy, confidentiality, security and privacy of customer information. It's essential that we protect the confidentiality of all non-public information entrusted to us, except when disclosure is authorized or legally mandated. Even seemingly mundane information might be of use to competitors, or harmful to the Company or its customers, if disclosed. Even unintentional disclosure can lead to identity theft or financial gain by third parties. This may also expose the Company to substantive reputational harm and financial liability. Therefore, the best way to protect customer information is to limit access on a need-to-know basis.

With the exception of listed name, address and telephone number, all information kept by the Company about its residential and business customers is confidential and you should not divulge or use this information, directly or indirectly, except for business purposes (for example, in order to provide service to the customer). We may only use this information for the purposes for which it was collected and that the customer would reasonably expect.

Where the customer is an identifiable individual, we're required to comply with the *Personal Information Protection and Electronic Documents Act (PIPEDA)*, a federal law that requires us to identify the purposes for which we collect Personal Information and obtain the consent of our customers before collecting, using or disclosing this information. "Personal Information" means information, in any format, about an identifiable individual, but doesn't include the name, title, business address or telephone number of an employee. Customers may also access all Personal Information about them (including customer care logs and notes) that we may hold, subject only to certain narrow exceptions, within 30 days of a customer request. Accordingly, we should avoid non-factual entries or inappropriate language or comments when creating such records. Northwestel is also subject to a restriction imposed by the Canadian Radio-Television and Telecommunications Commission (CRTC) on the disclosure of confidential customer information. This restriction applies to all telecommunications services, whether tariffed or forborne, and all customers, whether they are individuals, corporations, or other business entities.

Unless a customer provides explicit consent or disclosure is pursuant to a legal power such as a search warrant, the Company may not disclose a customer's Personal Information or confidential business information to anyone other than:

- the customer or a person whom the Company reasonably believes is acting on behalf of the customer (e.g. 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 (e.g. 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
- an agent retained by the Company to evaluate the customer's creditworthiness or to collect the customer's account, where the information is required for and will be used only for that purpose
- a public authority, if there is imminent danger to life or property which could be avoided or minimized by disclosure of the information
- an affiliate involved in supplying the customer with telecommunications and/or broadcasting services, provided the information is required for that purpose and disclosure is made on a confidential basis with the information to be used only for that purpose

2.10.2 Interception of Private Communications

Communications between the Company and a customer may be monitored for quality assurance and dispute resolution purposes, with an appropriate advisory to the customer.

The unlawful interception of a private communication is prohibited under the *Criminal Code*. The content of a customer's transmissions (including telephone and email) may not be monitored, nor may the content, nature and existence of telephone calls and data transmissions be released to third parties except as explicitly authorized by law.

Unintentional interceptions of a call may occur when you're providing service, doing repairs or when you're conducting quality control checks. In these instances, you must advise the persons on the call of the unintended interruption and immediately disconnect from that call.

2.10.3 Business Customer Contracts & Proposals

Maintaining customer privacy is also crucial when dealing with contracts, proposals and quotations. We must be vigilant and not share business customer information - such as business plans, names of 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 business customer to that customer's competitor. Also, unless a business customer provides specific consent, we don't share information about business customers with other affiliates, partners, agents or subsidiaries, unless they are directly involved in preparing a specific contract, proposal or quotation for that customer.

2.10.4 The Northwestel Privacy Policy

To support our commitment to privacy, we have developed policies and a formal privacy code - the [Northwestel Privacy Policy](#) - which spell out the commitments of Northwestel, our employees and agents and the rights of customers and employees regarding Personal Information. The Privacy Policy also reflects the rights and obligations set out in PIPEDA.

Our Privacy policies state that we collect Personal Information **only** for the following purposes:

- to establish and maintain responsible commercial relations and provide ongoing service
- to understand customer needs and eligibility for products and services
- to recommend particular products and services to meet customer needs
- to develop, enhance, market or provide products and services
- to manage and develop Northwestel's business and operations, including personnel and employment matters and
- to meet legal and regulatory requirements.

Personal Information must not be used for any other purpose without the consent of the customer or employee.

Northwestel's Privacy Officer oversees compliance with the Northwestel Privacy policies.

Contact: regulatoryaffairs@nwtel.ca

The Northwestel [Customer Privacy Policy](#) and other privacy-related documents are available: i) by following the "Policies" link on www.nwtel.ca or ii) on the Legal > Privacy site on *Insight*.

I'm a customer service representative for the residential market. A caller identifying himself as the spouse of a wireless customer told me that he looked after bill payments for the family and requested billing details for the spouse's account. Should I provide the information?

☞ **If the caller is not explicitly listed on the account as an authorized co-user, the information should not be provided.** Account details can be very sensitive information and may be sought in the context of matrimonial disputes. Advise the caller to have the account holder of record contact the Company to have the spouse added to the account as an authorized co-user. This approach applies equally to wireline, Internet and cable accounts.

2.10.5 Employee Privacy

The Company has also long been committed to protecting the Personal Information of its employees which is collected only for purposes relevant to managing the employment relationship. The obligations described in PIPEDA also apply to the collection, use, disclosure and protection of employee Personal Information. Employee Personal Information also refers to records like personnel files and other documents collected and used to provide services or support to employees, such as pay or benefits information.

All employee Personal Information is protected by security safeguards appropriate to the sensitivity of the information and may only be used for reasonable purposes relating to the management of the employment relationship or for other purposes as may be required by law. All employees holding other employees' Personal Information must handle it in accordance with privacy principles. Aside from applying normal safeguards (i.e. locked cabinets and desks), employees should avoid discussing employee Personal Information in public areas.

Notwithstanding the rights of employees to the security of their Personal Information, you should not expect communications made while on Company service (whether through the use of Company equipment or using services or products like email, internet/intranet, voice mail or computer files), or Company workspaces including desks, lockers, and Company vehicles, to be considered private.

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,
- to search for specific business information,

- to comply with legal warrants or other obligations, or
- to conduct security investigations, for example, if the Company suspects an employee of fraud, theft, undeclared conflict of interest or other situation which may cause prejudice to the Company or its reputation or to another employee.

Additional information is available through the Privacy section of *Insight* as well as in the [Security Policy - Acceptable Use of IT Resources](#).

2.11 INFORMATION SECURITY CLASSIFICATION AND LABELLING

The purpose of the Information Classification and Labeling Policy is to ensure that the company's information is properly classified so records are adequately managed to comply with legal requirements and business needs. The policy applies to all forms of records irrespective of who has prepared them; whether they are in paper, electronic or other media format no matter whether they reside on Northwestel's premises, servers and infrastructure or not.

You're responsible for:

- safekeeping and protecting records under your care in accordance with the Policy
- verifying that the business records you generate are accurate and complete
- ensuring compliance with business, legal and regulatory requirements with respect to record retention
- improving operational efficiencies, reducing space requirements and costs by eliminating unnecessary records
- ensuring the preservation and accessibility of relevant records to satisfy specific operating needs
- ensuring the preservation and accessibility of relevant records in the event of potential or actual litigation or internal or external (including governmental) investigation (known as a "legal hold")
- complying with any further instructions or directions if you're informed that the records are subject to a legal hold and/or are required for a regulatory investigation

Northwestel's business and operational units are responsible for classifying and labeling records produced by their departments and attributing a retention period to such records for archival and destruction purposes.

2.11.1 Preservation of Records under a Legal Hold

Records subject to preservation under a "legal hold" must not be disposed of until the hold is lifted. Where a legal hold is in place, all owners of records that are subject to it must take positive steps to ensure the preservation of such records. Those record owners must also, prior to taking any steps that might affect the disposal of such records, such as re-imaging their computers or being "evergreened" to a new device, contact the Legal Department at legal@nwtel.ca to verify whether they can dispose of the records. If you're unsure whether your records you control are under a legal hold, contact the Legal team at legal@nwtel.ca to verify whether records are subject to a legal hold and to understand the scope of the legal hold.

When an employee who controls records that are subject to a legal hold leaves Northwestel, the employee's manager must ensure that these records are preserved.

2.11.2 Confidential Information

It's essential that we safeguard Company records (in any format) that contain confidential information. This can include information entrusted to the Company by a third party which must be handled according to instructions provided by the information owner.

Unauthorized disclosure, transmission, misappropriation or misuse of confidential information can have serious consequences for the Company. Such disclosure is strictly prohibited and should be reported immediately. 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 for "internal use" information about the Company for personal purposes, or failing to safeguard such information, is strictly prohibited.

Confidential information is information about our business that is not publicly available and includes any information classified as Internal Use or Confidential, as well as any information that has not been classified. Some examples of information which must be safeguarded from disclosure include:

- products and services
- marketing strategies, pricing, bids and proposals
- rate applications
- information about new technology
- business plans
- customer records
- human resources information
- major reorganization plans
- internal audit reports and significant corporate security matters
- training material
- passwords and encryption keys
- licenced computer software programs (even routine programs)
- legal proceedings
- undisclosed financial results

To protect confidential information, whether originated by or entrusted to the Company, we must:

- classify and label records with the appropriate security classification: **Confidential, For Internal Use or Public**. For further information, see the Information Classification and Labeling policy
- ensure that confidential information is stored and transmitted securely
- avoid unauthorized disclosure of confidential information by checking that computer terminals, telephones and faxes are secure. Don't store confidential information on laptops, PDAs, etc. outside of secure company premises without appropriate protection/encryption
- avoid discussion of business information in public places (including by phone in 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.

2.11.3 Post employment obligations

Your obligation to protect Northwestel's confidential information and intellectual property continues after your employment with Northwestel has ended. All confidential information and documents, including electronic records and all third party information entrusted to you must be returned to Northwestel. You must not disclose any such information. This continuing obligation is particularly important in the case of a departing employee who subsequently works for one of Northwestel's competitors.

How do I tell if a document (paper or electronic) is confidential if it's not marked?

- ☞ You should begin by asking the person who issued the document (if known), as the originator of the record is the person who must determine the security classification. If you can't find the source of the information and the nature of the document doesn't make the classification obvious (such as information that has been made public), the document should be treated as Confidential until the proper classification is determined.

The unauthorized disclosure of confidential information, or known failures in safeguards which are supposed to protect that information, is to be reported to Corporate Security at 1-867-393-7628 and by email to the Legal Department at legal@nwtel.ca.

2.12 DEALING WITH CUSTOMERS AND SUPPLIERS

We achieve an ongoing competitive advantage by ensuring that our reputation for quality, service and integrity remains intact. We compete vigorously while complying with our legal and ethical obligations.

2.12.1 Customer Relations

Customers and customer service are at the core of our business. To succeed, we have to be honest, courteous, and respectful when dealing with our customers and their property whether visiting their homes or places of business.

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

- offer customers only those services which we're legally allowed to provide and that they want or need
- promote our products and services accurately even when upselling to guide customers into asking the right questions about their competitive options
- give customers the straight facts about their competitive choices when we try to convince customers it's to their advantage to stay with Northwestel or try to win a customer back from another carrier
- not offer to waive charges, cut special deals or grant discounts that are not authorized

2.12.2 Supplier Relations - Reciprocity

We purchase goods and services from many suppliers, some of whom are also our 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 or service. These criteria, rather than the simple fact a supplier is or is not our customer, should guide our purchasing decisions.

Reciprocity is an arrangement where a purchaser gives business to a supplier because that supplier is its customer for other products, in preference to another supplier. 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.

For example, we may lose the opportunity to save money on our purchases if we choose suppliers solely because they are Northwestel customers. As well, we may be accused of anti-competitive behaviour. Under certain circumstances, we may, for strategic marketing reasons, develop and contract services exclusively with a given supplier. **The Procurement Group must be consulted before such arrangements are established.**

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's not Northwestel policy to prohibit employees on Company business from dealing with organizations that don't use Northwestel's services. While we actively encourage everyone at Northwestel 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 and service criteria you're looking for; for example, 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.

2.13 DEALING WITH COMPETITORS

2.13.1 *Treating Competitors with Respect*

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

Behaving competitively means that we:

- don't portray a competitor to the public or to a customer in an inaccurate, misleading, disparaging or unfair manner or in a way contrary to laws that govern competitive business practices
- don't state as a fact our understanding of a competitor's price information as that information may be out of date and incomplete
- exercise care when commenting publicly on such topics as a competitor's financial situation, business practices, management or network reliability, or foreign ownership
- don't behave disrespectfully toward a customer who has decided to purchase a competitor's products or services; rather we rigorously promote and provide high-quality service for any other product we may supply to this customer.

2.13.2 *Obtaining Information about our Competitors*

We have every right to gather information about the marketplace in which we operate through legal and ethical means. This includes information about our competitors, their products and services, technology, prices, advertising, and so on.

However, we don't engage in industrial espionage; buy proprietary information or induce employees or former employees of our competitors to disclose proprietary or confidential information of his/her current or former employer. That person has an obligation to protect his current or 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. It's essential that former employees of competitors don't disclose to anyone their previous employer's confidential information.

Similarly, if you become aware that confidential or proprietary information about a competitor is circulating through the company, you must not use such confidential or proprietary information and must immediately report it to your manager or other person (see section 2.1.3).

Our team recently hired someone who was employed with one of our competitors. This person has confidential information which would be very valuable to us. Can we ask him to disclose this confidential 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. Inducing an employee to disclose such confidential information is a violation of the Code.

If I become aware that the new employee is discussing his former employer's confidential information with Northwestel employees, should I report it?

☞ **Yes.** You must report this fact to your immediate supervisor or through the Ethics Help Line (867) 668-TALK (8255) or ethics@nwtel.ca – and you must not use the confidential information. Northwestel's reputation could be significantly harmed by such disclosure and taking immediate steps to contain the confidential information is critical. Failure to report is a violation of the Code.

2.13.3 *Agreements with Competitors*

In many cases, agreements between competitors that restrict i) the price at which competitors can sell their products or services to customers, ii) the customers to whom competitors can sell, or iii) quantities that competitors will produce or market, are criminal offences. To be clear, these examples don't address cases where two competitors are simply entering into an agreement as buyer and seller of each other, as is for instance commonly done between carriers. These relationships are closely monitored by the CRTC.

The law provides certain exceptions and we may, for strategic reasons, sometimes take advantage of these exceptions and enter into specific agreements with competitors. For instance, the rules allow, under certain conditions, the submission of joint bids with competitors in response to requests for proposal, something which otherwise would appear to be a prohibited agreement on price. The Legal Department must be consulted before any arrangements with competitors are initiated.

2.13.4 *When a Competitor is a Customer*

When providing competitors with network facilities, access or other services we cannot use information obtained as a result of that process in any manner which would give us an undue competitive advantage. This includes ensuring that this information is not made available to those within the Company or its affiliates who develop competitive service strategies. **It also means that we must not disclose a customer's choice of competitive carrier to anyone who doesn't clearly require the information to provide service to the customer.**

2.14 SAFEGUARDING COMPANY ASSETS

2.14.1 *Overview*

We all have a responsibility to be accountable for and safeguard Company assets from loss, damage, theft, vandalism, sabotage or unauthorized use, copying, disclosure or disposal. The improper use and/or reporting of assets could seriously undermine the Company's integrity and adversely affect our business strategies and decisions. It could also constitute a criminal offence.

The Company's assets include but are not limited to, offices and office equipment, computers, art, telephone, video and other equipment, vehicles, tools, materials, buildings, real estate, money, communication networks, information systems, information and intellectual property and most importantly, employees.

Access to and use of these assets must be authorized, adequately controlled and based on business needs. You should not use Company assets for personal purposes, except where this use has been authorized by your leader. 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 misuse or loss of intellectual property (including data).

Employees are expected to safeguard Company assets and comply with Company policies, including the [Schedule of Authorities](#), the [Corporate Cards Policy](#) and the [Business Travel Policy](#).

To best safeguard the tools and equipment used as part of your job, you should consult your leader, co-workers and review Northwestel's Corporate Security policies, available on the Security & Emergency Management section of *Insight*.

Report loss or theft of company assets, property damage and malfunctioning doors and locks to Corporate Security at 1-867-393-7628.

2.14.2 *Prevention of Fraud*

What is Fraud?

Fraud is defined as an intentional deception, falsification, or misrepresentation made for personal gain, or to damage or create loss for an organization, customers, or individuals. This can include the misuse or misapplication of the Company's resources or assets to commit internal fraud.

Fraud is strictly prohibited, and successfully preventing fraud requires an ongoing commitment from all of us. This includes actively participating in the prevention, detection, and reporting of suspected fraud, whether committed by an internal or external party. As employees we won't engage, directly or indirectly, in bribery, kick-backs, account falsification, false claims, or any other fraudulent or corrupt business practices.

Fraudulent actions are not only unethical, but may also be a violation of law. We have a "zero tolerance" stance with regard to all confirmed fraud situations. If you're approached by anyone with a suggestion that you should engage in fraudulent activities, you need to report the incident to your manager or Corporate Security or through the Ethics Help Line (867) 668-TALK (8255).

2.14.3 Corporate Cards and Company Funds

We're personally responsible for funds, cash, cheques, postage, etc., over which we have control. **You must not use your corporate cards for personal cash withdrawals or purchases. You may only use your corporate card for business purposes. You must also ensure that all expense vouchers, benefit claims and invoices are accurate and properly authorized.**

Corporate policy regarding the use of corporate cards and corporate travel is detailed in the [Corporate Cards Policy](#) and the [Business Travel Policy](#) which can be found on *Insight*. We should, whenever possible, use the services of suppliers with whom Bell Canada or Northwestel have negotiated agreements (e.g. travel agents, car rental agencies, hotels, etc.).

2.14.4 Hiring Consultants or Contractors

Hiring of contractors or consultants must follow the rules established in the [Procurement Policy](#) and the [Contract Control Policy](#), available on *Insight*. Hiring of external resources must also comply with other company policies – contact your group's Human Resources Consultant for more information.

2.14.5 Electronic Procurement and Electronic Processing of Expense Reports

The Company electronically processes much of its procurement needs including employee expense reports and accounting for corporate card payments. All employee expense reports and credit card payments must be approved by management one level above the employee submitting the reports. For more information, review the [Corporate Cards Policy](#), the [Business Travel Policy](#), or contact employeereimbursement@nwtel.ca

2.14.6 Business Books and Records

The Company's books and records contain information essential to effective and efficient operations. They form the basis upon which key decisions about the Company are made by our executives, financial analysts, shareholders, investors, and regulators. Because they are so crucial to the Company meeting its legal, regulatory and financial obligations, we must ensure that all documents, reports, plans and records falling under our responsibility are accurate and complete. We must also ensure that all transactions are properly authorized and recorded. In preparing and maintaining our books and records, we must:

- adhere to all accepted accounting standards and practices, rules, regulations and controls applicable to us
- ensure that all entries are recorded accurately, on time, in the proper accounts, and are properly documented
- record all funds, assets and transactions
- keep books and records which reflect fairly, accurately and in reasonable detail the Company's transactions, acquisitions 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
- maintain internal control processes to ensure that the Company meets its books and record keeping obligations

2.14.7 Standard Contracts and Agreements

Contracts and agreements represent some of the greatest exposures faced by the Company. If you're in a position to develop or sign contracts you must take necessary steps to protect the interests of the Company by following the [Schedule of Authorities](#) and the [Contract Control Policy](#), by ensuring that only Northwestel standard form template contracts are used and by ensuring that the contract is reviewed by appropriate departments such as Legal, Regulatory, Corporate Security, Procurement and Insurance. **Standard contracts must not be modified without prior Legal Department approval.**

2.14.8 IS/IT and Network Security

Computers and computer networks form the 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 confidential information, theft and corruption.

To maintain security:

- access to computer systems should only be granted to authorized users
- users are accountable for use of computer systems and access codes and passwords must be kept confidential
- the use of the Company's computer system or network for personal use or other non-Company purposes is prohibited unless specifically authorized by the Company or a manager in direct line of authority
- follow Company rules regarding the purchase and use of computer software
- guard against computer viruses that may damage the Company's computer systems
- report any breach of computer security, policies and standards.

For further information on information security, malicious software, and other policies and directives relevant to securing your computers, contact Corporate Security or visit the Corporate Security section on *Insight*. Computer security incidents, Virus, worms, spam or phishing using Northwestel's name, any other computer or data network attacks, weaknesses in security systems, and unexplained systems changes are to be reported to Northwestel Service Desk through the Customer Portal or to NOCC at 1-867-920-3535.

2.14.9 Personal Use of Company-Provided Internet Access and Other IT Resources

Access to the Internet is primarily provided for business purposes. However, accommodating employees' development and awareness through personal use of Company-provided Internet access is also encouraged. Personal use of the Internet and e-mail 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. Abuse of Company-provided Internet or e-mail may result in disciplinary action. In addition, the law strictly prohibits the use of software on unregistered computers. You must verify and respect the manufacturer's conditions of license or agreement under which the software was acquired. Copying software onto your computer may be a violation of the software company's licensing agreement as well as copyright laws, and placing the Company at risk of prosecution for copyright infringement.

I'm attending an important sales meeting next week and I have to prepare a presentation using slides and fairly complicated charts. My friend has the software I need to put the presentation together, and he's offered to lend me his diskettes so I can install the program on my computer. Can I go ahead?

☞ No. The law strictly prohibits the use of software on unlicensed computers. By copying your colleague's software into your computer, you may be breaking the software company's licensing agreement as well as copyright laws, and placing the Company at risk of prosecution for copyright infringement.

For further details, review the [Acceptable Use of IT Resources Security Policy](#) and the [Desktop Computer Standards, Acquisition & Deployment Policy](#) on *Insight*.

2.14.10 Visible ID

All employees, consultants and contractors 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.

2.14.11 Security Clearances

Every employee at the time they are hired acknowledges that a security clearance may be necessary to perform their job. Certain employees may be required to maintain a security clearance as a condition of employment.

2.15 SOCIAL MEDIA

Social media sites like Facebook, LinkedIn, Twitter and YouTube have all become increasingly effective channels for Northwestel to strengthen our brand and our connection with customers and the public. We're required to follow Northwestel's [Social Networking Guidelines](#) which can be found on *Insight* to ensure we can maximize the value of social media while upholding the reputation of Northwestel and our team. We're required to respect the principles and values outlined in the Northwestel Code of Business Conduct while navigating through the social media world.

- As a general rule, always remember that you're responsible for what you say or post online. Facebook, LinkedIn, Twitter and other websites are public so never assume that anything you say or post is private.
- If you participate in social media sites, it's important to recognize that, unless you have prior approval through the Communications team, you're not authorized to speak on behalf of Northwestel and its related subsidiaries. Rather, you're expressing your personal views and should not give the appearance that you're a company spokesperson.
- If you're not already authorized to speak on Northwestel's behalf and believe it's a necessary part of your role, please email communications@nwtel.ca. The Communications team will coordinate all requests for approval with Northwestel's executive leadership team.
- **Protecting confidential information:** Whether you're posting as an approved Northwestel spokesperson or for personal reasons, you must only disclose information that is in the public domain. You may not post any comment that would include confidential information concerning our customers, suppliers or team members.
- **Respect the reputation of our Company and team members:** Misleading, disparaging or untruthful comments about our Company, products, services or team members can seriously undermine our brand and ability to support customers. Don't post comments or participate in online campaigns that could potentially jeopardize our reputation. Speak respectfully about all members of your team, including your leaders.
- As with any company policy, violations may lead to disciplinary actions, up to and including termination of employment for a serious violation.
- **Correcting negative or inaccurate comments about Northwestel:** If you see an inaccurate post about a Northwestel product or service on Facebook, Twitter or another social forum, please send an email to communications@nwtel.ca.

If you have any questions regarding these Guidelines, please email ethics@nwtel.ca or call the Ethics Help Line at 1-867-668-TALK (8255). Northwestel's [Social Networking Guidelines](#) and [Acceptable Use of IT Resources Security Policy](#) are available on *Insight*.

2.16 INTELLECTUAL PROPERTY

2.16.1 Overview

Intellectual property such as patents, copyrights, trade-marks, domain names, inventions, integrated circuit topographies, industrial designs, trade secrets and confidential information are strategic assets of the Company and must not be disclosed to or used by third parties without first ensuring that appropriate legal safeguards are in place. Failure to do so could result in the Company losing its right in a trade secret or patent.

Intellectual property rights also reside in and protect know-how, business methods and processes, computer software, computer operating systems, written materials (whether in paper or electronic form), inventions, graphics, photographs and audio/visual works, whether developed internally within the Company or obtained from third parties.

In addition to protecting the Company's intellectual property, we also have a responsibility to avoid infringing third party intellectual property rights, as detailed in the Intellectual Property section below. Trade-marks, including the Company's logo and its various trade names, are among the Company's most valuable assets. Every employee has a responsibility to preserve, protect and enhance the value of these assets. You should immediately report any infringement or misuse of such trade-marks or trade names to the Communications Team, by sending an email to communications@nwtel.ca.

2.16.2 Ownership of Intellectual Property Developed While Working for the Company

All intellectual property 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, is rightly the exclusive property of the Company.

Employees are not prohibited from applying for patents or other intellectual property registrations in regards to intellectual property that belongs to the Company, nor can the Company's intellectual property be used for personal purposes or gain. We must fully disclose to the Company all intellectual property that we conceived or created 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. Therefore, all rights in and to all such intellectual property or inventions, including rights under the *Copyright Act* (to the extent such intellectual property rights are not automatically owned by the Company pursuant to applicable law), in their entirety, are assigned without limitation to the Company upon their connection or creation by each employee.

In the event the Company decides to use, sell, license or otherwise commercially exploit any of its intellectual property assets or to apply for protection, registration or enforcement of such rights, as employees we would be expected to co-operate in the preparation and execution of any related documentation.

Upon termination of employment or contract, or reassignment, we must return all tangible and intangible property of the Company or entrusted to the Company still in our possession or custody (including any intellectual property assets).

2.16.3 Developing Patents and Other IP

You may apply to be released from your obligation to assign specific intellectual property rights to the Company. Each case will be examined on its own merit by the Northwestel Legal Department and may require review by Bell Canada or BCE Inc. To avoid misunderstandings, some employees working in certain positions may be required to sign a formal assignment of rights agreement as a reminder of their obligations pursuant to this Code and other policies of the Company. Failure to do so, however, doesn't relieve you of the obligations towards the Company pursuant to this Code and other applicable policies.

For additional information, please consult the Legal Department by emailing legal@nwtel.ca.

2.17 PROTECTING THE ENVIRONMENT

2.17.1 Overview

As expressed in our [Corporate Environment Statement](#), the Company believes that environmental protection is an integral part of doing business and is committed to minimizing, through a continuous improvement process,

the impact that some of its activities, products or services may have on the environment. It's also every employee's responsibility to comply with all environmental legislation and Company policies and procedures. In support of this commitment, we will:

- exercise due diligence to meet or exceed the requirements of all applicable legislation and other requirements which apply to Northwestel
- prevent, control and reduce releases into the environment and correct in a timely manner problem situations which could not be prevented
- promote and support cost-effective resource and waste minimization initiatives
- deal with suppliers who seek to minimize their environmental impacts
- develop and market telecommunications services providing people and organizations with innovative solutions that take into account their environmental challenges
- participate with governments, businesses, the public and relevant interest groups to advance environmental protection
- communicate its environmental initiatives and performance to stakeholders on a regular basis
- ensure that employees adhere to this policy and understand their responsibilities in putting it into practice.

2.17.2 Reporting Environmental Incidents

An environmental incident is an unforeseen situation that can have a negative impact on the environment and may need to be reported to the government authorities.

Whether it's a small spill or leak, a fire in a hazardous material recovery warehouse or a customer complaint such as relating to noise, contaminated property resulting from Northwestel operations etc., employees must report all environmental incidents no matter what type, cause or seriousness.

Northwestel Environmental Services must be immediately notified of all environmental incidents involving the company, whether or not they are an emergency and regardless of where they occur. The Environmental Coordinator will provide employees with the necessary guidance and will ensure reporting to governmental authorities as required.

For inquiries, support, or to raise concerns about environmental issues, please contact the Environmental Coordinator at environment@nwtel.ca or 1 (867) 668-5322.

2.17.3 Managing Environmental Risks and Opportunities

The Company's Environmental Policies require every employee to make protection of the environment an integral part of his or her daily decisions and actions. Whether it's through the Company's operations, through the provisioning of services to our customers, through commercial agreements linking the Company to third parties, or through execution of daily administrative functions, environmental considerations must be diligently addressed. This approach allows us to limit corporate and personal liability and to reduce operational costs. We can also improve the Company's reputation by exercising a leading position on issues that are increasingly important to the general public.

The Company has developed a series of policies, programs, procedures and guidelines to support employees in their environmental duties. These documents are available through the Environmental Services section of *Insight*.

2.17.4 Environmental Training

Environmental training is mandatory for all employees directly involved in managing one of the following environmental issues: Incidents, manhole effluents, network impacts, residual materials (hazardous and non hazardous), treated wood poles, petroleum products or ozone depleting substances. Training must be completed before you will be assigned to your operational duties.

The Environmental Coordinator, who can be reached at environment@nwtel.ca or 1 (867) 668-5322 will inform you about required training based on your job responsibilities.

2.18 REPORTING MISCONDUCT OR A VIOLATION OF THE CODE

2.18.1 Reporting Questionable Financial Activity

Each employee is required to report the following activities (each a “Questionable Financial Activity”) promptly through the appropriate channel of communications indicated below:

- Any concerns or complaints with respect to accounting, internal accounting controls or auditing matters.
- Evidence of an activity by an employee or by any department that may constitute:
 - corporate fraud
 - violation of federal, provincial or territorial laws
 - misappropriation of any Company property, or
 - misconduct or malpractice related to any accounting, internal accounting controls, or auditing matter

2.18.2 Complaints

Any concerns or complaints with respect to a potential violation of the Code (each a “Complaint”) must be reported promptly to the appropriate channel of communication indicated below.

2.18.3 Channels of Communication

You may report Questionable Financial Activity or Complaints to your immediate manager. However, if this is inappropriate (for example, if the Complaint is about the activities of your manager), or doesn’t provide the necessary level of confidentiality or if you prefer otherwise, Questionable Financial Activity or a Complaint may be reported through the Ethics Help Line at (867) 668-TALK (8255) or by email to ethics@nwtel.ca.

2.18.4 Inquiries

You may make an inquiry about any aspect of the Code by contacting Legal Counsel through the Ethics Help Line at (867) 668-TALK (8255) or by email to ethics@nwtel.ca.

2.18.5 Retaliation

Any employee who in good faith reports a Questionable Financial Activity or makes a Complaint will be protected from retaliation, discharge, or other types of sanction including but not limited to lower compensation or inferior terms and conditions of employment that are directly related to the disclosure of Questionable Financial Activity or a Complaint.

Any employee who retaliates against another employee who reports a Questionable Financial Activity or Complaint may face disciplinary actions, including termination of his or her employment, without notice.

2.18.6 Disciplinary Action

Disciplinary action up to and including dismissal will be taken if an employee, manager or executive:

- violates a Company policy, disregards proper procedures or asks others to violate Company policy or procedures
- deliberately fails to promptly report a violation or withholds relevant information concerning a violation of the Code or a breach of Company policies
- fails to cooperate in the investigation of a known or suspected violation of the Code or other policy
- retaliates against an employee who reports a violation or breach of the Code or other policy in good faith

2.18.7 Penalties for Violations

Any breach of the Code or Company policies or evidence of illegal behaviour will be taken very seriously.

Depending on the nature and severity of the case, employees who breach the Code, violate Company policy or

Code of Business Conduct

commit an illegal act will face immediate discipline, up to and including dismissal, as well as possible civil or criminal prosecution. Obviously, a severe breach of the Code or underlying policies will have severe consequences while a less significant breach may lead to a less severe form of discipline. Discipline of unionized members shall follow the principles of progressive discipline and procedures contained in the [Disciplinary Guidelines](#) under the [Collective Agreement](#).

3. ROLES AND RESPONSIBILITIES

3.1 Annual Review

All employees, including the members of the Board of Directors or Northwestel and all executives, are expected to certify each year that they have reviewed, understand and comply with the Code. You and your manager should review the Code at least once a year and certify that you have done so by signing your Objective: Performance form. This form will be kept in your personnel file at Human Resources.

3.2 Management Responsibility

All people leaders are required to ensure that the employees who report to them have access to the Code either on-line or in a paper format, and that those employees know, understand and comply with the Code.

3.3 Board of Directors and Audit Committee

The Board of Directors, with the recommendation of the Audit Committee, has the authority to approve this policy. In addition, the Corporate Secretary's Office reports semi-annually to the Audit Committee on the number and scope of issues investigated by the Ethics Committee.

3.4 Ethics Committee

The Ethics Committee has the responsibility of managing the Help Line, addressing conflict of interest issues, responding to inquiries, investigating and resolving complaints and reporting on the number and scope of issues investigated by the Ethics Committee to the Corporate Secretary's Office.

3.5 Corporate Secretary's Office

The Corporate Secretary's Office has the responsibility of administering the Code, securing annual certification of all executives and members of the Board of Directors under the Code, and reporting to the Audit Committee.

4. APPENDICES

4.1 Supporting Procedures

The Code of Business Conduct annual review is included in the annual performance process. These procedures are located in the Human Resources section on *Insight* under Objective Performance.

4.2 Reference to Attachments

- A-1 *Certification of Directors and Executives*
- A-2 *Employee Annual Record of Review*
- B-1 *Complaint Procedures*
- C-1 *Disclosure of Conflict of Interest*
- C-2 *Conflict of Interest Guidelines for Customer Service Employees*
- C-3 *Conflict of Interest Guidelines for Executives and External Directorships*
- D-1 *Guidelines re Insider Trading*

Attachment A-1: Certification of Directors and Executives under the Code of Business Conduct

**CERTIFICATION OF DIRECTORS AND EXECUTIVES
UNDER THE CODE OF BUSINESS CONDUCT**

The Board of Directors of Northwestel Inc. (the “**Company**”) and our shareholder, expects all members of the Board of Directors and executives of the Company to follow the highest possible standards of honest and ethical conduct and to encourage and promote a culture in which ethical business conduct is recognized, valued and exemplified.

Certification

I certify that I have reviewed, understand and follow the Northwestel Code of Business Conduct (the “**Code**”).

In addition, I support the setting of standards needed to discourage wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships,
- full, fair, accurate and timely disclosure in reports and documents that the Company files with, or submits to, regulators and in other public communications made by the Company,
- compliance with laws, rules and regulations of federal, provincial, municipal or local governments, and other relevant private and public regulatory agencies in all jurisdictions in which the Company operates,
- prompt reporting of all material violations of the Code to the Chair of the Audit Committee of the Board of Directors of the Company.

To the best of my knowledge and ability, I will act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgement to be compromised.

I acknowledge that I’m accountable for following the Code and the responsibilities I have under it. I also acknowledge that complying with the Code is a condition of my retainer as a member of the Board of Directors. If I don’t comply with it or applicable laws, rules or regulations, I may be removed from the Board.

(signature of Director)

Attachment A-2: Employee Annual Record of Review

EMPLOYEE ANNUAL RECORD OF REVIEW

Employee:

Family name

Given names

Employee number

Annual certification

I have reviewed, fully understand and follow the Northwestel Code of Business Conduct including the section on Conflicts of Interest. I have reported to my manager any relationship or other circumstances that do or could place me in conflict with the interests of the Company. Any new situations will be reported as they occur. I hereby certify that I have no real or potential conflict of interest, except what has been reported to my manager.

Employee Signature

Date

Immediate Supervisor's Name

Signature

Date

Note to immediate Manager: This form is to be completed and signed each year and retained in the employee's personnel file.

Attachment B-1: Complaint Procedures for Auditing & Accounting Matters

COMPLAINT PROCEDURES FOR AUDITING & ACCOUNTING MATTERS

1. Policy Overview**1.1 Summary and Purpose**

This Policy confirms in writing the Company's procedures established by the Northwestel Audit Committee for (i) the receipt, retention and treatment of complaints and/or concerns received by the Company from any person, directly or indirectly, anonymously or openly, regarding accounting, internal accounting controls or auditing matters of the Company and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters of the Company. This Policy demonstrates the Company's commitment to maintain a high standard of ethical business practices.

1.2 Scope

This policy applies to Northwestel and all its respective direct and indirect subsidiaries.

1.3 Audience

All directors, officers and employees of the Company will be advised of this Policy and its importance. A copy of this Policy will be available on Northwestel's website (to ensure the Company's stakeholders and others are aware of this Policy) and the Company's intranet website. A copy of this Policy will be expressly provided to the directors, officers and employees of the Company who are, or may be, involved in assisting in the administration of this Policy. Such directors, officers and employees are required to understand this Policy and its operation to ensure compliance with its terms.

2. POLICY DETAILS**2.1 Raising a Concern or Complaint**

The Company is committed to provide a work environment based on trust and respect and to enable all employees to work without fear of intimidation, discrimination or violence. As part of this commitment, the Company encourages an open and frank atmosphere in which problems, concerns or complaints with respect to corporate fraud, accounting, internal accounting controls or auditing matters of the Company can be raised without fear of retaliation.

2.2 Activities that may be Reported

The following activities (each a "Reportable Activity") must be reported promptly through the appropriate channel of communications (see below):

- Any concerns or complaints with respect to a Department's accounting, internal accounting controls, or auditing matters.
- Evidence of any activity by an employee that may be:
 - corporate fraud,
 - violation of federal or provincial laws,
 - misappropriation of any Department's property, or
 - misconduct or malpractice related to any accounting, internal accounting controls or auditing matters.

2.3 Channels of Communication

A Reportable Activity may be reported to the employee's immediate manager. However, if the employee believes that reporting to his or her manager is inappropriate, or doesn't provide the necessary level of confidentiality, the Reportable Activity must be reported to Legal Counsel.

An anonymous Business Conduct Help Line has been set up and may be reached by dialing 1-867-668-TALK (8255) or by email at ethics@nwtel.ca.

2.4 *Confidentiality*

The Company is fully committed to maintain procedures for confidential, anonymous reporting by employees. Any submission made by an employee will be treated on a confidential basis. The employee's identity will be treated anonymously and confidentially, unless specifically permitted to be disclosed by the employee, or unless required by law. Anonymous and confidential submissions will only be disclosed to those persons who have a need to know in order to properly carry out an investigation of the Reportable Activity.

2.5 *Retaliation*

Any employee who in good faith reports a Reportable Activity will be protected from threats of retaliation, discharge, or other types of sanction 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 has reported a Reportable Activity may face disciplinary actions, including termination of his or her employment, without notice.

2.6 *Procedures for Handling the Report of a Reportable Activity*

Any director, officer or employee of any Department who receives a submission from any person regarding a Reportable Activity will immediately report such submission to Legal Counsel, regardless of the materiality of the allegation.

Legal Counsel, upon receipt of any submission regarding a Reportable Activity, shall:

- If deemed material by Legal Counsel, report it to the Audit Committee Chair,
- Review and assess the seriousness of the Reportable Activity with the Director, Finance and Accounting or the Chief Financial Officer, as appropriate,
- Investigate the report,
- Inform Internal Audit, Corporate Security and the Audit Committee as appropriate, and
- Report back to the employee or third party who reported the Reportable Activity on the status of the investigation whenever possible.

Any questions with respect to the general application of this Policy or any report of any Reportable Activity should be made to Legal Counsel at ethics@nwtel.ca.

Attachment C-1: Disclosure of Conflict of Interest or Potential Conflict of Interest

DISCLOSURE OF CONFLICT OF INTEREST OR POTENTIAL CONFLICT OF INTEREST

Policy on conflict of interest

Employees owe their first business allegiance to the Company, and therefore they must remain free of interests or relationships which are harmful or detrimental to the Company's best interests. Employees should avoid not only a real conflict of interest, but also the appearance of one which could tarnish their own or the Company's image. Even though it's not always possible to avoid relationships that could place you in a position of potential conflict, it's important to inform your manager and avoid actions or decisions that would conflict with the Company's interests.

Conflicts of interest can lead to disciplinary action, even to dismissal and/or prosecution. If you're in doubt, you should discuss your specific situation with your manager, who will then advise you as to the position of the Company with respect to the matter.

Note to immediate manager: Please send the original to Human Resources for filing in the employee's personnel file. A copy should also be sent to Legal Counsel at ethics@nwtel.ca

Employee

Family name	Given names	Employee number
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I'm directly or indirectly involved in other business or employment, which may give rise to or is at present in conflict or potential conflict with the best interests of the Company. If yes, explain:

I have direct or indirect investment, business involvements or relationships, which may give rise to or are at present in conflict or potential conflict with the best interests of the Company. If yes, explain:

I have, in the past (2) years, been employed or otherwise commercially involved in endeavours or companies which are in competition with Northwestel (e.g.: Telus, SSI Micro, etc.). If yes, explain:

I'm currently or was recently bound by restrictive covenants such as non-competition or non-solicitation restrictions. If yes, explain:

I understand that in my previous employment or commercial involvement with a competitor of Northwestel I may have become aware of or been given access to confidential or proprietary information of my previous employer. As such, unless this information has been publicly disclosed or otherwise available in the marketplace, I'm not to share such information. I also confirm that I have returned to my previous employer all property belonging to my previous employer including any confidential or proprietary information and documents provided to me including any third party information that was entrusted to me.

Attachment C-2: Conflict of Interest Guidelines

CONFLICT OF INTEREST GUIDELINES

The following guidelines are meant to provide direction and clarity to employees working with customer accounts including but not limited to Contact Centres, Retail Stores, Credit & Collections and the External Service Desk.

As a Northwestel employee, you owe your first business allegiance to Northwestel and must remain free from real or potential conflicts of interest. This is especially important in the area of customer service where employees have access to a wide variety of accounts and confidential information. It's important that every employee of Northwestel be aware of what can and cannot be done on an employee's own account, a co-worker's account, a relative's account or a friend's account.

Employees should be aware that it's not possible to give examples of all conceivable situations that could give rise to a conflict of interest in general guidelines like these. If you're in doubt, you should discuss your specific situation with your manager or contact the Ethics Hotline (867) 668-TALK (8255) or e-mail ethics@nwtel.ca.

Topic	Conflict of Interest	Proper Procedure
<p>Employee's own account</p> <p><u>General Principle:</u> Employees should not make any entry on their own account.</p>	<p>Posting of credits and/or adjustments onto your own account (including employee discounts). Making a payment arrangement on your own account. Entering notes on your own account indicating payment made. The waiving or discounting of charges related to any services or equipment purchase. Adding or removing features, packages or plans from your account or any account maintenance.</p>	<p>The Team Lead or your Manager must approve any adjustments or credits on your account and designate someone other than you to post. Payment arrangements that adhere to standard procedures may be made with a co-worker. Arrangements that don't meet the standard criteria must be approved by a Team Lead or your Manager. A co-worker may record notes relating to a payment made on your account. Every charge properly incurred should be applied to your account. No charges should be waived, written off or discounted unless approved by a Team Lead or your Manager. A Team Lead must receive requests to make changes to your account and will input the change or designate the work to another employee.</p>
<p>Another employee's account, a relative's account or a friend's account.</p> <p><u>General Principle:</u> Employees may make entries on a co-worker's, a relative's or a friend's account as long as the entry has been made in good faith in accordance with Company policies.</p>	<p>Posting special credits and/or adjustments onto another employee's, relative's or friend's account. Making a special payment arrangement with your co-worker, relative or friend. The waiving or discounting of charges related to any services or equipment purchase. Adding or removing features, packages or plans from your co-worker's, relative's or friend's accounts or any account maintenance.</p>	<p>No special review takes place. It's your responsibility to ensure the adjustments are valid and justified. No special review takes place. It's your responsibility to ensure the arrangements are valid and justified. Every charge properly incurred should be applied to the proper account. No charges should be waived, written off or discounted unless approved by the Team Lead or your Manager. No special review takes place. It's your responsibility to ensure the features are entered correctly so that proper billing will ensue.</p>

Attachment C-3: Conflict of Interest Guidelines for Executives and External Directorships

CONFLICT OF INTEREST GUIDELINES FOR EXECUTIVES AND EXTERNAL DIRECTORSHIPS

1. *Definition*

In addition to the Conflict of Interest Guidelines and procedures noted in the Code and other Attachments, in respect to all persons who are executives (i.e. Vice-President and above), a conflict of interest may also arise:

- when there is an outside interest which materially encroaches on time or attention which should be devoted to the company's affairs or so affects the executive's energies as to prevent him/her from devoting his/her full abilities to the performance of duties;
- where an executive or any of his/her near relatives, friends or cohabitants has a direct or indirect interest in or relationship with any outsider, such as a supplier (whether of goods or services), customer, agent or competitor of the Company or its subsidiary and associated corporations, or with a person in a position to influence the actions of an outsider, which is inherently unethical or which might be implied or construed to:
 - give rise to a possible personal gain or favour to the executive involved, or any of his/her near relatives, friends or cohabitants due to the executive's actual or potential power to influence dealings between the Company and the outsider,
 - render the executive partial toward the outsider for personal reasons, or otherwise inhibit the impartiality of the executive's business judgement or his/her desire to serve only the Company's best interests in the performance of his/her functions as an executive,
 - place the executive or the Company in an equivocal, embarrassing or ethically questionable position in the eyes of the public or any external monitoring body, or
 - reflect unfavourably on the integrity of the executive or the Company;
- where an executive or any of his/her near relatives, friends or cohabitants makes use of any non-public information, such as information for internal use, or of a confidential nature, proprietary, insider, privileged or government classified nature or customer information, entrusted to or obtained by the executive in the conduct of Company business to benefit himself/herself or any of his/her near relatives, by selling or making available such information to interests outside the Company, or uses the information in any other manner to further his/her interest(s), or the interest(s) of any of his/her near relatives; and/or
- where an executive or any of his/her near relatives, friends or cohabitants has any direct or indirect interest or relationship which is actually or potentially harmful or detrimental to the Company's best interests.

Executives ARE REQUIRED to disclose any actual or potential conflicts of interest by providing written notice to Legal Counsel at ethics@nwtel.ca. Legal Counsel is responsible for administering the Code and the Conflict of Interest Guidelines. If Legal Counsel is unable to resolve an existing or potential conflict of interest with the person involved, the matter will be discussed with the Chief Executive Officer.

2. *External Directorships*

As a general rule, executives are allowed to be appointed to an external board of directors ("**external directorship**"), meaning joining the board of directors of a company other than a Northwestel subsidiary, other controlled entities and joint ventures ("**Northwestel group companies**") provided that such election:

- won't create conflicts of interest either for the executive or for any Northwestel group companies (see discussion above),
- will contribute to the development of the executive or will benefit the Northwestel group companies either directly or indirectly,
- won't be at the expense of the executive's corporate responsibilities and won't impose an undue burden on the executive.

Provided the above criteria are met, before accepting an external directorship appointment, an executive shall, through his/her superior, seek and obtain clearance from the President and Chief Executive Officer. If appointed, the executive must then disclose such fact to Legal Counsel at ethics@nwtel.ca promptly.

Executives should however understand that the Northwestel group companies' directors and officers insurance policy won't provide coverage for the executive's activities while acting as an external director unless the executive's appointment is made at the request of the Company.

Attachment D-1: Insider Trading Guidelines**INSIDER TRADING GUIDELINES**

1. Material Information

Material Information refers to information that, if disclosed, could 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, such information could be used by investors to buy, sell or otherwise trade in BCE Inc. shares, as well as the securities of third parties with which the Company has dealings, to the unfair disadvantage of others.

Examples of material information include:

Corporate Structure and Acquisitions and Dispositions

- company restructuring plans
- proposals, negotiations or agreements for the acquisition of securities or assets of other companies (including the possibility of a takeover bid for or merger with another company) and dispositions of existing investments
- changes in share ownership that may affect control of BCE Inc. or Bell Canada

Capital Structure

- the possibility of a public offering of securities, stock splits or private sales of securities
- a change, or proposed or planned change, in dividend rates or dividend policy
- a planned or possible repurchase of securities
- the possible initiation of a proxy fight

Financial Results

- annual and quarterly financial results (such as earnings and revenues)
- internal financial guidance (such as with respect to revenues, EBITDA, earnings, free cash flow and capital intensity)
- a significant contingent liability
- significant shifts in operating or financial circumstances, such as: cash-flow reductions, major write-offs, work-force adjustments; or the proposed shutdown of any significant service facility

Business and Operations

- business plans
- senior management changes
- significant litigation or regulatory proceedings
- disputes with customers, suppliers or contractors
- new products and services
- sales results
- research and development of new technology
- confidential information provided by third parties
- significant new contracts or changes in existing contractual relationships or loss of business
- a government investigation
- negotiations with unions

Credit Arrangements

- a default or expected default under a loan agreement, indenture or significant contract
- changes in rating agency decisions
- changes in credit ratings, including downgrades
- borrowing or lending a significant amount of funds

(**Note:** this list is not exhaustive and may include other types of information which may be material at any particular time depending upon the circumstances):

2. Trading and Tipping

Severe penalties may be imposed against you personally. As well, there is the potential for damage to the Company's good name as a result of unlawful trading and tipping.

In the course of business operations, you may become aware of undisclosed material information about BCE Inc., Bell Canada or Northwestel. Unless you're certain that this information has been officially disclosed, **you're prohibited from:**

- trading in securities of any company to which the information relates; or
- disclosing such information (otherwise than in the necessary course of business and on a confidential basis) to another person - a "tippee" - regardless of whether the tippee is related to you or is a friend. **Note that trading or tipping by the tippee is also illegal.**

If undisclosed material information exists at the time you trade and subsequent disclosure of that information affects the security's price, you may have to face the difficult task of proving you were not aware of the information. In the case of trading by a family member, or other persons close to you, you may have to prove that you did not disclose such information - a very difficult burden of proof!

If you were in possession of undisclosed material information at the time you or other persons close to you traded, the fact that such trade was based on factors other than undisclosed material information, or that you considered yourself under duty (as a trustee, for example) to trade or disclose information, won't absolve you from liability, even in the absence of intent to defraud or to take unfair advantage.

3. **Recommended Time to Purchase or Sell BCE Inc. Securities**

Assuming you're not otherwise aware of undisclosed material information, the **recommended time to purchase or sell BCE Inc. securities is during the period beginning on the second business day following the day of announcement of BCE Inc.'s and Bell Canada's financial results for a quarter and ending on the last day of the next quarter (i.e. the last day of the third month of the quarter (e.g. June 30) during which the announcement is made (e.g. first Thursday of May) (sometimes called the "Window Period")**. This will help minimize the risk of an unintentional violation of these prohibitions, and the appearance of a violation (intentional or not). BCE Inc.'s earnings press releases are generally issued on the fifth Thursday following the end of a quarter. All employees are required to keep accurate records of their securities transactions and may be asked to report their holdings and investment transactions.

4. **Short Sales, Calls and Puts**

As an employee of the Company, you may not engage in the following activities with respect to BCE Inc.'s securities: (a) short sale; (b) sale of a call option and (c) purchase of a put option.

"Short selling" means selling shares you don't currently own and borrowing a third party's shares in order to make delivery, the whole in expectation that the shares will decrease in value when you will buy back the shares and return them to the owner. Such process is subject to undue speculation and abuse and is therefore prohibited.

"Puts and calls" are also subject to the same abuse and therefore similar restrictions also apply to the sales of call options and purchases of put options in respect of securities of BCE Inc. and its affiliates. For the purposes hereof, a "call" can be defined as an option to demand delivery of a specified number or amount of securities at a fixed price within a specified time but doesn't include an option or right to acquire securities of BCE Inc., Bell Canada or their affiliates where such were granted by BCE Inc., Bell Canada or their affiliates (such as pursuant to BCE Inc.'s Long-Term Incentive (stock option) Programs). A "put" can be defined as an option to deliver a specified number or amount of securities at a fixed price within a specified time.

In summary, you cannot sell short securities of BCE Inc. or its affiliates, and you may not sell call options or buy put options over the same securities. You must exercise great caution in your trading in order to avoid inadvertent breaches of these restrictions.

5. Public Disclosure of Material Information

Only authorized executives of BCE Inc./Bell Canada can decide the timing and content of public disclosures regarding BCE Inc. or Bell Canada. Examples include public filings with securities regulatory authorities or the issuance of BCE Inc. or Bell Canada news releases.

Information is deemed public when official announcements have been publicized and the public has had the opportunity to evaluate the information. Even after the Company has officially released material information, it's important to be sure that sufficient time has elapsed to enable the information to be disseminated to, and considered by, investors. **As a rule of thumb, one complete business day is considered sufficient for this purpose. An employee must not attempt to “beat the market” by trading simultaneously with, or shortly after, the official release of public information.**

Policy or Practice Details

Issued by	Northwestel Inc.
Policy sponsor	Chief Financial Officer
Policy owner	Legal Counsel
Required approvals:	Chief Financial Officer Audit Committee Board of Directors
First Release:	October 1, 2004
Review cycle	Annual

Date	Change Owner	Changed by	Version	Description
October 2004	CFO		1.0	First Release
February 2014	CFO	Legal Counsel	2.0	Revisions to reflect new policies, policy changes, and changes to BCE Group Code