The Way We Do Business

Working With Suncor
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Our code

About this code

Message from Mark Little
About this code

The Way We Do Business – Working With Suncor is an extension of Suncor’s own Standards of Business Conduct and reflects our values and expectations, both of ourselves and everyone we work with. This code highlights the values that are important to Suncor and is a guide to the standard of behaviour expected of all suppliers, contractors, consultants and other third parties we do business with.

We recognize that your organization may have its own values and code of conduct which sets out the basic rules, standards and behaviours in your workplace. We expect everyone who works with Suncor to live their own values but also respect ours and meet our expectations for always doing the right thing, the right way, every time.
Message from Mark Little

I am very proud of Suncor’s reputation and commitment to building and maintaining mutual trust and respect while working safely.

It starts with our values. They are the foundation for how we act and do business. They serve as a strong reminder that our reputation depends on each of us making the right choices, every day.

In working with Suncor, we depend on you to be accountable for working with unwavering integrity. We ask that you hold yourself to the highest standard of ethical conduct, which is the same standard we expect of ourselves. And we are looking for you to continually strive to do better and help others improve too. You are a key player in our business and your ethical and professional behaviour is key to our reputation and our success.

Our industry – and the world around us – is being called upon to address significant economic, social and environmental challenges. Businesses and economies are at risk if we fail to meet society’s rising expectations for our performance. We have a huge opportunity to lead the change that makes a positive difference to our communities, country and world.

Let’s make sure that honesty, integrity, and ethical behaviour are central to how we work together.

Mark Little

president and chief executive officer
Living our values

Living our values
Your responsibility
Making the right decision
Operational Excellence and safety
Journey to Zero
Respectful work environment
Sustainability
Human rights
Our values are our guiding principles. They are people-focused and guide the way we strive to treat one another as well as those we work with outside Suncor. They define the way we’re expected to do our jobs, each and every day.

Suncor’s values are:

Safety above all else
Do it safely or don’t do it.

Respect
Being our best. Giving our best. Showing we care.

Do the right thing
The right way, with integrity.

Raise the bar
Pursue with passion. Always add value.

Commitments matter
We are all connected and part of something bigger.
Your responsibility

All Suncor business associates are responsible for meeting the expectations and requirements outlined in this code. We also expect your personnel who work with us to be similarly well versed and committed. Many of our expectations and requirements hinge on individual behaviour, so it’s important that your personnel respect our values so that our day to day business is conducted in a fair, honest and ethical manner.

We also expect you to comply with applicable laws, rules and regulations. The requirements outlined in this code are in addition to your legal obligations and those found in your own code of conduct.

**BOTTOM LINE:**

We expect all of our business associates to act consistently with the values, expectations and requirements outlined in this code. Failure to do so may result in serious consequences, including termination of our business relationship.
Making the right decision

Before taking action in a situation, always ask:

- Is anyone’s life, health or safety, or the environment endangered by this action?
- Is it legal?
- Does it feel fair and honest?
- Does it compromise trust or integrity?

Remember these suggestions:

- **Ask** yourself, “How would I feel about this action if I read about it in the newspaper?” Use judgment and common sense. If something seems unethical or improper, it probably is.
- **Clarify** your responsibility and role. It will probably help to get others involved to discuss and resolve the problem.
- **Discuss** the problem with your Suncor representative. They may be more knowledgeable about the particular situation and able to assist in decision-making.

Ask
Clarify
Discuss
Operational Excellence and safety

Operational Excellence is a disciplined way of running our business using consistent standards and practices to continually improve our performance.

We strive to:

• Be a leader in safety and environmental responsibility
• Contribute to the highest level of performance
• Balance performance with a lowest cost mentality
• Ensure reliability in our assets, systems and people
• Make smart choices that are repeatable in other parts of our business
• Use common standards across the board

BOTTOM LINE:

We expect our business associates to consistently follow Suncor’s standards and practices, and support our efforts in improving our performance.
Journey to Zero is Suncor’s vision for creating a culture of safety that is shared by every employee and business associate. It is consistent with our commitment to Operational Excellence, is based on the concept that all workplace incidents are preventable, and the expectation that everyone who works on Suncor’s behalf finishes their workdays safely.

Our values in action – Safety above all else

To succeed in our Journey to Zero, we ask everyone at Suncor to honour our four basic beliefs and commitments:

- All incidents can be prevented
- Safety is a critical part of Suncor’s culture – it’s how we do business
- Each employee, contractor and consultant is accountable for achieving results the right way, safely. This means protecting the safety and health of our team members, the environment and operating our business reliably and efficiently
- No job is so urgent or routine that it can’t be done safely – if we can’t do it safely, we don’t do it

BOTTOM LINE:

We expect that our business associates will share Suncor’s commitment to safety and promote the health and well-being of their personnel and others affected by their operations.
Suncor is committed to a work environment where everyone feels safe and valued for the diversity they bring to our business.

Harassment is distinguishable from everyday social interactions that are part of a normal, vibrant workplace. Harassment generally involves behaviour that demeans, humiliates or embarrasses a person. This may include comments or other actions that could be perceived as offensive or which otherwise create an uncomfortable work environment. Harassment can also occur on-line or through social media, and may take the form of inappropriate emails, texts and social media posts.

Violence includes obvious physical acts, such as hitting or shoving but also includes any threat or intimidating behaviour.

Suncor takes every report or possible instance of workplace harassment and violence very seriously and has processes in place to address these situations.

**BOTTOM LINE:**

Suncor does not tolerate harassment or any threats or acts of violence in the workplace. Never participate in conduct that creates an uncomfortable situation or hostile work environment such as inappropriate comments, jokes, intimidation, bullying or unwanted physical contact.

### Q:
I've observed what I consider to be inappropriate behaviour directed at another worker at a Suncor facility. I'm not sure how the other worker feels about this but the behaviour of the other individuals involved makes me very uncomfortable. What should I do?

### A:
We believe in a respectful workplace. If you feel that you have been subjected to or have witnessed behaviour at a Suncor facility that is inconsistent with that principle, speak up and report the issue to your Suncor representative or the Suncor Integrity Hotline.
Suncor’s vision is to be trusted stewards of valuable natural resources with a mission to create energy for a better world. Guided by our values, we lead the way to deliver economic prosperity, improved social wellbeing, and a healthy environment for today and tomorrow.

Suncor is committed to be a leader in sustainable development. This means that resources, across our value chain, are produced and used in ways that support economic growth, create social benefits, and minimize the impact to the environment.

Key focus areas are climate change/GHG emissions, water conservation, our relationship with Aboriginal Peoples and the communities in which we operate. We are also interested in reducing our impact on land, air emissions and waste management as well as seeking ways to strengthen the sustainability and resiliency of surrounding communities.

BOTTOM LINE:
We expect our business associates to be aligned with our sustainable development approach and that we will work together to seek ways to reduce environmental impacts, support the communities in which we work and collectively achieve economic growth. Please contact your Suncor representative for further information.
Suncor respects human rights and we have processes in place to ensure that we are not complicit in human rights abuses. Our commitment to respect human rights applies to all of our activities and to our business relationships with others.

**BOTTOM LINE:**

We expect that our business associates will abide by the laws of the countries in which they operate while also respecting human rights principles.
Sharing information

Confidential information
Social media
Insider trading
Communicating with the public
Use of Suncor property and IT systems
Confidential information

Information is one of Suncor’s most valuable assets and we take steps to protect our confidential information. Confidential information includes proprietary, technical, business, financial, customer and other information that is not publicly available.

**BOTTOM LINE:**

To the extent that you have access to Suncor’s confidential information, we expect you to always manage information responsibly and comply with the confidentiality provisions in our agreements.

Q: I attend a trade association where many of our industry peers network and share information. One of the agenda items for the next meeting is a discussion of a new technology. I am currently consulting on a project at Suncor, which has been testing that technology at one of its facilities. Can I discuss that project at the trade association?

A: No, not without Suncor’s permission. If you are contemplating sharing information obtained in the course of your business relationship with Suncor, we expect you to comply with the confidentiality provisions in our agreements and obtain Suncor’s written consent to share that information to the extent required.
Social media

If you work at a Suncor facility, you may want to share your experiences of being on-site, including taking pictures of equipment, facilities or other aspects of our operations to post online. Given social media’s instantaneous reach, a post or tweet about our facilities and operations could have unintended consequences.

**BOTTOM LINE:**

**Never:**
- Disclose information about Suncor’s operations, especially operational incidents, disruptions and potential downtime
- Take pictures of Suncor equipment, facilities or other aspects of our operations and share them online
- Post comments that imply you are speaking on Suncor’s behalf
- Create online profiles that indicate that you are a Suncor employee (e.g. LinkedIn)

Q: I provide services at a Suncor operating facility and today the facility experienced a disruption that caused some unexpected flaring. Can I share what happened on social media?

A: No. Never share information about, comment on or post pictures of Suncor’s operations.
Insider trading

We expect the third parties we do business with to maintain the confidence of any inside information acquired during the course of our business relationship and not trade Suncor shares or other securities based on that knowledge. Insider trading is a serious offence and can trigger significant reputational and legal consequences.

BOTTOM LINE:

Never trade Suncor shares or the securities of any other company on the basis of non-public information you acquire during the course of our business relationship.
Communicating with the public

Communications to the public
Securities laws generally require that all investors have equal access to information that may affect investment decisions and that material information is promptly and generally disclosed to the public. Suncor has processes in place to facilitate the timely and accurate disclosure of material information and has established a limited number of authorized spokespersons who are permitted to speak for the company.

**BOTTOM LINE:**

Never issue communications on Suncor’s behalf or respond to questions about Suncor from the media, members of the investment community or other members of the public. Refer inquiries to Suncor’s Communication group for follow up (403-296-4000 or media@suncor.com).

Endorsements
Suncor has working relationships with thousands of suppliers, consultants, contractors and other business associates and often receives requests for endorsements. These requests range from a letter of reference to using Suncor’s name and logo when promoting a business in advertising or media publicity. Suncor has a strict endorsement policy that requires our business associates to obtain our prior permission before using Suncor’s name, logo or other trademarks to promote their business.

**BOTTOM LINE:**

Even a simple mention of Suncor’s name may be considered an endorsement. Always ask your Suncor representative prior to using Suncor’s name, logo or other trademarks.
Use of Suncor property and IT systems

Everyone who does business with Suncor shares a responsibility for protecting Suncor property that has been entrusted to them. To the extent that you are responsible for Suncor’s property, we expect you to ensure the care, management and cost-effective use of it. This includes protecting it from theft, misuse or damage.

Using Suncor’s digital assets

Suncor provides access to digital assets (such as equipment, systems and online services) to approved business associates to enhance how we do business together. We expect everyone to take reasonable care to protect Suncor’s systems, reputation and information.

The internet is an uncontrolled environment. Ensure your email communications are appropriate and polite. Do not transmit Suncor confidential or business-sensitive material over email or the internet unless you are certain that the information will be secure and protected.

Activities on Suncor systems – including email and voicemail systems, internet, computers and cell phones – are monitored to ensure acceptable use. Do not expect personal privacy for communications that you send, receive or store on these systems or devices.

BOTTOM LINE:

- Always encrypt confidential information when using email, portable storage, cloud services or any internet based communication
- Report any suspicious activity related to Suncor’s confidential information, systems or equipment to Suncor’s client support center (1-866-276-7000 within North America or 1-403-272-7800 outside North America)
Ethical business conduct

- Conflicts of interest
- Gifts and entertainment
- Preventing improper payments
- Fair competition
- Accounting and financial reporting
Conflicts of interest

Do the right thing – the right way, with integrity. It’s one of our values and reflects the importance of trust in every business relationship. To safeguard that trust, we expect our business associates to report any situation that may create an actual or perceived conflict of interest.

The most common situations that could give rise to conflicts of interest are:

- Awarding work to subcontractors that are owned or controlled by a friend or a family member
- Any relationship that makes it seem that your judgment has been compromised

Q: I’m working on a proposal that my company is going to submit in response to a Suncor request for proposal. My spouse works in Suncor’s Supply Chain group and might be involved in reviewing my company’s proposal. Do I or my spouse need to do anything?

A: Yes. Although your spouse would be required to disclose the potential conflict under Suncor’s conflict of interest policy and recuse themselves from the proposal, we also expect our business associates to proactively raise potential conflicts to promote transparency and trust.

BOTTOM LINE:

Avoid any situation where you improperly benefit, or appear to improperly benefit, from knowledge acquired from your business relationship with Suncor. Also, talk to your Suncor representative about circumstances that could be perceived as a conflict of interest. Immediate, full and open disclosure creates an opportunity to address conflicting interests before any problems arise.
Ethical business conduct

Gifts and entertainment

Gift-giving customs vary around the world but one principle is clear – the exchange of gifts cannot compromise, or appear to compromise, our ability to make objective and fair business decisions. Suncor personnel are able to offer and accept reasonable gifts and entertainment as a way of building business relationships, but we are careful to avoid offers that may be misconstrued or create a sense of obligation.

What is acceptable?

Provided they don’t occur at a sensitive time, reasonable business lunches or dinners, the infrequent exchange of inexpensive gifts and the presentation of small tokens of appreciation at public functions are generally acceptable.

The point is this:

If you’re not sure whether an offer of a gift or entertainment is appropriate, discuss the issue with your Suncor representative beforehand.

BOTTOM LINE:

Keep the following requirements in mind when deciding whether to offer gifts or entertainment to Suncor personnel:

- Your offer should be of token value
- The exchange of gifts and entertainment should occur infrequently
- The exchange should not create a sense of obligation
- Never offer gifts of cash, cash equivalents (e.g. gift cards) or securities
- Never offer gifts or entertainment of any kind during a sensitive time such as a procurement process or contract negotiation

Q: I have tickets to a sporting event that I would like to invite my Suncor representative to attend with me. It would be a great way to strengthen our business relationship. What should I do?

A: Consider whether there are any procurement processes or negotiations underway that should impact your decision. If there are, you should not extend the invitation. If you have any questions or doubts, you should contact your Suncor representative and discuss whether it would be appropriate for them to attend.
No matter where we operate in the world, Suncor is committed to ensuring that our business dealings are fair, honest and ethical. That means holding everyone who works with us accountable for always conducting business free of corruption. Corruption damages the reputations of everyone involved – including the countries where it occurs. That’s why understanding corruption is essential to ensuring that it never becomes a part of doing business with Suncor.

In simple terms, corruption is the abuse of influence for private gain. All of the countries where Suncor operates have anti-corruption laws that make it illegal to offer a payment, gift or other benefit to a Public Official or private party to improperly obtain favourable treatment. Violations of these laws can result in severe penalties including substantial fines and prison time. For these reasons, it is essential that all Suncor business associates understand and comply with applicable anti-corruption laws.

Understanding the requirements can be complicated

The ethical and legal requirements in these situations can be complex. For example, while laws in some countries may allow facilitating or ‘grease’ payments, Suncor does not support their use in any situation or jurisdiction.

**BOTTOM LINE:**

Never offer or accept bribes, kickbacks or facilitating payments in connection with your business relationship with Suncor. Also, never make political or charitable donations on Suncor’s behalf.
Engaging third parties

In the course of your business relationship with Suncor, you may be authorized to engage third parties such as subcontractors. These third parties can be instrumental in determining the success of our business relationship, but their behaviour can have a direct impact on both our reputations.

**BOTTOM LINE:**

Make sure you conduct a thorough investigation into the third party’s background and reputation before you engage them. Your investigation should give you the confidence that the third party will act ethically and allow you to explain to Suncor why your confidence is justified. If you see anything that makes you think a third party you retained may act unethically, contact Suncor’s Compliance & Ethics team right away (complianceandethics@suncor.com). Deliberately ignoring warning signs of potential wrongdoing could make the situation worse.
Interactions with Public Officials

We need to be especially careful when offering gifts, entertainment or other benefits to Public Officials due to the heightened risks involved. The meaning of Public Official under Suncor’s policy is very broad and includes:

- Government employees
- Employees of an agency, department, corporation, board, commission or enterprise that is owned or controlled (in whole or in part) by a government
- Anyone acting in an official capacity for a government or any entity owned or controlled (in whole or in part) by a government
- Elected officials, candidates for public office and political party representatives
- Anyone affiliated with a public international organization such as the United Nations or the World Bank

Q: My company is considering sending a gift basket to a business contact who works at a company owned by a foreign government. We are currently working with that company on a Suncor project. Is this a problem?

A: There are many laws and regulations that affect the giving of gifts, meals and entertainment to Public Officials. There is a possibility that a gift basket could contravene these laws so make sure you contact Suncor’s Compliance & Ethics team first (complianceandethics@suncor.com).

BOTTOM LINE:

If you are contemplating offering gifts, entertainment, travel or anything else of value to a Public Official in connection with your business relationship with Suncor, you need the approval of Suncor’s Compliance & Ethics team. Contact Suncor’s Compliance & Ethics team for more details (complianceandethics@suncor.com).
Ethical business conduct

Fair competition

Suncor does not engage in anti-competitive activities. We compete for business vigorously, honestly and in compliance with all applicable antitrust and competition laws. We expect our business associates to share that commitment.

Competition laws are in place to ensure fair competition in the marketplace for products and services. The most serious competition related offences involve agreements between competitors to:

- Fix prices
- Restrict the production or supply of a product
- Divide or allocate markets

These anti-competitive agreements can result in criminal charges, fines and possible imprisonment even if the agreements do not harm other market participants. Simply entering into those types of agreements is illegal.

BOTTOM LINE:
We expect our business associates to have policies and procedures in place to ensure that their accounting and financial reporting complies with applicable accounting principles. All Suncor business associates also have a responsibility to ensure that Suncor transactions are recorded accurately and promptly and that any known inaccuracies, misrepresentations or omissions are promptly identified and reported to Suncor. Any invoices submitted to or on behalf of Suncor should be transparent and appropriately documented.

**BOTTOM LINE:**

If you know of any inaccurate, questionable or suspicious financial transactions, or non-compliance with your financial controls and processes that relate to your business relationship with Suncor, speak up and report your concerns to your Suncor representative.
Resources

Suncor Integrity Hotline
Q: I’m aware of some misconduct, but I don’t have all the facts. How certain should I be before I make a report? Should I try to collect more information first?

A: No, it’s not necessary to collect more information. In fact, it’s a bad idea to conduct the investigation yourself. Simply report what you know. Suncor has procedures in place to properly investigate matters.

There may be times where you may not feel comfortable to talk to your Suncor representative about something that seems inconsistent with this code. That’s why the confidential and anonymous Suncor Integrity Hotline exists. You can contact the hotline 24 hours a day, seven days a week, 365 days a year. NAVEX Global is our external provider for this service and they will assist you in filing the report.

Topics you can report include:

- Improper payments
- Questionable accounting
- Conflicts of interest
- Dishonest behaviour
- Harassment or workplace violence
- Auditing matters
- Unfair competition practices
- Other matters of concern

Continued on next page >
The Suncor Integrity Hotline cont’d

How to access the hotline

Online: Visit the www.suncor.ethicspoint.com website.

By phone: For international access in countries where AT&T Direct Service is available, dial the AT&T access number, then 866-270-9577, as detailed below.

North America
1-866-270-9577

China (Southern)
10-800-120-1239

China (Northern)
10-800-712-1239

Syria
0-801, then 866-270-9577

Norway
800-190-11, then 866-270-9577

Germany
0-800-225-5288, then 866-270-9577

United Kingdom
0-800-89-0011, then 866-270-9577

Libya and other countries where AT&T Direct Service is not available

Call collect (reverse charge) to the NAVEX Global Contact Centre by following these steps:

• From an outside line, contact your local operator and request a reverse charge or collect call to the U.S. to 503-726-2426.

• When the operator asks who is placing the call, say “Suncor” (do not give your name).

• NAVEX Global Contact Centre accepts all reverse charge or collect calls.

Due to international privacy laws, NAVEX Global is unable to accept reports from European Union countries on select topics. In those cases, you will be directed to our Corporate Security team for further assistance.