



## **POLICY GUIDANCE & STANDARDS**

### **DISCLOSURE OF MATERIAL INFORMATION & TRADING IN SHARES & SECURITIES**

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*Document Owner: General Counsel*

*Document Contact: Vice President Legal Affairs, Corporate*

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#### **SCOPE AND PURPOSE**

This policy guidance & standard (PG&S) applies to Suncor Energy Inc. and its subsidiaries world-wide (collectively "Suncor" or the "Company"). References in this document to "Suncor Personnel" include members of the board of directors, officers, employees and independent contractors (formerly referred to as contract workers) of Suncor. All Suncor Personnel must comply with this PG&S.

Supervisors and managers are expected to promote a working environment consistent with this PG&S and assist Suncor Personnel within their supervision to understand and comply with this PG&S.

This PG&S is subject to and forms part of Suncor's Standards of Business Conduct Code and Compliance Program.

#### **GUIDANCE & STANDARDS**

Securities laws, including the requirements of securities regulatory authorities and stock exchanges ("Securities Laws"), impose certain obligations upon public companies, such as Suncor, to publicly disclose material information. Persons who have knowledge of undisclosed material information relating to public companies are prohibited from trading in shares and other securities under several securities and criminal laws. Suncor will comply with the requirements of Securities Laws respecting disclosure of material information. All Suncor Personnel will comply with the requirements of applicable law relating to trading in shares and other securities.

#### **APPLICATION**

- I. Suncor Personnel who become aware of material information not generally known within the organization should immediately report it to their supervisor and should not discuss it with anyone else unless otherwise instructed by their supervisor. The information shall be relayed immediately and confidentially to a member of Suncor's Material Information Committee, which Committee will be responsible for directing disclosure and advising the informant of such disclosure. The members of the Material Information Committee include the President and Chief Executive Officer, the Vice President, Sustainability & Communications, the Chief Financial Officer, General Counsel, the Vice President, Investor Relations and the Vice President Legal Affairs, Corporate and such other officers of Suncor as may be identified from time to time in the Material Information Committee PG&S, as well as each individual to whom a member of the Committee has designated to exercise his or her authority during the member's absence. As a general rule, whenever the Committee becomes aware of material information regarding the affairs of Suncor, a press release disclosing the nature and substance of the information will be issued. See "**Communications to the Public PG&S**".

- II. Suncor Personnel must not trade in shares or other securities of Suncor, including, by way of example, shares acquired through the exercise of a stock option, with knowledge of undisclosed material information regarding the affairs of Suncor and shall not engage in any other action to take personal advantage of such undisclosed material information. Material information is considered generally disclosed after it has been accurately published and widely disseminated (through major newswire services, national news services and financial news services) and sufficient time (at least one trading day) has elapsed to permit evaluation of the information by the investing public. Therefore, Suncor Personnel should not attempt to “beat the market” by trading simultaneously with, or shortly after, the official release of material information. Trading in shares or other securities of Suncor is not made permissible merely because material information is reflected in rumours or other unofficial statements in the market place.
- III. Suncor Personnel may become aware of undisclosed material information regarding another corporation as a result of Suncor’s activity with that other corporation (for example, Suncor may be involved in a joint venture or other project with another corporation). Information not material to Suncor may be material to a supplier of Suncor or other corporation Suncor deals with. Suncor Personnel should not trade in the shares or other securities of the other corporation with knowledge of undisclosed material information regarding the affairs of the other corporation. These trading restrictions also apply to anyone who learns of the information from another person who he or she knows or ought reasonably to know is a person in a special relationship with Suncor or another corporation. The directors, officers, employees and professional advisors of a public company are among those persons considered to be persons in a special relationship with that company.
- IV. Except in the necessary course of Suncor’s business, Suncor Personnel should not inform other persons about undisclosed material information before the material information has been publicly disclosed. Suncor Personnel should not inform other persons about undisclosed material information, even if in the necessary course of Suncor’s business, if he or she has reason to believe that the information will be improperly used. Suncor Personnel in possession of undisclosed material information should not encourage or advise another person to trade in Suncor’s shares or other securities.
- V. If you become aware, or suspect, that persons are trading in shares or other securities with undisclosed material information, or are informing others of confidential material information, you should immediately advise Suncor’s General Counsel of any information that you have regarding such activities.
- VI. Suncor Personnel must forego trades in Suncor securities in order to comply with this PG&S, even if it causes them negative consequences, such as losses or foregoing gains. This applies even if the transaction is necessary or justifiable for independent reasons (e.g., to raise money for an emergency) – Securities Laws do not recognize such mitigating circumstances.
- VII. Suncor Personnel should make their investments in Suncor for the long term. Suncor Personnel shall not engage in short selling in shares of Suncor or purchase financial instruments (including, for greater certainty, puts, options, calls, prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a change in the market value of common shares or other securities of Suncor held by the person. For the purposes of this PG&S, short selling does not include a sale of shares not currently owned so long as the seller owns an immediately exercisable option to acquire the number of shares sold, and the sale and exercise is conducted in accordance with Suncor approved procedures for the exercise of options under official Suncor equity compensation plans such as the Executive Stock Option Plan and the Key Contributor Stock Option Plan.

- VIII. Suncor Personnel shall not trade in shares and other securities of Suncor two trading days prior to the day of the preliminary announcement of Suncor's quarterly and annual financial results, or during the one full trading day after the announcement is made. For example, if quarterly results are announced on a Tuesday subsequent to market closing, trading would be prohibited during the preceding Monday and Tuesday, and during Wednesday, being one trading day after the announcement. During these periods, Suncor Personnel may possess, or be perceived as possessing, inside information and any trading in shares or securities of Suncor may be, or may be perceived as being, improper. More stringent restrictions, including quarterly trading blackout periods, are applicable to Suncor's directors, senior officers and other employees in sensitive positions (collectively, "Restricted Persons") as designated by the Material Information Committee. For Restricted Persons, these more stringent restrictions supplement and form part of this PG&S. See **Trading Blackouts for Restricted Persons PG&S**, which has application to designated Restricted Persons.
- IX. This PG&S continues to apply to you so long as you have material information, even if you have terminated your employment or arrangement with Suncor, until the material information becomes public or non-material.

## PENALTIES AND LIABILITIES

Any indication of conduct involving violations of Securities Laws, or this PG&S, will be promptly and thoroughly investigated.

In Canada, Suncor Personnel who trade or inform in contravention of the above prohibitions are subject to criminal, civil and statutory penalties including fines of up to Cdn \$5 million or four times the profit gained or loss avoided, imprisonment for up to 10 years, and to civil liability to sellers or purchasers of shares or securities. Penalties in the U.S. include fines up to U.S. \$5 million and imprisonment for up to twenty years and to civil liability of up to three times the profit gained or loss avoided. In addition to these and other potential legal consequences, such persons would be accountable to Suncor for any benefit or advantage received by them, and subject to disciplinary action, which may include immediate dismissal.

Suncor Personnel should carefully consider how their transaction may be construed by enforcement authorities who have the benefit of hindsight.

## REPORTING OF TRADES IN SUNCOR SECURITIES BY DIRECTORS AND SENIOR OFFICERS

Directors and all Senior and Executive Vice Presidents of Suncor whom report to the Chief Executive Officer of Suncor are required to file insider reports relating to each transaction involving the acquisition or disposition of Suncor securities, including the exercise of stock options, with all applicable regulatory authorities. Suncor Personnel who have been designated as "Reporting Insiders" should refer to **Reporting Insiders PG&S**, for guidance on the requirements and processes for insider reporting.

## EXCEPTIONS

None

## DEFINITIONS

**Material information** means either a material change or a material fact. A material fact or change in the affairs of a corporation is one that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of any shares or securities of the corporation. Often, the fact or change would be internal to the affairs of the corporation, but an external event could cause a material change in the corporation's affairs. Examples of possible material facts or changes include: drilling results; asset acquisitions or dispositions; developments in exploration programs; financial results; pipeline leaks; oil spills; plant upsets; fires; entering into major product sales agreements. A decision by the Company's board of directors or, where directors' confirmation is probable, a decision by the Company's senior management, may constitute a material change. Material decisions or facts could include for example, approval of a financing plan, public share offering or private share placement; authorization of a take-over bid or business acquisition; approval of a reorganization, merger or other corporate transaction; significant policy changes; a declaration or omission of or a change in dividends.

**Trading in securities** means all transactions, including purchases and sales, involving shares or other securities. The only routine exception is for purchases of shares under an automatic purchase plan, such as the Suncor savings plan stock fund or dividend reinvestment plan. However, any purchases under these plans that involve an investment decision (such as a discretionary optional cash purchase or a decision to join the plan) are not an automatic purchase.

## REFERENCES TO RELATED DOCUMENTS

***Business Conduct Code and Compliance Program PG&S***

***Material Information Committee PG&S***

***Trading Blackouts for Restricted Persons PG&S***

***Reporting Insiders PG&S***

***Communications to the Public PG&S***