



**PETRONAS**

# CONFIDENTIALITY POLICY

PETRONAS ENERGY CANADA LTD.

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<b>Date</b>	26-NOV-2018

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## 1. Summary Statement

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This Policy sets forth the Company's requirements regarding the protection of Confidential Information and proprietary information, consistent with the expectations and plans of the Company, in consideration of PETRONAS Global's requirements. The Company's management of Confidential Information and proprietary information will be undertaken in a manner to manage risks to the Company, ensuring compliance with applicable law and the Company's policies, standards, Frameworks, and guidelines.

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## 2. Objectives

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The objectives of this Policy are to:

- Promote an awareness and understanding of the types of information that are considered Confidential Information and how that information should and should not be communicated and used;
- Define the Company's ownership of Inventions and Discoveries;
- Promote the confidentiality and security of the Company's Confidential Information and proprietary information for competitive, security, and other business reasons, as well as to comply with applicable law; and

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## 3. Scope

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This Policy applies to all Employees, Contractors, Consultants and any other person designated to act as an Authorized Spokesperson for the Company.

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## 4. Definitions

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Capitalized terms used herein have the meanings described below or, if not so defined, in the Company's Master Glossary.

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## 5. Requirements

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### 5.1 Definition of Confidential Information

For the purposes of this Policy, Confidential Information means any and all knowledge, data, and information, whether documented or undocumented, in digital, physical, or other format, concerning the Company's business and affairs, and includes, but is not limited to, the following:

- Financial information, whether relating to the Company generally or to particular products, services, geographic areas or time periods, business plans, profitability analyses, financial statements and related notes;
- Business activities, strategies, and dealings with external organizations or individuals, including, but not limited to, acquisitions and divestitures;
- Supply and service information, such as names or addresses of suppliers of services or goods, terms of supply or service contracts, or information about particular transactions or about potential

suppliers, to the extent that such information is not generally available to the public even if the combination of suppliers or use of a particular supplier is generally known or available;

- Business information such as:
  - Information relating to the Company's business, affairs, assets, structure, operations, or proposed activities;
  - Any technical, commercial, legal, financial, strategic, tactical, regulatory, or governmental information; and
  - All reports; interpretive data; geological, geophysical, seismic, engineering, environmental, health, safety, regulatory, land, accounting, operational, marketing and production data; agreements by, or on behalf of, the Company; forecasts; results of projects or operations; and information concerning pending transactions;
- Marketing information, such as details about ongoing or proposed marketing programs or agreements, sales forecasts, results of marketing efforts, or information about past or potential transactions;
- Customer information, such as any compilation of past, existing, or prospective customers' names, address, or backgrounds; records of transactions and prices; proposals or agreements between customers and the Company; and credit or related information about actual or prospective customers;
- Inventions and Discoveries; and
- Any other information that a reasonable person acting prudently would consider to be of a confidential nature.

Refer also to the Privacy Policy for information on the treatment of Confidential Information relating to Employees, Contractors and Consultants.

The Company categorizes information under one of the following classifications:

- Secret information
- Confidential information
- Internal information
- Open information

Details on the information classification can be in the Information Management Documentation Standard.

## 5.2 Reporting

If any Employee, Contractor or Consultant becomes aware of any actual or potential violation of this Policy, it must immediately inform the Legal department about the relevant facts. If an individual is unsure if information is Confidential Information or has questions about this Policy, the Legal department should be immediately consulted before discussing or disclosing it to anyone.

## 5.3 Trading Restrictions and Blackout Periods

In the normal course of business, the Company deals with publicly traded companies. By virtue of these business dealings, Employees, Contractors and Consultants may come to know material information with respect to such publicly traded companies. It is illegal for anyone to purchase or sell securities of a publicly

traded company while in possession of material information about such company that has not been publicly disclosed. It is also illegal for anyone to inform any other person of material, non-public information, often referred to as Tipping. There are serious sanctions for these matters, including substantial fines and potential jail sentences.

Individuals with knowledge of Confidential Information about the Company or its counter-parties, including in negotiations of potentially material transactions, are prohibited from trading securities of any counter-party until the end of the business day following the date of issuance of a news release disclosing the Confidential Information.

The Legal department should be promptly consulted if there is any uncertainty about trading securities of a public company or the use or disclosure of information about such companies.

#### **5.4 Maintaining and Protecting Confidential Information**

Any Employee, Contractor or Consultant privy to Confidential Information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to Confidential Information to only those individuals who need to know the information, and those individuals should be advised that the information is to be kept confidential. Outside parties privy to Confidential Information concerning the Company and its business dealings must be made aware of this Policy and must not divulge such information to anyone else, other than in the necessary course of business.

#### **5.5 Inventions and Discoveries**

Employees, Contractors, and Consultants are encouraged to innovate and create new products and processes on the Company's behalf. Any and all Inventions and Discoveries made or developed by an Employee, Contractor or Consultant in connection with its Company duties are the sole property of the Company. Individuals will inform their Vice President of any Inventions and Discoveries they make in order to evaluate their usefulness to the Company.

#### **5.6 Communications and Enforcement**

Any Employee, Contractor or Consultant who violates this Policy may face disciplinary action up to and including termination of employment for cause. Violation of this Policy may also relate to the violation of certain securities laws. If it appears that securities laws may have been violated, the Company will investigate the matter in accordance with the Whistleblower Investigation Framework and may inform the appropriate authorities.

#### **5.7 Obligations upon Termination**

Any Employee, Contractor or Consultants who, upon its termination, possesses Confidential Information will deliver the same to its Vice President, on or before the final day of its engagement with the Company.

For a period of two years after termination of an Employee's relationship with the Company, the Employee will not, without the Company's express prior consent, make use of business opportunities arising from its relationship with the Company's vendors, suppliers, Contractors, Consultants, principals, and/or other business partners, or cause or attempt to cause the diversion of business opportunities from the Company or termination of contracts or other business relationships of the Company.