

The Way We Do Business

Working With Suncor



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Our vision

To be Canada’s leading energy provider respected for our people, performance, sustainability and relationships that together create value-added contributions to society, communities, customers and shareholders.

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The Way We Do Business – Working With Suncor is an extension of Suncor’s own Standards of Business Conduct and reflects our purpose, 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.



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We are very proud of Suncor's reputation and commitment to building and maintaining mutual trust and respect while working safely.

It starts with our purpose and 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 behaviour and 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, respect and ethical behaviour are central to how we work together.

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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

is unconditional! If it isn't safe, we don't do it. We watch out for each other and have the courage to act so our workplace, our homes and our communities are healthy and safe.

Stronger together

We are stronger together because this is what allows us to achieve amazing outcomes. We work hard to build trust with one another, stakeholders, and Indigenous communities, be inclusive and use the experience of others in a positive way.

Operational discipline

is foundational to how we run our business. We use consistent standards, practices and behaviors to always improve our performance as we aspire to do the right thing, the right way, every time to get great results.

Curiosity and lifelong learning

will help us grow, to challenge the status quo, and to learn from and support each other to make the world a better place. We listen, we share, we stretch, and we adapt.

Act with integrity

We act with integrity in everything we do. We do what we say we'll do and approach our responsibilities by being open, honest, respectful and transparent.



Accountability

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All Suncor business associates are responsible for meeting the expectations and requirements outlined in this code. We also expect your personnel and subcontractors 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 and subcontractors respect our values so that our day to day business is conducted in a fair, honest, respectful 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.

We encourage you to consider implementing your own supplier code of conduct to help your own supply chain raise the bar.

Accountability (cont'd)

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 respectful, fair and honest?
- Does it compromise trust or integrity?

Remember these suggestions:



1. Ask

Ask, "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.

2. Clarify

Clarify your responsibility and role. It will probably help to get others involved to discuss and resolve the problem.

3. Discuss

Discuss the problem with your Suncor representative. They may be more knowledgeable about the particular situation and able to assist in decision-making.

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.

Operational discipline and safety

Operational discipline is foundational to how we run our business. We use 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
- Drive performance through a lower cost and carbon competitive mindset.
- 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

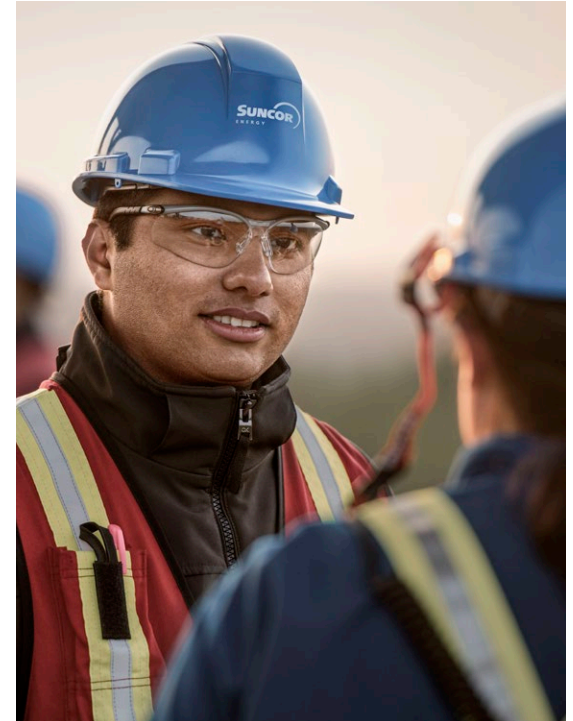
We expect our business associates to consistently follow Suncor's standards and practices, and support our efforts in improving our performance.

Safety above all else

- Safety is a critical part of Suncor's culture.
- Safety is our moral obligation to people, because we care about employees and contractors alike.
- 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.



Respectful work environment

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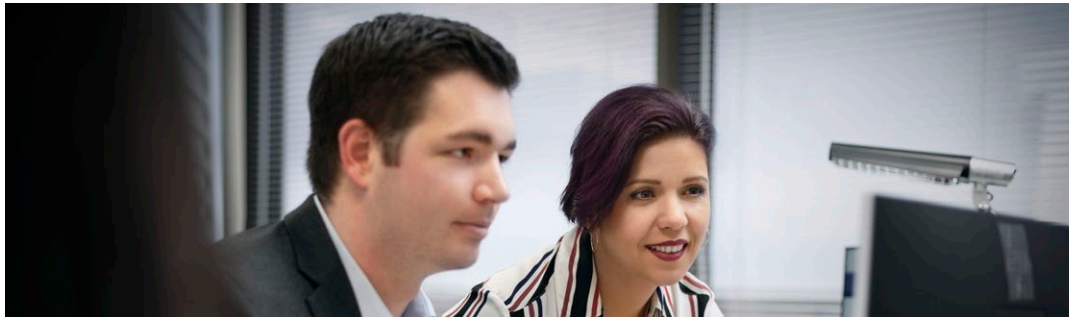
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Suncor is committed to a work environment that encourages mutual respect where everyone can thrive and feel a sense of belonging. We celebrate and support the unique experiences of our people by fostering a psychologically safe work environment where everyone feels respected and valued.

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.

Discrimination means treating a person unfairly based on their age, ancestry, citizenship, color or any other status protected by applicable laws.

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, discrimination and violence very seriously and has processes in place to address these situations.

BOTTOM LINE

Suncor does not tolerate harassment, discrimination or violence in the workplace. Never participate in conduct that creates a 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.

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Suncor is committed to respecting internationally recognized human rights. These rights include those set out in the International Bill of Human Rights and the International Labor Organization Declaration on Fundamental Principles and Rights at Work, and the eight Fundamental Conventions that comprise it. We also aim to align our practices with those outlined in the United Nations Guiding Principles on Business and Human Rights and to adhere to the Voluntary Principles on Security and Human Rights.

Respecting human rights includes:

- Never using child or forced labour or engaging in human trafficking;
- Allowing freedom of association and collective bargaining;
- Paying wages and benefits that satisfy local standards; and
- Complying with hours of work requirements.

BOTTOM LINE

Suncor has zero tolerance for the use of child labour, forced labour and human trafficking. Always have safeguards in place so no goods or services produced by child or forced labour, or victims of human trafficking, are ever supplied to Suncor.

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We act with integrity in everything we do. We do what we say we'll do and approach our responsibilities by being open, honest, respectful and transparent. This is 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

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.

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.

Gifts and entertainment

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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

If you are in doubt, ask yourself these questions

	YES	NO
Is the gift of non-material value?	<input type="checkbox"/>	<input type="checkbox"/>
Could the recipient easily reciprocate?	<input type="checkbox"/>	<input type="checkbox"/>
Does the giving occur infrequently?	<input type="checkbox"/>	<input type="checkbox"/>
Does it comply with local laws?	<input type="checkbox"/>	<input type="checkbox"/>

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.

Prevention of improper payments

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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.

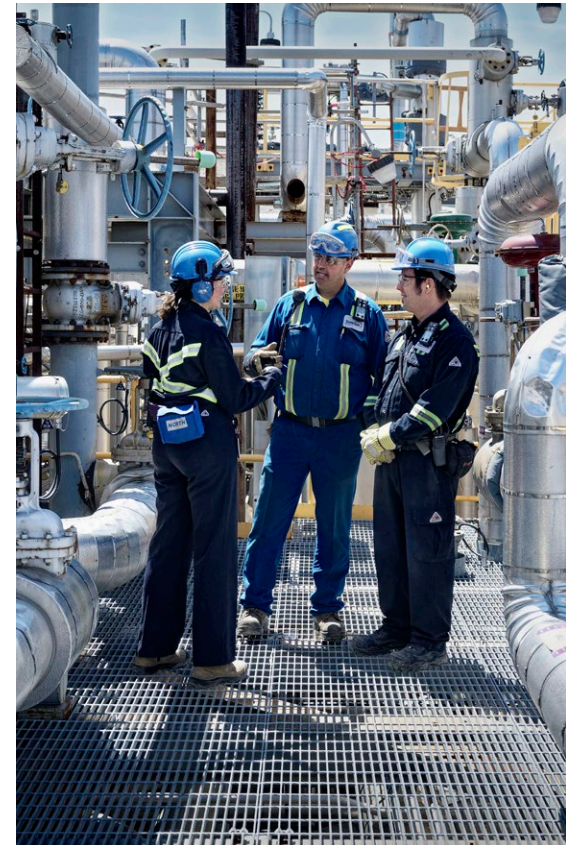
In simple terms, corruption is the abuse of influence for private gain. All of the countries where Suncor operates have anti-corruption laws that make it illegal to offer a payment, gift or other benefit to a Public Official or private party to improperly obtain favourable treatment. Violations of these 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.

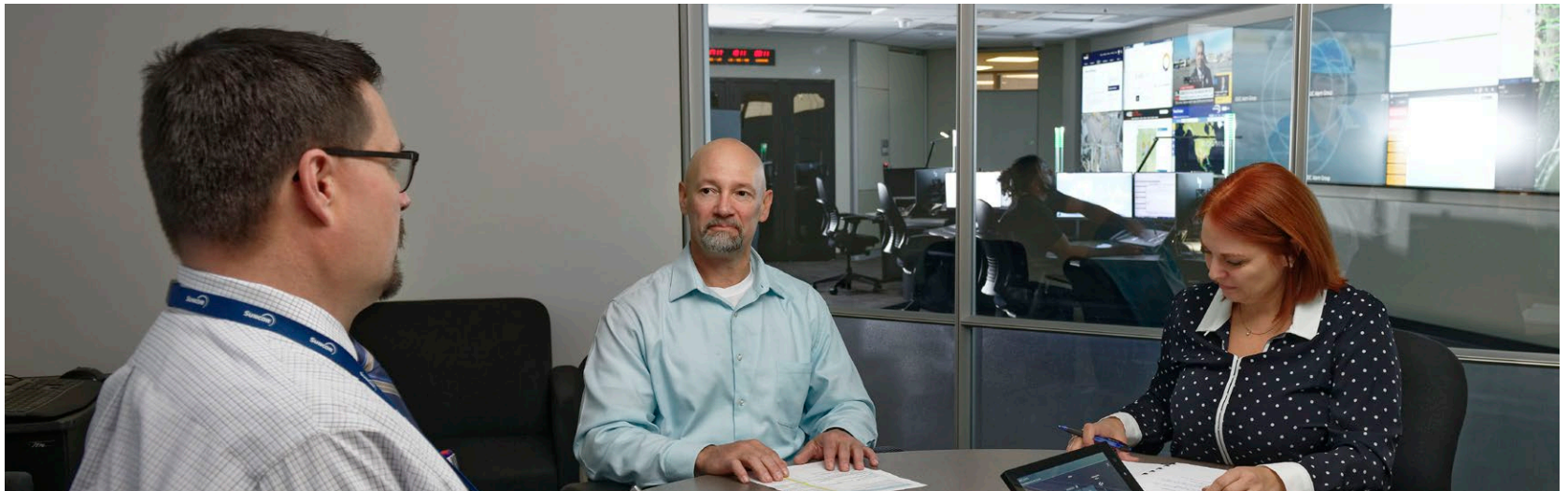


Prevention of improper payments (cont'd)

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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.

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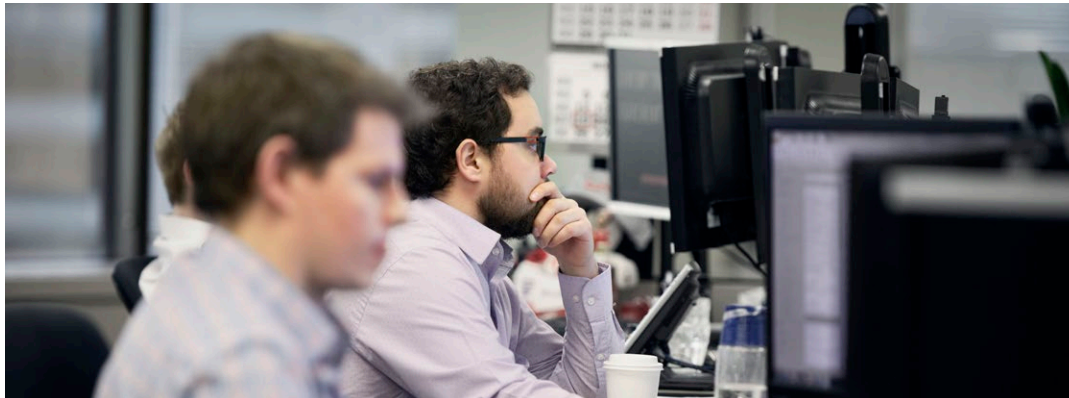
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Interactions with Public Officials

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

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)

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).

Fair competition

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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

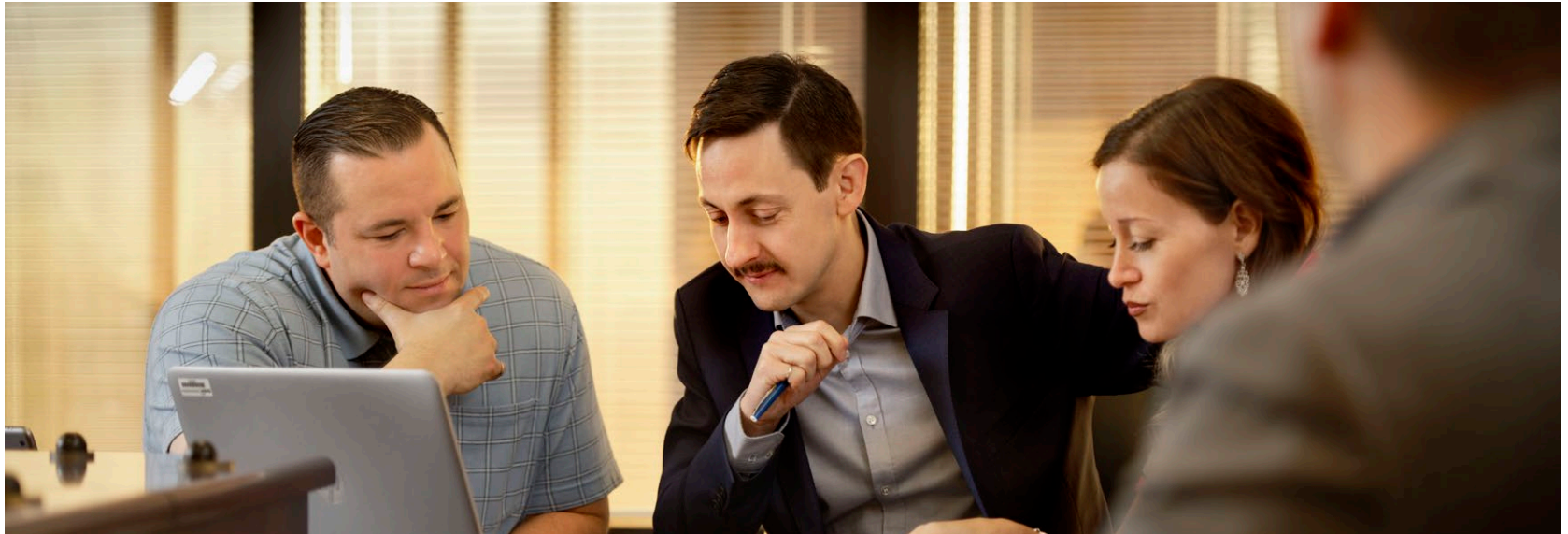
Suncor does not engage in anti-competitive activities. We compete for business vigorously, honestly and in compliance with all applicable antitrust and competition laws. We expect our business associates to share that commitment.

Accounting and financial reporting

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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.

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Confidentiality

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.

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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.

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 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 or with others
- Post comments that imply you are speaking on Suncor's behalf
- Create online profiles that indicate you are a Suncor employee (e.g. LinkedIn)

Insider trading and communicating with the public

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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.

Insider trading and communicating with the public (cont'd)

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

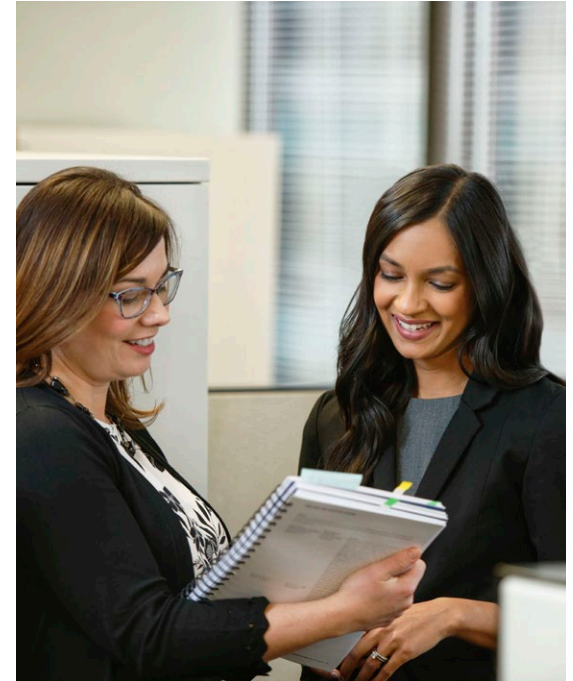
Never issue communications on Suncor's behalf or respond to questions about Suncor from the media, members of the investment community or other members of the public. Refer inquiries to Suncor's Public Affairs team for follow up at media@suncor.com.

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

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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

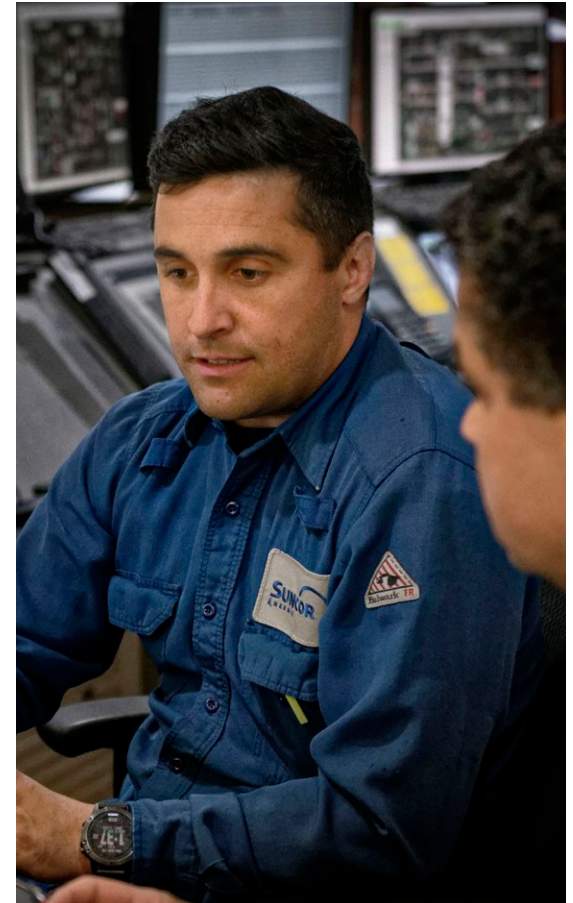
Suncor provides access to digital assets (such as equipment, systems and online services) to approved business associates to enhance how we do business together. We expect everyone to take reasonable care to protect Suncor's systems, reputation and information.

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)



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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, disrespectful behaviour or workplace violence
- Auditing matters
- Unfair competition practices
- Other matters of concern

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.

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How to access the hotline

Call one of the numbers below or visit www.suncor.ethicspoint.com to make a report online.

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

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 Suncor's Corporate Security team for further assistance.

Notes

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