

# Gift & Entertainment Guideline

## Owner: Vice-President, Internal Audit

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## Purpose

This Gift & Entertainment Guideline (Guideline):

- Recognizes that developing and maintaining strong working relationships with suppliers, associates, industry colleagues, public officials and other stakeholders is important to Cenovus's success and acknowledges the giving and receiving of gifts and entertainment is an important part of building those relationships.
- Supports, where reasonable in accordance with the provisions of this Guideline, the giving and receiving of gifts or entertainment provided they do not affect, or appear to affect, your ability to make objective business decisions.
- Reinforces our commitment to adhering to the highest ethical standards of conduct in all our business activities as set forth in the Code of Business Conduct & Ethics.
- Provides clarity on when it is and when it isn't acceptable to offer or receive gifts or entertainment in the course of employment with or service to Cenovus.

## Scope

This Guideline applies to all staff and Board of Director members (director) of Cenovus Energy Inc. and its subsidiaries when offering or receiving gifts or entertainment involving third parties. Service provider resources working for Cenovus must have in place guidelines equivalent to, or more restrictive than, those found in this Guideline. The Meetings and Events Standard and Employee Significant Occasions Guideline apply to any internal Cenovus gift giving and entertainment.

## Roles and responsibilities

**Staff** are expected to exercise common sense and good judgement in accordance with the provisions of this Guideline when offering or receiving gifts or entertainment. When unsure of the appropriateness of the gift or entertainment, staff are expected to seek guidance and approval from their supervisor or Cenovus representative, including nominal value and frequency limit.

**Supervisors** are responsible for monitoring compliance with this Guideline, and for promoting transparency around the giving, or receipt, of gifts or entertainment.

**Government Affairs** is responsible for providing authorization for offering or receiving gifts or entertainment to or from a public official.

**Enterprise Compliance** is responsible for developing, communicating and supporting this Guideline and associated training and awareness.

## Guideline statements

### Acceptable gifts and entertainment

Gifts and entertainment offered or received are acceptable when they are consistent with our Code of Business Conduct & Ethics and comply with the following principles:

- Are nominal in value and should not without approval, exceed an annual maximum of \$500 Canadian (or equivalent currency outside of Canada) from or to the same source.

- Occur infrequently (should not, without approval, exceed four occurrences in a 12-month period from or to the same source).
- The intent is to build or maintain an objective business relationship or is an offering of normal courtesy.
- Must be permissible under all applicable laws, rules and regulations and any and all applicable company policies.
- Are appropriate and consistent with reasonable business practice.
- Are accepted and provided in a transparent manner including discussion with your supervisor.

## Unacceptable gifts and entertainment

Gifts and entertainment must never be offered or accepted with the intention to influence, or appear to influence, business decisions, public policy or relationships in any way.

Gifts and entertainment, offered or received, are not acceptable where they:

- Are solicited.
- Consist of cash or cash equivalents (such as gift cards).
- Could create a conflict between personal interests and professional duties or even appear to create such a conflict.
- Create a sense of obligation (e.g. causing the staff member to influence the selection of suppliers).
- Are received or offered during a competitive bidding process.
- Are provided to a staff member's relative or close personal friend inconsistent with the Conflicts of Interest Standard.
- Are the free provision of services or use of a facility or property.
- Involve excessive entertainment and hospitality, and any accommodation or transportation not directly associated with the execution of Cenovus business.
- Are a political donation.
- Are not permitted under the third-party organization's policies or practices.
- Involve or are otherwise associated with a public official and have not been administered pursuant to the Trade Compliance Standard and Anti-Bribery, Anti-Corruption & Anti-Money Laundering Standard, or approved by Government Affairs.

## Political contributions and wrongful payments

Political contributions may be construed as a gift or entertainment. Cenovus does not make political contributions. An event where a portion of the ticket cost is considered a political contribution will not be reimbursed by Cenovus. Government Affairs should be contacted prior to purchasing a ticket if you plan to attend the event as a representative of Cenovus.

Gifts and entertainment provided to (and in certain cases received from) public officials in order to obtain or retain business or gain an improper or unfair advantage (like bribes and kickbacks) are not permitted under the law and can attract civil and criminal sanctions. The provision of gifts and entertainment to public officials must therefore be managed carefully to avoid such risks and the perception of impropriety and Government Affairs should be contacted for guidance.

### Lobbying

Gifts and entertainment provided to (and in certain cases received from) public officials for lobbying may be prohibited by law, can attract civil and criminal sanctions or may be subject to certain specified limits and restrictions. Government Affairs should be contacted for guidance.

If you are a registered lobbyist, political volunteer work may also be construed as a prohibited gift in some jurisdictions. Government Affairs can provide further guidance if you believe this may apply to you.

## Books and records

Staff and supervisors must properly record and approve, respectively, business related expenses for giving of gifts and entertainment within Cenovus's expense system. While no formal tracking is required for receipt of gifts and entertainment, the principles of this guideline must be adhered to.

## Compliance and enforcement

### Monitoring

Audit programs are in place that track both the contracts issued to external parties and the expenses those parties incur in providing gifts and entertainment. A review of expenses incurred and involving public officials is conducted on an annual basis.

### Support

If a staff member is unsure about the appropriateness of a gift or entertainment, guidance and approval should be sought from their supervisor or Cenovus representative, Enterprise Compliance, Legal or Government Affairs.

Any person with knowledge or suspicion of non-compliance related to gifts and entertainment received or given are obligated to report the suspected non-compliance to their Supervisor, Human Resources Business Partner, the Integrity Helpline or the Investigations Committee.

## Related policies and standards

- Anti-Bribery, Anti-Corruption & Anti-Money Laundering Standard
- Code of Business Conduct & Ethics
- Conflicts of Interest Standard
- Corporate Credit Card & Expense Standard
- Meetings & Events Standard
- Trade Compliance Standard
- Travel Standard

## Glossary

**Gifts and entertainment** include anything of value offered to or received by staff, directors or members of their family. Gifts include cash and non-cash items.

**Entertainment** includes third party accompanied events such as business meals, invitations or tickets to sports, recreational or cultural events and venues, as well as any associated meals, refreshment, accommodation and travel.

**Public official** includes, without limitation, any minister, civil servant, director, officer, employee, official or other person acting for or on behalf of any:

- Government, state, province or municipality, statutory and legislative bodies, and boards, commissions, committees and other bodies appointed by the government or government officials and employees or agents thereof including police officers, firefighters, members of the military, tax authorities, customs inspectors, etc.).
- Political party or candidate for public office.
- Government department, agency or body.
- Government or state-owned entities, or companies controlled by such entities (e.g. hospitals, utility companies, energy companies, universities, financial services companies).
- Public international organizations (e.g. the United Nations, International Red Cross, World Bank, etc.).
- Aboriginal band, Metis local or society (or entities owned by such a band or local or society), and any other organization which purports to exercise public rights for and on behalf of one or more aboriginal or indigenous groups.
- Members of the judiciary or a legislative body or a member of their staff.
- Any relatives (e.g. parent, sibling, spouse or child) of any of the above.