



# Code of Business Conduct

This Code of Business Conduct establishes Keyera's commitment to conducting its business ethically and legally. This Code and related policies and procedures, including Keyera's Business Conduct Policies, will be used in identifying and managing ethical situations and in making ethical business decisions which adhere to these commitments.

## COMPLIANCE WITH LAWS AND REGULATIONS

All employees, officers, contractors, consultants (collectively referred to as "employees") and directors must comply with the laws, rules and regulations of the locations in which we operate, including laws and regulations in respect of human rights, environmental stewardship, occupational health and safety, anti-bribery and corruption, and responsible energy development. Additionally, Keyera complies with the requirements of applicable regulators including, energy regulators, securities regulators and stock exchanges. Violations or potential violations of laws, rules and regulations must be reported in accordance with Keyera's Policy on Reporting Concerns.

## CONFLICTS OF INTEREST

Keyera expects employees and directors to avoid situations where personal interests could conflict or appear to conflict with their duties and responsibilities to Keyera or the interests of Keyera as a whole. A conflict of interest may occur through an activity, investment or relationship that creates conflicting loyalties or prevents the proper performance of duties by Keyera's employees and directors or creates or appears to create, a situation where judgment or ability to act in the best interests of Keyera is affected. When faced with an actual or potential conflict of interest situation, employees and directors must follow the procedures outlined in Keyera's Conflict of Interest Policy.

## CORPORATE OPPORTUNITIES

Employees and directors are prohibited from competing with Keyera, taking opportunities discovered through the use of corporate property, information or position for personal gain, and using corporate property, information or position for personal gain. Employees and directors should refer to Keyera's Conflicts of Interest Policy.

## INDUCEMENTS AND GIFTS

Unlawful or unethical behaviour in Keyera's workforce is not tolerated, including soliciting, accepting, or paying loans, bribes or other illicit payments for any purpose. Situations where judgment might be influenced or appears to be influenced by improper considerations must be avoided. Payment or acceptance of any "kickbacks" from a contractor or other external party is prohibited.

Keyera does not allow the acceptance or giving of gifts, favours, personal advantages, or benefits of any kind, other than those of nominal value that can be made as a generally accepted business practice. Employees and directors should refer to Keyera's Conflicts of Interest Policy.

## PROTECTION AND USE OF KEYERA'S ASSETS AND INFORMATION

Keyera's information, data, office equipment, tools, vehicles, supplies, facilities and services are to be used for authorized business purposes (with limited exceptions) and used,

maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of Keyera assets is strictly prohibited. Confidential information consists of all non-public information, including information that might be of use to competitors or harmful to Keyera or its customers if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company gained in the course of work duties must be protected in the same manner as confidential information about Keyera. These confidentiality obligations remain in effect beyond termination of employment, service contracts or directors' appointments with Keyera or its affiliates.

Taking advantage of, or benefiting from, confidential information obtained at work is not permitted. Friends, relatives or associates must not benefit from such information. Acquiring or disposing of any business interest, including publicly traded securities, whether directly or through another person, where "insider" information is known and not yet publicly disclosed must be avoided. If an employee or director is not sure whether information has been publicly disclosed, they should consult with the director, investor relations for guidance before engaging in any transaction in any securities of Keyera. All securities transactions are subject to the Insider Trading and Securities Transaction Policy and the Trading in Securities Procedure if applicable.

## **POLITICAL ACTIVITIES**

Keyera does not make contributions or contributions in kind (properties, materials or services) to political parties, committees or their representatives, unless permitted by law, and approved in advance by senior corporate management pursuant to Keyera's Political and Public Relations Policy. Keyera employees and directors may choose to become involved in political activities as long as they undertake these activities on their own behalf. Keyera employees and directors may, on a personal level, give to any political party or candidate, but reimbursement by Keyera is prohibited.

## **ACCURACY OF BOOKS AND RECORDS**

Records must be kept and maintained to fulfill relevant legal requirements. Recording and reporting information, including information related to operations, environment, health and safety, training, human resources and financial matters, must be done honestly, accurately and with care.

The books and records of Keyera must reflect in reasonable detail its transactions in a timely, fair and accurate manner to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles. All business transactions that employees and directors have participated in must be properly authorized, properly recorded and supported by accurate documentation in reasonable detail.

## **ACCOUNTING, AUDITING OR DISCLOSURE CONCERNS**

Keyera is required to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to Canadian securities regulatory authorities and the Toronto Stock Exchange, as well as in other public communications made by Keyera. All public disclosure and dissemination of information will be prepared and provided honestly, accurately and in compliance with Keyera's disclosure controls and

procedures. Employees must not speak on behalf of Keyera unless authorized to do so and should refer to Keyera's Disclosure Procedure.

Information must not be concealed from Keyera's external auditors, internal auditors, the Board of Directors or the Audit Committee of the Board. All employees and directors have a duty to submit good faith questions and concerns regarding questionable accounting, auditing or disclosure matters or controls. Submissions about these or similar matters must be reported in accordance with Keyera's Policy on Reporting Concerns.

## **FAIR DEALING**

Keyera strives to achieve meaningful consultation with stakeholders and indigenous communities who may be affected by our operations, and we comply with consultation procedures prescribed by applicable regulators. All employees and directors shall endeavour to deal fairly with Keyera's customers, contractors, industry partners and employees, and must not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair dealing.

## **OBSERVANCE OF THE CODE OF BUSINESS CONDUCT**

All employees are accountable for learning, endorsing and promoting this Code and applying it to their own conduct and field of work. Business partners and suppliers are expected to act consistently with the principles outlined in Keyera's policies, practices and processes, including this Code. Where local laws impose a lower standard than Keyera's policies, we comply with Keyera's higher standards. Actions that violate or appear to violate this Code must be reported in accordance with Keyera's Policy on Reporting Concerns.

## **WAIVERS AND AMENDMENTS**

Any waiver of this Code for officers or directors may only be made by the Board or the Compensation & Governance Committee and will be promptly disclosed to unitholders to the extent required by law, rule, regulation or stock exchange requirement. Waivers of this Code for other employees may be granted only by the Chief Executive officer.

Amendments to the practices described in this Code will be publicly disclosed to the extent required by law, rule, regulation or stock exchange requirement.