



## **POLICY RESPECTING DISCLOSURE OF INFORMATION (the “Policy”)**

*(Revised Policy approved by the Board of Directors on November 26, 2015)*

### **1. PREAMBLE**

Because Gaz Métro inc. (“GMI”) issues debt securities to the public to finance the activities of Gaz Métro Limited Partnership (“Gaz Métro”), it is a reporting issuer subject to securities legislation. GMI is also the general partner of Gaz Métro and has undertaken to act only in this capacity. Consequently, material changes with respect to Gaz Métro also have an impact on GMI and could be expected to influence the investment decisions of a reasonable investor.

Securities legislation and regulations require a reporting issuer to disseminate periodic financial information about the enterprise and to disclose immediately, with certain exceptions, all “material (or “timely”) information”.

### **2. OBJECTIVES**

This Policy is intended to ensure that communications to all stakeholders of GMI are complete, exact and timely, and to ensure that all of the persons to whom this Policy applies understand they are required to keep material information confidential.

### **3. SCOPE**

This Policy applies to Directors and Officers of GMI and its subsidiaries, as well as to employees of Gaz Métro and to representatives and suppliers of GMI and Gaz Métro who, by virtue of their functions, mandates or contracts with GMI or Gaz Métro and their subsidiaries, or otherwise, have information. It also applies to any person authorized to speak on behalf of GMI or Gaz Métro.

### **4. COMMUNICATION**

GMI shall ensure this Policy and any possible revisions thereto are disseminated in an effective manner, specifically by:

- a) disseminating a copy of it on the Internet site of Gaz Métro ([www.gazmetro.com](http://www.gazmetro.com)); and
- b) providing a copy of it to the Directors, management personnel and other employees of Gaz Métro who are required, or likely to be required, to have knowledge or communicate information, or make decisions concerning the communication of information.

## 5) **INFORMATION**

This Policy covers information of a financial or other nature that could have an impact on the results of Gaz Métro and, consequently, the results and the value of the securities of GMI.

It also covers information in documents filed with the Canadian Securities Administrators (“CSA”) (annual and interim reports, annual information forms, prospectuses, etc.), press releases, Material Change Reports, documents sent to holders of securities, presentations by management of GMI, acting on its own behalf and its capacity as general partner of Gaz Métro (“**Management**”), including information on web sites or any other electronic communications.

The Policy also applies to information communicated during speaking engagements, press conferences and media interviews, and meetings, conference calls and telephone or electronic conversations with investors.

## 6) **MATERIAL INFORMATION**

Material information is any information about GMI or Gaz Métro and their activities that has or that it is reasonable to expect could have a significant impact on the value of the securities of GMI or that it is reasonable to expect could have a significant influence on the investment decisions of a reasonable investor. Material information includes both material changes and material facts relating to the activities and affairs of GMI or Gaz Métro.

Securities legislation stipulates that a material change includes a change in the business activities, operations or share capital of an issuer that it is reasonable to expect could have a significant impact on the value of its securities. The definition includes a decision by the board of directors, or by management of the issuer if the decision will probably be approved by the board of directors, to make a change.

Determination of the materiality of information depends on the circumstances, i.e. it may vary for different corporations based on its own circumstances. To determine if information is material, the following factors, for example, need to be taken into account:

- b) the nature of the information, the volatility and liquidity of the securities of GMI and the market circumstances when the evaluation is being done;
- c) the status of the activities and operations of GMI or Gaz Métro;
- d) the impact of the event, change or new fact on the assets, liabilities and earnings of GMI or Gaz Métro, on an annual and quarterly consolidated basis, provided the extraordinary item is non-recurring (any item having an impact of 10% or more should be considered material unless the facts prove otherwise);
- e) a sound business assessment based on experience is often required to determine the materiality of information;
- f) the monitoring and evaluation of the market to different communications helps to

determine whether or not information is material and to adopt a consistent approach in this regard.

If there is any doubt, disclosure shall be made.

The CSA require that periodic or timely information be treated differently. Periodic information is in the normal course of business and is, consequently, disclosed in, among others, interim and annual reports as well as press releases reporting results. The legislation and regulations governing periodic information of a reporting issuer are well known by the Directors and external auditors, as well as the officers of Gaz Métro, and, accordingly, have not been repeated in this Policy but are incorporated herein by reference.

Material timely information on the other hand is information that has to be disclosed when there is a material fact or change concerning the affairs of GMi or Gaz Métro. As the framework for disclosing material timely information is different from the disclosure of periodic information, Gaz Métro Management Committee adopted a directive – *Directive on Disclosure of Material Timely Information* (the “**Directive**”) – and the rules governing the disclosure of timely information are summarized in it and should be referred to.

## **7. INFORMATION DISCLOSURE COMMITTEE**

### **7.1. Composition**

GMi set up an Information Disclosure Committee (the “**Committee**”), which is composed of the persons performing the following or comparable functions:

- Chief financial officer;
- Vice President, Risk Management and Internal Audit
- Treasurer;
- Corporate controller;
- Chief internal auditor;
- Corporate secretary or Assistant corporate secretary;
- Senior investor relations advisor; and
- Senior public affairs advisor.

### **7.2. Responsibilities**

The Committee shall:

- develop and implement this Policy;
- monitor the effectiveness of and compliance with this Policy;
- oversee the controls and procedures for disclosing periodic information; and
- review all documents disclosing periodic information before they are presented to the Audit Committee and are released or filed, specifically Management Discussions and Analyses and financial statements, annual information forms, press releases concerning periodic information, prospectuses, etc.

### **7.3. Functioning**

The Committee shall meet every quarter, by any appropriate means, and when necessary. It may invite and consult any person it considers appropriate to help it with its work.

The Corporate Controller shall coordinate the work of the Committee.

In certain circumstances, a member of the Committee may delegate to any person he/she considers appropriate his/her functions as a member of the Committee.

The Committee may adopt directives and procedures related to its mandate.

## **8. MATERIAL TIMELY INFORMATION DISCLOSURE PRINCIPLES**

### **8.1. General rule**

GMi shall adhere to the following principles when a situation or change constitutes material information:

- material information shall be disclosed immediately by means of a press release, i.e. as soon as management becomes aware of the information or, if the information is known, as soon as it becomes obvious the information is material;
- disclosure shall include any information the omission of which could make the rest of the disclosure inaccurate;
- unfavourable material information shall be disclosed as promptly as favourable information;
- disclosure shall not be selective; previously undisclosed material information shall not be disclosed to certain persons without being disclosed to the public at the same time; if such information is disclosed inadvertently, it shall immediately be disclosed in a press release;
- disclosure shall be updated if it becomes inaccurate, false or misleading due to events that occur since the disclosure; and
- material information disclosed inadvertently in a communication to the public, whatever it is, shall be disclosed immediately in full in a press release.

### **8.2. Framework for disclosing material timely information**

The process for disclosing timely information is described in the Directive and should be referred to for further details about it.

## **9. MEANS FOR DISCLOSING PERIODIC INFORMATION**

### **9.1. Distribution of periodic information**

When a press release dealing with periodic information is issued, it shall be:

- prepared by the Investor Relations Department;
- reviewed by the Committee and then the Audit Committee of GMi and approved by the Board of Directors of GMi;
- sent to the CSA, if applicable, by the Investor Relations Department;
- distributed by a recognized wire service that provides national distribution;
- disseminated on the Internet site of Gaz Métro/GMi by the Investor Relations Department as soon as it is released; and
- filed by the Corporate Secretariat with the CSA via SEDAR.

If the information in the press release also constitutes a material change for Gaz Métro, and consequently for GMi, GMi shall also file a Material Change Report with the Canadian Securities Administrators via SEDAR, in the format established pursuant to Form 51-102A3 of Regulation 51-102 respecting Continuous Disclosure, as soon as possible, but no later than 10 days following the date the change occurs. If the information constitutes a material change for GMi, but not for Gaz Métro, GMi shall also file a Material Change Report.

### **9.2. Conference Calls**

Conference calls may be held following a press release dealing with periodic financial information of GMi. The press release shall provide the details about the date and time of the conference call, which shall also be broadcast on the Internet, and explain how interested parties can access the call.

When a conference call is to be held, advance notice of a conference call shall be provided in a press release approximately two weeks ahead of time.

A tape recording of the conference call and an archived Internet broadcast shall be made available following the call for a period of at least 30 days for anyone interested in listening to a replay.

If selective disclosure of previously undisclosed material information had been inadvertently made during the conference call, steps shall be taken to immediately make full disclosure by press release.

## **10. ELECTRONIC COMMUNICATIONS**

### **10.1. Internet site**

The Investor Relations Department shall be responsible for the Internet site of

Gaz Métro dedicated to investor relations and updates thereto.

GMi acknowledges that disclosures on an Internet site are inadequate for material information not yet published. Consequently, all disclosures of material information on any Internet site of Gaz Métro shall be accompanied by a press release and shall comply with the Directive.

#### **10.2. Information request by email or telephone**

The Investor Relations Department shall also answer electronic or telephone questions. Only public information, or information that may be disclosed in accordance with this Policy, may be used to respond to those questions.

### **11. PRESS BRIEFINGS**

No material information shall be disseminated in a press briefing unless it has been previously disclosed in a press release.

### **12. COMMUNICATIONS WITH INDIVIDUALS OR SMALL GROUPS**

To ensure good investor relations, GMi has to respond to questions asked directly by or on behalf of investors by brokers and other financial market professionals, as well as by the media. In all of these communications, the objective of the GMi spokespersons shall only be to make GMi and Gaz Métro better known using information that is not material information not yet disclosed.

Presentations made to investors shall be archived on the Gaz Métro's Internet site. To the extent possible, the GMi spokesperson shall keep notes of important conversations with investors.

If material information has been inadvertently disclosed during one of these conversations or briefings, it shall be immediately distributed via a press release as previously stated and as well as in the Directive.

### **13. FINANCIAL INFORMATION MANAGEMENT**

#### **13.1. Designated spokespersons**

The President and Chief Executive Officer, the Executive Vice President, Corporate Affairs and Chief Financial Officer, the Treasurer and the Senior Investor Relations Advisor are the official spokespersons for GMi in communications with investors, financial analysts, brokers and other financial market interveners and the media when they are reporting financial information. They may occasionally designate others employees of Gaz Métro to speak on behalf of GMi, in particular with respect to specific inquiries about matters with which they are familiar.

Employees who are not designated spokespersons shall never respond to questions from the financial community or the media with respect to financial information unless expressly asked to do so by an authorized spokesperson. All such queries shall be referred to the Coordinator, Investor Relations.

### **13.2. Forward-looking information**

GMI shall not disclose financial projections. However, from time to time it may have to discuss the outlook for the future, which shall be done in general terms only and shall be accompanied by an explicit warning to investors of the risk the projections in question may not materialize.

The information shall be accompanied by a declaration that the information is current as of the date on which it is made and is provided subject to change after that date, and that GMI does not intend to update or revise the forward-looking information for new information, future events or for any other reason unless required to do so by securities laws.

After forward-looking information has been disclosed, the Committee shall periodically determine if updates are required and ensure the current management's discussion and analysis takes account of the forward-looking information disclosures.

Forward-looking information shall be updated, when necessary, by a press release and the filing of a Material Change Report, if applicable.

### **13.3. Investor relations**

GMI meets with investors when necessary and responds to their calls promptly and provides them with accurate information, in accordance with this Policy. During meetings with individual or small groups of investors, GMI provides the same type of information it provides to other investors. All investors are treated equitably and receive the same information.

GMI recognizes that information provided to investors does not constitute sufficient disclosure of material information not yet disclosed. If GMI intends to disclose material information in a meeting of investors or at a press conference, a press release shall be issued beforehand, as stipulated in the Directive.

In connection with meetings with investors, GMI shall only provide immaterial information. GMI may not modify the materiality of information by breaking it down into a number of immaterial components.

### **13.4. Quiet / blackout periods**

To avoid any possibility of selective disclosure and even any perception or appearance of selective disclosure, every quarter GMI shall adhere to a blackout period during which it shall not initiate any private meeting nor any telephone contact with investors or provide any information about income. The blackout period shall start on the first day of the month following the end of a quarter and

end three business days following the publication of GMI's results on SEDAR.

### **13.5. Disclosure record**

The Investor Relations Department shall maintain a file containing public information about GMI, including continuous disclosure documents, press releases, transcripts or recordings of conference calls, debriefing notes or notes of meetings or telephone conversations with investors.

## **14. PRIVILEGED INFORMATION AND INSIDER TRADING**

Canadian securities regulators define privileged information as information that is not yet known by the public and that may affect the decision of a reasonable investor if it was known by him, with respect to securities of an issuer ("Privileged Information"), e.g. knowledge of results before they are published, proposed unit issues, initiatives to raise financing, etc. The following rules shall apply to Privileged Information:

- access to Privileged Information shall be limited to persons, either employees or outside persons, who need to be aware of such information in connection with their work for Gaz Métro or in their relations with GMI or Gaz Métro;
- third parties who receive Privileged Information shall confirm they will not communicate such information;
- documents containing Privileged Information shall be kept and transmitted in such manner that only persons who need to be aware of such knowledge in the normal course of their work for Gaz Métro or in their relations with GMI or Gaz Métro have access to it;
- the confidential nature of the Privileged Information shall be preserved both in and outside the office;
- persons who have Privileged Information shall be advised that they are "insiders" within the meaning of securities legislation and that they are prohibited from trading in the securities of a reporting issuer that is the object of the Privileged Information until the Privileged Information is disclosed. In situations where the Privileged Information relates to the financial statements or undisclosed material information during periods when the financial statements are prepared, persons who have the information shall not trade in the securities of Valener for the period starting on the first day of the month following the end of a quarter and ending three days after the results are reported in a press release. For additional information about this, refer to GMI's *Code of Conduct - Privileged Information and Insider Trading* that governs all insiders.

Management may declare other blackout periods because of extraordinary circumstances concerning Gaz Métro, whereby it would be prohibited to trade securities of another issuer. All parties who have knowledge of such circumstances, e.g. external consultants such as legal counsel, underwriters, banks and third parties negotiating possible transactions with Gaz Métro, shall comply with the prohibition.

## 15. **SANCTIONS**

Any officer, designated spokesperson or employee who violates this Policy shall be subject to disciplinary measures, including dismissal. The Board of Directors shall decide the appropriate sanctions for a Director who violates this Policy.