BUILDING TRUST
BY DOING WHAT’S RIGHT:
Our Code of Conduct

April 2019
A Message from Paul Mahon, President and CEO, Great-West Lifeco Inc.

Each day, in our jobs, we are required to make decisions and take action in a world that has become increasingly complex. Making the right decision can be even more challenging if you consider our many stakeholders who sometimes have differing interests – customers, colleagues, advisors, shareholders, regulators and even the communities where we work and live. How do we know what’s the right thing to do?

Great-West Lifeco Inc. and each of our operating companies are connected through core values that have been a constant in guiding our decisions and actions. When facing tough decisions, we have been able to turn to these values to help guide us.

Our Code of Conduct is founded on those shared values including *putting the customer first, acting with integrity and building trust and partnership*. It is, and has always been, a resource to help you understand and handle the legal, ethical and risk situations you may experience at work. Our Code will help you translate our core values into clear expectations to guide you in the decisions you are required to make.

We’re each responsible for doing what’s right for our stakeholders and for our Company. This includes speaking up and questioning situations if we believe something is going against our values. As always, you can speak up to your leader, Compliance or Human Resources. You also have the option of using our confidential *Ethics Hotline*.

I’m confident that by *living up* to our values and by maintaining high ethical standards, we will continue to deliver on our promises to customers and other stakeholders. We have a strong history of doing the right thing and I know that I can count on each of you to do your part in making sure this remains central to who we are.

Thank you for your continued dedication and hard work.

Paul Mahon
BUILDING TRUST BY DOING WHAT’S RIGHT: Our Code of Conduct

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“Our people are our greatest strength” – our Code of Conduct features images of a few of our people.

Blue terms are defined in the glossary.
Our Core Values

Great-West Lifeco Inc. is an international financial services company with subsidiaries around the globe. Together, we have a long history of success in helping our customers achieve financial security and well-being. While each of our businesses may have distinct purposes, visions and business strategies, we’re connected through a shared set of core values.

Key to our success are the decisions and actions of each of our colleagues in building and maintaining trust with our customers, advisors and other stakeholders worldwide. These core values are the foundation for our Code of Conduct (“our Code” or “this Code”):

- Acting with integrity
- Building trust and partnership
- Putting the customer first in all we do
- Fostering employee engagement
- Supporting our communities
- Committing to sustainability

Our Code builds upon these core foundational values and additional local values in the jurisdictions where we operate.

Our Code describes the Company’s expectations to guide each of us to do what’s right.

“Our values guide our behaviours and our decision-making.”
We Build & Maintain Trust

Trust is essential to our business relationships with all of our stakeholders – with customers, advisors, partners, suppliers, colleagues, regulators, shareholders and in the broader community. Trust is paramount to our reputation.

Trust is built by delivering on our promises, by complying with the law and by being ethical. It is built by being worthy of the trust our stakeholders place in us. It is maintained by doing what’s right.

This Code describes the Company’s expectations regarding what’s right and the Company’s Policies and Procedures guide us on how to do what’s right. Together, they describe our legal and ethical responsibilities and provide guidance on how to act with integrity. But these documents can’t cover every issue you may face. If you’re in doubt, seek help – speak up.

We Take Our Responsibilities Seriously

We build trust by embracing our responsibilities.

Who Does this Code Apply To? This Code applies to all Company directors, officers and employees worldwide (“colleagues”). It does not apply to advisors, suppliers or other third parties whose services are governed by different codes of conduct or contractual arrangements with the Company.

Our Responsibilities: You have a responsibility to read, understand and follow this Code and the Policies and Procedures that apply to your role.

Additional Responsibilities of Leaders: If you manage others, lead by example. Promote and follow this Code. Speak and act ethically. Inspire and help those who report to you to understand and follow this Code and the Company’s Policies and Procedures. Take appropriate steps to understand the legal, regulatory and ethical responsibilities that apply to you and your team. Reinforce the principles of integrity, respect and trust. Hold yourself and others accountable. Create an environment that encourages your team to ask questions and speak up.

If you hear about any conduct that may violate the law, this Code, Company Policies and Procedures, or if you have any questions, speak to your leader, Compliance, Human Resources, or contact the confidential Ethics Hotline. If you have any questions about the interpretation of any laws, you can speak to Legal.

How can I encourage my team to speak up?

Take the time to discuss difficult choices that affect your team. Use this Code as your guide. Encourage your team to raise any concerns with you, or with others as described in this Code. Take prompt action to address any concerns raised and ensure your team knows how to escalate concerns.

Additional Responsibilities of Board Members: The Board of Great-West Lifeco Inc. is responsible for approving this Code, key policies, and any substantive changes to these documents. The Board of Directors of a subsidiary of Great-West Lifeco Inc. may also approve these documents, where appropriate. Regular reports will be received by the Board of Directors of Great-West Lifeco Inc. or its subsidiaries, as applicable, on compliance with this Code.

“We all have a responsibility to do what’s right.”
We Act with Integrity

We build trust by doing what’s right.

Legal & Regulatory Requirements: This Code includes the Company’s expectations for each of us in order to help us meet the legal and regulatory requirements, including contractual obligations, that apply to our business. Most of these expectations are described in more detail in the Company’s Policies and Procedures.

Ethical Expectations: Doing what’s right often requires going beyond the legal and regulatory requirements applicable to our business – it involves following the ethical standards and principles expected in business. To meet these expectations, we perform our work with appropriate care, diligence and skill.

Acting with Integrity: Integrity is critical to building and maintaining the trust and confidence of our stakeholders. When we say we act with integrity, this means we do more than comply with legal requirements and ethical standards. It means we do the right thing even when there are no defined rules or expectations.

“Our reputation is built on trust and integrity.”

How do I deal with situations that are not addressed in this Code?

When the right thing to do isn’t obvious, ask yourself these five questions:

• Is it legal and ethical?
• Is it consistent with this Code and Company Policies and Procedures?
• Is it consistent with the Company’s values?
• Would it maintain our reputation if it was made public – through social media or in the news?
• Would it maintain trust with our customers, colleagues, regulators and shareholders?

If the answer is “no” to any of these questions or if you’re unsure, seek advice by speaking up to your leader, Compliance, Human Resources, or contacting the confidential Ethics Hotline.

Handling Mistakes: When we make mistakes, we learn from them and speak up to our leader. We also work to make things right. We are all custodians of a culture where mistakes can and should be raised on a timely basis.

Additional Professional Requirements: If you hold a professional designation, you must also comply with the requirements of your profession.

Conflicting Requirements: If there’s a conflict between this Code and local laws, local laws apply. If there’s a conflict between this Code and any Company Policies or Procedures, follow the strictest requirements, inform Compliance about the situation and seek further guidance.

Waivers: A waiver of this Code is very rare but may be granted for exceptional reasons with the written approval of the Board of Great-West Lifeco Inc. and the applicable subsidiary Board. Waiver requests should be submitted to the Chief Compliance Officer of Great-West Lifeco Inc. Approved waivers will be disclosed publicly as required by securities law.
We Speak Up

We build trust by raising and addressing concerns.

Speak Up: If you are aware of or have any questions or concerns about conduct that may violate the law, this Code, or the Company’s Policies or Procedures, speak up. If you’re aware of behaviour that could damage the Company’s reputation, say something. Don’t try to investigate your concerns by yourself.

Making It Easy to Speak Up: To raise a question, concern, or seek guidance, contact:
• Your leader at any level, or
• Compliance or Human Resources.

If you’re uncomfortable raising a concern internally, contact the confidential Ethics Hotline online or call the toll-free Ethics Hotline number listed on the Company’s intranet and in the Where To Find More Information section of this Code.

Q: What happens if I contact the Ethics Hotline?

A: An outside service provider manages the Ethics Hotline. They will create a confidential report based on the information you provide, so your concerns or requests for guidance can be investigated by the Company. If you wish to remain anonymous, say so.

What Happens After Concerns are Identified? The Company takes potential violations seriously and will investigate all reasonable concerns in a timely manner. Investigations will be handled discreetly, as permitted by law. Appropriate action will be taken, which may include reporting to law enforcement or a regulatory agency.

Protection from Retaliation: The Company does not tolerate any form of retaliation for reporting concerns in good faith. No action will be taken against colleagues who raise a concern in good faith, even if the Company cannot validate their concern. Mischievous or malicious allegations, however, are a breach of this Code.

We Are Responsive

We build trust by cooperating with legal and regulatory authorities.

Handling Legal Issues: If you’re served with any formal legal documents, forward them to Legal immediately so Legal can act quickly to protect our rights and help avoid penalties. Legal documents include: court-issued notices, including statements of claim, fines and penalty notices, subpoenas and orders, notices issued by a regulatory authority, and notices of bankruptcy.

Handling Requests for Information: Unless already approved to respond on the Company’s behalf, speak up to your leader if an outside organization requests any Company information from you and obtain the necessary approvals before responding. Notify Compliance or Legal if you become aware of a regulatory inquiry or legal action involving the Company.

Cooperation with Audits, Examinations & Investigations: Cooperate with all internal and external audits, examinations, reviews and investigations. Provide timely, accurate and complete information and preserve records that may be relevant. Avoid making misleading statements. If you have any questions or concerns, contact Compliance.

We Are Accountable

We build trust by embracing accountability.

Training: The Company provides training to help you understand your responsibilities regarding this Code, the Company’s Policies and Procedures and the expectations for your role. You must complete all training assigned to you.

Annual Confirmation of Compliance: Each year, you need to confirm:
• You understand and commit to follow this Code.
• You have complied with this Code over the past year.

If you’re unsure about your annual confirmation, speak up to your leader or Compliance.

Consequences for Non-Compliance: Violations of this Code or any of the Company’s Policies and Procedures could damage our reputation. Violations may result in corrective and other measures ranging from coaching to disciplinary action, including termination of employment or contract. Any breach that violates the law may also result in criminal and/or civil proceedings.
Putting Our Customers First

We Provide Customer-Focused Solutions

We build trust by understanding and serving our customers’ needs. We put the customer at the centre of what we do.

Our Products & Services: Providing customer-focused solutions starts with understanding our customers and their current needs and anticipating what they may need in the future. We listen to them and we support our employees and advisors to design and deliver solutions to meet our customers’ needs.

“We adapt as our customers’ needs evolve and new opportunities emerge.”

Responsible Marketing: We are truthful when describing our Company’s products and services. The information we provide is clear, accurate and relevant to help our customers make informed decisions that are right for them. We make promises we can keep.

Competing Fairly & Ethically: Our customers have a choice. We strive to be our customers’ first choice by offering services relevant to their needs, by not engaging in collusion or anti-competitive behaviour. We recognize and avoid inappropriate behaviour. Friendly discussions with a competitor could lead to problems: if a competitor starts discussing competitively sensitive information, object and withdraw from the discussion. Speak up to your leader about any interactions that make you uncomfortable.

We Meet Our Customers’ Needs

We build trust by delivering on our promises, now and in the future.

Service Excellence: We meet or exceed our customers’ expectations by using skill, care and diligence when delivering our products and services. We are honest and professional. We follow high standards of quality, ethics and integrity.

“We earn each customer’s loyalty.”

Claims Handling: Our customers count on our professionalism when they submit claims for payment. We handle their claims in a fair, timely and transparent manner.

Complaint & Dispute Resolution: We take all complaints seriously. The Company has complaint handling procedures to address and investigate complaints in a professional, fair and timely manner. We encourage customers to raise any concerns using the Company’s Complaint Process.
Managing Risk

We Are Aware of Risk in Our Work

We build trust by assessing and addressing risk in our work.

Managing Our Customers’ Risks: Our customers trust us to help manage financial uncertainty and risks in their lives. Our colleagues and other stakeholders trust us too. We earn their trust by managing the risks in our business so we can deliver on our promises.

Managing Risk in Our Work: We operate in an environment where risks may adversely impact or threaten the Company’s ability to achieve its objectives. It is up to each of us to be proactive and aware of the risks involved in our work and to help the Company manage those risks. This may range from day-to-day risks that each of us need to manage (such as being careful when sending emails), to specific risks that are managed by certain colleagues (such as evaluating a potential new acquisition).

Risk-Based Decision Making: Before making decisions, including decisions about whether or when to take action, each of us should consider the possible outcomes for each option. We don’t pressure our colleagues or give in to pressure to make decisions quickly that can expose the Company to unnecessary risks. If you’re unsure or need support, speak up to your leader.

Controls to Manage the Company’s Risks: The Company has Policies and Procedures to help prevent, detect and address issues that could have a significant effect on the Company's reputation, bottom line or stakeholders. By following these Policies and Procedures, we can do our part to help the Company manage its risks.

“I've heard about the three lines of defence. How does this relate to me?”

If you’re part of a business unit or an associated supporting function, you’re in the 1st line of defence. You have a responsibility to be aware of and manage the risks involved in your work. If you have a Risk, Compliance, Actuarial, or Finance oversight role you’re in the 2nd line of defence, which means you provide independent oversight, support and monitoring of risk-taking by the 1st line of defence. If you have a role in Internal Audit, your 3rd line of defence role includes providing independent assessment of the adequacy of the design and operational effectiveness of the Company's governance, risk management and control processes.

“We’re aware of and carefully balance risk and growth and make prudent decisions at all levels of our organization.”

We Engage in Responsible Partnerships

We build trust by managing our outsourcing and third-party risks.

Engaging Trustworthy Third Parties: The Company periodically outsources some of its services to third parties and obtains goods and services from its suppliers. We rely on these third parties to act ethically and responsibly. If they don’t, their conduct could harm our Company, our customers or our other stakeholders. Before engaging third parties, we conduct appropriate due diligence to evaluate their reputation and suitability.

Third Party Performance: We establish appropriate contract terms with the Company’s third-party service providers. For third parties with access to personal or confidential information, we confirm how they’ll protect this information and if appropriate, we ask them to sign a non-disclosure/confidentiality agreement. During the term of their contract, we oversee their performance.
We Protect the Information Entrusted to Us

We build trust by respecting and protecting the privacy of confidential information in our care.

Collection, Use & Disclosure: We respect the privacy of all confidential information entrusted to us, including personal information. When handling such information, there’s a few things to keep in mind:

• Be clear with others regarding why we’re collecting their personal information: obtain their consent for the collection, use and disclosure of their data before sending emails or marketing communications to them and honour their choices

• Collect and use personal information only for the purposes for which consent was given: don’t collect or store data that is not needed and use reasonable efforts to maintain the accuracy and completeness of personal information.

• Only disclose personal or confidential information to third parties for valid business reasons after receiving consent from the owner of such data, or when allowed or required by law.

Information Protection: The Company uses physical and electronic safeguards to protect the Company’s information and all personal and confidential information entrusted to us. Use these safeguards to minimize the risk of unauthorized or accidental disclosure of such information.

How can I reduce the risk of improper disclosure of personal or confidential information?

• Carefully check all addressee information.

• Physically protect all electronic equipment and records containing personal or confidential information from loss, theft or disclosure.

• Don’t leave documents containing such information in insecure locations, including on printers or on your desk overnight.

• When discarding documents containing personal or confidential information, do so in a secure manner.

• Don’t expose such information while working in a public place.

• Don’t discuss personal or confidential information in public places where you may be overheard.

How can I use technology to help prevent an information security breach?

• Protect your passwords and use only password-protected electronic devices.

• Store and transfer personal and confidential information using Company-approved storage solutions, including encrypted USB sticks.

• Use secure email solutions or other Company-approved methods when sending personal or confidential information outside the Company and don’t send such information to your personal email address.

• Beware of emails with links or attachments that could contain computer viruses, spyware or malicious code.

• Follow Company Guidelines when replacing, returning or destroying electronic devices containing personal or confidential information.

Personal Communications: In your personal communications, including in social media, make it clear that you’re expressing your personal views and not those of the Company. Don’t use Company letterhead or logos. Since your personal communications may be considered a reflection of the Company, especially if you’ve disclosed your role with the Company, be professional in all your communications.
We Protect the Assets Entrusted to Us

*We build trust by protecting the assets in our care – whether they belong to the Company, our customers or our other stakeholders.*

**Protection of Customer Assets:** Our customers trust us to protect and follow their directions when managing their assets, including the financial products they hold with us. We are aware of risk when safeguarding their assets.

**Responsible Use of Company Assets:** We protect and manage the Company's assets, including its financial and physical assets, such as facilities and equipment. We use these assets responsibly for valid Company business. We protect the Company's assets from loss or theft, and from being used inappropriately. Occasional personal use of Company resources may be allowed, subject to management discretion and the following conditions:

- It doesn’t interfere with productivity.
- It doesn’t result in unauthorized expenses.
- It doesn’t relate to outside business activities.
- It doesn’t violate any laws, this Code or any Company Policies and Procedures.
- It wouldn’t be considered offensive to our stakeholders.

**Monitoring the Use of Company Resources:** The Company monitors and retains information processed, stored or transmitted using Company resources, as permitted by law. If Company resources are used for personal reasons, such monitoring could include personal files, emails and internet activity. By confirming you commit to comply with this Code, you consent to such monitoring of the personal use of Company resources.

**Protecting Intellectual Property:** The Company's intellectual property is among its most valuable assets; we are committed to protecting it. This includes intellectual property created by us, which belongs to the Company even after our role with the Company ends. We also respect the intellectual property of others: we don’t copy, alter, plagiarize or disclose such property without the owner's consent or as permitted by contract or law. If you’re aware of or suspect a breach of the intellectual property rights of the Company or others, speak up to Legal.

We Maintain the Integrity of Our Business Records

*We build trust by maintaining reliable business records.*

**Integrity of Financial Information:** The Company's financial statements must fairly present its financial position and results. We're each responsible for the accuracy, timeliness and completeness of all financial, accounting and expense information prepared by us or on our behalf. If you have any concerns about the Company's accounting records or internal controls, speak up to the Company's Chief Internal Auditor or General Counsel.

“Reliable records are critical for our business and for our stakeholders too.”

**Records Management:** Our stakeholders rely on the accuracy and availability of the Company's records for operational, legal and regulatory reasons. Retain, manage, protect and dispose of all Company records in your possession consistent with Company Policies and Procedures.

**Legal Holds:** We retain all records that may be relevant to an ongoing or expected investigation or legal proceeding until instructed otherwise by Legal. Don’t conceal, alter or destroy any such records.
Steadfast Integrity

We Avoid Conflicts of Interest & Prohibit Corruption

We build trust by avoiding and addressing conflicts of interest and prohibiting improper payments and other forms of corruption.

Conflicts of Interest & Outside Business Activities: A conflict of interest exists or could exist when a personal interest impairs, could impair or appears to impair our productivity or ability to act in the best interests of the Company, its customers or its other stakeholders. Certain outside business activities could represent a conflict of interest too. Avoid conflicts of interest or disclose any conflicts you become aware of so the risks can be managed effectively. Some conflicts of interest may be permitted by Compliance if there’s a plan to sufficiently manage the conflict. Before accepting, starting or continuing an outside business activity, seek approval from Compliance.

What types of conflicts of interest should I avoid or disclose?

There are many situations that could cause a real or apparent conflict of interest. Examples include: a financial interest in a supplier or customer, hiring relatives or close friends, acting as a trustee or executor for a customer, and accepting or continuing a second job, a volunteer role or a directorship.

Q: What types of conflicts of interest should I avoid or disclose?
A: There are many situations that could cause a real or apparent conflict of interest. Examples include: a financial interest in a supplier or customer, hiring relatives or close friends, acting as a trustee or executor for a customer, and accepting or continuing a second job, a volunteer role or a directorship.

Gifts & Entertainment: Gifts and entertainment are often considered acceptable in business, particularly if they are a thoughtful “thank you” or they strengthen an existing business relationship. However, the timing, nature and circumstances of such benefits could make them unacceptable; and they could also be illegal. Refer to the Company’s Policies and Procedures regarding the value and type of benefits requiring disclosure to or approval by Compliance. Gifts, entertainment, discounts, prizes or other benefits, whether given, offered or accepted, must:

- Not influence or appear to influence a business decision or government action.
- Not be perceived as an attempt to gain an advantage or preferential treatment for personal or business reasons.
- Be considered an accepted business practice for a valid Company purpose.
- Be legal and unsolicited.
- Be reasonable and modest in value, frequency and quantity.
- Not be in the form of cash, gift certificates or gift cards.
- Not harm the Company’s reputation.

If any of these seven conditions are not met, or if you’re not sure, seek guidance from Compliance or the Ethics Hotline.

Bribery & Corruption: We do not make or accept bribes, kickbacks, facilitation payments or other corrupt payments – not directly nor indirectly through a third party. This is a serious criminal offence that could expose us, the Company, and its officers and directors to fines and/or imprisonment. Our leaders reinforce our prohibition on corruption, particularly with employees and advisors who do business in locations where ethical standards may differ from the Company’s values, and with colleagues whose judgment could become clouded, for instance, by sales-based compensation. Speak up to Compliance or the Ethics Hotline if you become aware of any under-the-table benefits or anything of value that is paid, given, requested or offered to influence a decision, including cash, discounts, credits, rebates, gifts, entertainment or favours.

“Performance pressure is not a reason to compromise your integrity.”
Combatting Crime

We Take Action to Prevent & Detect Crime

We build trust by designing and following controls to prevent and detect criminal conduct.

**Fraud & Other Crimes**: We do not tolerate criminal conduct that could affect the Company, its customers or other stakeholders, including: fraud, theft, forgery and false representations. To minimize, prevent or detect criminal conduct by colleagues, customers, or other third parties, we follow the Company’s Policies and Procedures. If there are ways we can improve the strength or effectiveness of our Policies and Procedures, speak up to your leader. If you suspect fraud, speak up to your leader, Internal Audit, Compliance, or the Ethics Hotline.

**Money Laundering & Terrorism**: We are committed to complying with laws that require us to deter and detect money laundering and terrorist financing activities. This includes getting to know our customers and business partners and reporting on suspicious activities. Failure to do so could harm our customers and our reputation, damage the trust we’ve built and lead to criminal proceedings. If you handle transactions involving customers, suppliers or other third parties, either directly or indirectly, you must ensure you have the required information needed about them to confirm whether we are able to do business with them. Report unusual activities to the Company’s Anti-Money Laundering Officer in Compliance.

**Insider Trading & Disclosure**: Unless authorized to do so, don’t disclose confidential information about the Company or its stakeholders that could significantly affect the price of any of their securities, or that could affect a reasonable investor’s investment decisions to buy, hold or sell such securities. Don’t buy or sell securities with knowledge of such information either. Such disclosures or trading could be illegal. Colleagues who are authorized to disclose the Company’s confidential information either within or outside the Company may only make such disclosures in the necessary course of business, and their disclosures must be accurate, timely and understandable. Forward any inquiries from the media, investors or analysts to an authorized Company Spokesperson.

**Personal Trading Responsibilities**: Certain colleagues may have added responsibilities regarding their personal trading: officers, board members, associates registered/licensed under local securities or insurance laws, and investment advisors who have access to confidential information regarding any stakeholders’ securities. If so, the Company will confirm which of the following apply:

- They may be required to report on their personal trading and holdings.
- They may not be allowed to trade in certain securities during blackout periods.
- They may not be allowed to speculate in or short sell the Company’s securities.
- They may not be allowed to trade in the Company’s securities without prior written approval of the Company’s CEO.

“Financial crime hurts everyone.”
Fostering Employee Engagement

We Value & Invest in Our People

We build trust with our employees by valuing, rewarding and investing in them.

Valuing & Rewarding Our People: We strive to retain and reward our people for their contributions to the Company’s success. While the nature and amount of rewards may vary by level and jurisdiction, our goal is to reward our employees fairly based on the responsibilities and performance of each employee, their team or the Company. Tangible rewards can include salary, incentive payments and benefits. Intangible rewards can include recognition, words of appreciation or encouragement, or opportunities for advancement.

“People perform best when they are appreciated and encouraged.”

Learning & Development: We train and develop our people to perform their roles to a high standard of quality and to encourage them to reach their potential. The Company offers:

- Internal and external training on skills related to employees’ current and possible future roles, including technical training and soft skills training on topics such as leadership development.
- Financial subsidies to support relevant professional accreditation.

Health & Well-Being: We encourage our employees to live healthy and active lifestyles and offer initiatives or facilities, where feasible, to enable participation in fitness programs. The Company also provides resources to help prevent and manage mental health issues in the workplace.

We Are Proud of Our Culture

We build trust with our colleagues by having a strong and inclusive culture, treating everyone fairly and providing a positive workplace.

“Our people make our Company great.”

Performance Management: We strive to build and maintain a strong culture by motivating and developing our employees’ performance. We evaluate the quality of their work compared to the expectations for their role and encourage employees to perform to the best of their abilities in the interests of the Company, its customers and other stakeholders. We build on areas of strength and provide opportunities for growth and development. If poor performance is an issue, performance coaching or disciplinary action may be required.

Diversity and Inclusion: We value diversity and inclusion in providing equal opportunities for compensation, employment, appointment and advancement, based on the qualifications, experience and performance required for each role in each jurisdiction. We strive to provide a positive and inclusive workplace where all employees are treated fairly, with dignity and respect. The Company does not tolerate discrimination or harassment, including in social media.

Providing a Safe Workplace: The Company does not tolerate workplace violence or inappropriate behaviour. We take such behaviour seriously and prohibit all forms of physical assault, threatening behaviour, retaliation, abuse and intimidation. The use, possession, or sale of illegal drugs on Company property is prohibited. The Company also bans alcohol consumption on Company property or worksites, except when authorized for Company events.
Creating Sustainable Community Impact

We Support Our Communities

*We build trust by contributing to our communities.*

**Giving Back to Our Communities:** We make a positive contribution to our communities by supporting causes where we live and work. Our support includes:

- Corporate financial contributions to charitable and non-profit organizations.
- Encouraging volunteerism and workplace donation campaigns.

You’re encouraged to participate in these community-building efforts.

“*Our people are ambassadors who commit their time and expertise to a range of community priorities.*”

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**Political Responsibilities:** We support and respect each colleague’s right to participate in the political process, as long as:

- There’s no conflict of interest with their role for the Company.
- They don’t use Company time or resources for political purposes.

To ensure that there is no conflict of interest, please discuss with Compliance or Legal before engaging in political activities or making corporate political contributions.

We Are Committed to Sustainability

*We build trust by being environmentally responsible.*

**Environmental Responsibilities:** Minimizing our environmental footprint is the right thing to do for the well-being of our stakeholders, our communities and our long-term viability as a business. It’s a commitment that’s built into our decisions. Look at opportunities for reductions, improvements, and efficiencies to limit or minimize our impact on the environment.
Where To Find More Information

This Code is supported by Company policies, standards, guidelines, procedures, handbooks and manuals. These documents are collectively referred to in this Code as “Company Policies and Procedures”. Read and understand the Policies and Procedures that apply to your role. If these materials don’t give you the answers you’re looking for, or if there’s something you’re unsure about, speak up to your leader, Compliance or Human Resources. You can also contact our confidential Ethics Hotline.

The schedule below contains the name of the Chief Compliance Officer and their related contact information for each region as well as the local confidential Ethics Hotline phone number.

<table>
<thead>
<tr>
<th>Region</th>
<th>Chief Compliance Officer</th>
<th>The confidential Ethics Hotline Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barbados</td>
<td>Lewis Fickett - <a href="mailto:lewis.fickett@canadalifere.com">lewis.fickett@canadalifere.com</a></td>
<td>1-844-534-3229</td>
</tr>
<tr>
<td>Canada</td>
<td>Amy Metzger - <a href="mailto:amy.metzger@londonlife.com">amy.metzger@londonlife.com</a></td>
<td>1-888-475-4210 (English)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1-855-350-9393 (French)</td>
</tr>
<tr>
<td>Germany (CLE)1</td>
<td>John Hanlon - <a href="mailto:john.hanlon@canadalife.ie">john.hanlon@canadalife.ie</a></td>
<td>0-800-225-5288²</td>
</tr>
<tr>
<td>Ireland (CLE)1</td>
<td>John Hanlon - <a href="mailto:john.hanlon@canadalife.ie">john.hanlon@canadalife.ie</a></td>
<td>1-800-550-000²</td>
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<td></td>
<td></td>
<td>0-800-222-55288² (Freephone)</td>
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<td></td>
<td></td>
<td>0-800-89-0011² (Northern)</td>
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<tr>
<td>Global</td>
<td>Anne Sonnen - <a href="mailto:anne.sonnen@gwl.ca">anne.sonnen@gwl.ca</a></td>
<td>1-888-475-4210 (English)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1-855-350-9393 (French)</td>
</tr>
<tr>
<td>Hong Kong</td>
<td>Robert Valitchka - <a href="mailto:robert_valitchka@canadalife.com.hk">robert_valitchka@canadalife.com.hk</a></td>
<td>800-93-2266</td>
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<td></td>
<td>800-96-1111</td>
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<td>1-800-550-000²</td>
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<tr>
<td>Ireland</td>
<td>Frank Wynn - <a href="mailto:frank.wynn@irishlife.ie">frank.wynn@irishlife.ie</a></td>
<td>0-800-222-55288² (Freephone)</td>
</tr>
<tr>
<td></td>
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<td>0-800-89-0011² (Northern)</td>
</tr>
<tr>
<td>Isle of Man</td>
<td>Jonathan Hall - <a href="mailto:jonathan.hall@canadalifeint.com">jonathan.hall@canadalifeint.com</a></td>
<td>503-352-6135</td>
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<tr>
<td>United Kingdom</td>
<td>Steven Cameron - <a href="mailto:steven.cameron@canadalife.co.uk">steven.cameron@canadalife.co.uk</a></td>
<td>0808-234-4664</td>
</tr>
<tr>
<td></td>
<td>James Clark - <a href="mailto:James_clark@putnam.com">James_clark@putnam.com</a></td>
<td>1-888-475-4210</td>
</tr>
<tr>
<td>United States</td>
<td>Ken Schindler - <a href="mailto:ken.schindler@greatwest.com">ken.schindler@greatwest.com</a></td>
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¹ CLE: Canada Life Assurance Europe plc
² Once the announcement is heard, dial 0-888-475-4210
Glossary

For the purposes of this Code, these are the Company’s definitions for the following terms:

**Advisors**: Advisors are independent professionals who have a contractual relationship with the Company to sell, service or administer the Company’s products and services. Advisors help customers choose between a range of financial products and services, including life insurance, group insurance and wealth management options. Advisors include agents, brokers, representatives and other intermediaries who receive compensation based on the products and services they sell, service or administer.

**Anti-competitive behaviour**: Behaviour intended to limit or restrict the market in order to obtain an unfair advantage over another competitor. Deceptive marketing practices, exclusive dealing, tied selling and predatory pricing are all examples of such behaviour.

**Bid rigging**: In a competitive bidding situation, an agreement or conversation between competitors not to bid, to withdraw a bid, to knowingly submit a non-competitive bid, or exchange information about their respective bids. This is an example of collusion.

**Board**: The board of directors.

**Colleagues**: Directors, officers and employees at all levels within the Company.

**Collusion**: An agreement or conversation between two or more parties, usually secretive, to limit open competition; for instance, to divide a market, set prices, or set terms. This often involves an exchange of competitively sensitive information and deception about the independence of the colluding parties. Price-fixing, bid rigging and market allocations are all examples of collusion.

**Company**: Great-West Lifeco Inc. and its subsidiaries.

**Company records**: Documents and data, whether paper or electronic, that are produced or received in the course of the Company’s business.

**Company resources**: All facilities, equipment, computers, mobile devices, computer systems, hardware, software, files, networks, printers, scanners, fax machines, photocopiers, supplies, letterhead, documents, data, mail services, phone services, email and internet access services, portable media and any other resources provided, used or funded by the Company to support its business. Company resources include information assets on personally-owned mobile devices used for Company business that have been or are connected to the Company’s networks.

**Competitively sensitive information**: Information that could be used to obtain a competitive advantage over another company, including: current or future prices, pricing strategy, rate structure, pricing policies, or discount structure; details about current or future product offerings; sales, marketing, business, expansion, contraction or strategic plans; customer lists; territorial/jurisdictional allocations; operational results, budgets or forecasts.

**Confidential information**: Information that isn’t publicly available including: personal information; customer, supplier, reinsurer and advisor lists and communications; legal contracts and communications; strategic plans, business plans, strategies, initiatives, budgets, financial projections and results; merger, acquisition and divestiture plans; business process descriptions; product pricing; upcoming management changes; intellectual property; and information protected by a non-disclosure agreement or other contractual agreement.

**Copyrighted material**: Literary, musical, dramatic or artistic work (such as articles, books, software, photos, music, audio and video recordings) that is protected by legal rights regarding the publication, sale or distribution of such material.

**Customers**: Persons or companies that obtain or are considering obtaining goods or services from the Company, either directly or indirectly. Customers may also be referred to as clients.

**Deceptive marketing practices**: Making false or misleading statements in an attempt to improperly influence a customer to make a purchasing decision based on inaccurate or incomplete information regarding a company’s products or services, or a competitor’s products or services. This is an example of anti-competitive behaviour.

**Discrimination**: Treating someone differently for reasons such as their age, gender, sexual orientation, race, national origin, indigenous group, civil or social status, colour, marital status, religion or disability.

**Employee**: Anyone who works for the Company and is on the Company’s payroll; and anyone who provides personal services to the Company who does not have an employment relationship with the Company and whose contract for services does not require compliance with a different code of conduct.

**Exclusive dealing**: Requiring a customer to deal only or primarily with one company. This is an example of anti-competitive behaviour.
Harassment: Physical or verbal conduct that is offensive, abusive, threatening, demeaning or humiliating, or conduct that might reasonably be expected to cause undue offence. Harassment can take many forms and includes bullying, disparaging, racist or discriminatory remarks, unwelcome jokes, innuendos and gestures, unwanted physical contact and the display or circulation of derogatory, offensive or sexually explicit materials.

Information assets: Information assets include hardcopy or electronic assets, regardless of where they reside, such as: paper-based documents, print-outs, certificates, contracts, posters, brochures, booklets, flipchart pages and other handwritten notes; emails, electronic files, databases, software and electronic storage devices containing such information.

Intellectual property: Intellectual property includes: trademarks, logos, brand names, slogans, domain names, business names and other identifying features used to identify a company, its products or services; advertising and marketing materials; copyrighted material including articles, photos, recordings and online content; inventions, trade secrets and other confidential information; business systems and processes; and software, applications, scripts and databases.

Laws: The rules that a government makes to govern the actions of its citizens, including statutes, regulations, precedents, injunctions, orders, writs and decrees.

Leader: An individual who has direct reports. Such individuals may be also referred to as managers.

Market allocation: An agreement or conversation between competitors to divide a market; for instance, by age, location, medical history or other demographic. This is an example of collusion.

Money laundering: Conduct designed to conceal the proceeds of criminal activity in order to make such proceeds appear legitimate.

Personal information: Data that relates to an identified or identifiable individual, directly or indirectly, or that is private, such as: an identification number including an individual's passport, drivers license or tax number; or one or more factors relating to the physical, mental, social, cultural, genetic or economic identity of that person. Such factors include age or date of birth; gender, height and weight; home address and telephone number; religion, family, social and employment status; health and benefits information, including health insurance number, blood type, disabilities or health issues; beneficiaries; spouse's name, parent's names and children's names; salary, net worth, credit rating, bank account numbers and other personal financial information; and employee performance ratings or reviews.

Policies and Procedures: These include policies, standards, guidelines, procedures, handbooks and manuals that provide specific direction regarding how to help the Company conduct its business and manage its risks. Specifically:

- Policies are approved by the Company’s CEO and/or senior management; key policies are approved by the Board or a Board Committee. Policies describe principles and controls that employees, officers and directors are required to follow, as appropriate.
- Standards are approved by senior management and describe controls that employees, officers and directors are expected to follow, as appropriate.
- Guidelines describe best practices to manage particular risks.
- Procedures provide specific direction regarding how to enact the Company's controls.
- Handbooks and manuals include a collection of policies, standards, guidelines and procedures.

Predatory pricing: Charging unreasonably low prices for a period of time that is long enough to eliminate, deter or harm competitors, then raising prices after competition has been eliminated or harmed. This is an example of anti-competitive behaviour.

Price-fixing: An agreement or conversation between two or more parties to set prices, terms, rebates or discounts through an exchange of such information between the parties. This is an example of collusion.

Retaliation: The act of seeking revenge, including threats, intimidation, exclusion, humiliation and any negative job action, such as demotion, dismissal, discipline, salary reduction or reassignment.

Tied selling: Selling a product or service only if the customer agrees to buy another product or service they don’t need. This is an example of anti-competitive behaviour.

Workplace: Any location where Company business or Company-approved social events take place.

Workplace violence: Actual, attempted or threatened conduct that causes or is likely to cause physical injury to a person in the workplace.
A Message from Jeffrey Orr, Chair of the Board, Great-West Lifeco

We are proud of the legacy and excellent reputation our companies have built over the years. The Board fully endorses the Code of Conduct and recognizes its importance in protecting our reputation.

As members of the Board, we share in the responsibility for upholding the Code with the employees of the Great-West Lifeco group of companies. We take the principles and standards set out in the Code seriously and are committed to using it to guide our decisions.

On behalf of the Board of Directors, I thank you for your ongoing efforts to make the principles and standards in the Code part of your daily work.

Jeffrey Orr