

**Brookfield**

**POSITIVE WORK ENVIRONMENT POLICY**

**May 2019**

<b><u>TABLE OF CONTENTS</u></b>	<b><u>Page</u></b>
<b>OVERVIEW OF THE POSITIVE WORK ENVIRONMENT POLICY.....</b>	<b>2</b>
<b>COMMITMENT TO A POSITIVE WORK ENVIRONMENT.....</b>	<b>3</b>
<b>SCOPE OF THE POLICY .....</b>	<b>3</b>
<b>NO TOLERANCE FOR WORKPLACE DISCRIMINATION, VIOLENCE AND HARASSMENT .....</b>	<b>4</b>
<b>DEFINITIONS OF WORKPLACE DISCRIMINATION, VIOLENCE AND HARASSMENT .....</b>	<b>4</b>
<b>EMPLOYEE, SUPERVISOR AND SENIOR MANAGEMENT RESPONSIBILITIES .....</b>	<b>6</b>
<b>REPORTING INCIDENTS AND COMPLAINTS.....</b>	<b>7</b>
<b>RESPONDING TO REPORTED INCIDENTS AND COMPLAINTS.....</b>	<b>8</b>
<b>ENFORCEMENT AND CORRECTIVE ACTION .....</b>	<b>9</b>
<b>APPROVALS AND AMENDMENTS .....</b>	<b>10</b>
 <b><u>APPENDIX A</u> – Protected Characteristics, California</b>	
 <b><u>APPENDIX B</u> – Definition of Violence, Luxembourg</b>	
 <b><u>APPENDIX C</u> – Workplace Violence and Risk Assessment Program, Canada and Spain</b>	
 <b><u>APPENDIX D</u> – Contact Information for Policy</b>	

**OVERVIEW OF THE POSITIVE WORK ENVIRONMENT POLICY**

Brookfield is committed to maintaining an environment that is safe and respectful; our shared success depends on it. Accordingly, we do not tolerate workplace discrimination, violence or harassment.

All directors, officers and employees have a duty to ensure a safe and respectful workplace environment where high value is placed on integrity, fairness and respect. In order to achieve this goal, Brookfield has established this Positive Work Environment Policy which relies on everyone in our workplace not only to refrain from these behaviors, but also to identify and report workplace discrimination, violence and harassment as it occurs.

If you experience or become aware of what you believe to be discrimination, violence or harassment in the workplace, as defined in this Policy, you are expected to report it either to your supervisor, human resources, or to Brookfield's reporting hotline. If you or someone you know at Brookfield is in immediate danger of serious bodily harm, first call local law enforcement authorities and then report the incident following the process explained herein.

Complaints of workplace discrimination, violence or harassment will be taken seriously. If you are found to be discriminating against, acting or threatening to act violently towards, or harassing any individual at Brookfield, or if you knowingly condone the discrimination of, violence towards, or harassment of another individual at Brookfield, you will face corrective action up to and including termination without notice and for cause.

A culture of reporting when it comes to workplace discrimination, violence and harassment is essential for us as a company to maintain a safe and respectful workplace. While we reserve the right to take corrective action if you knowingly make a false accusation about an innocent party, you will not face retaliation for making a good faith report or assisting in the investigation of a complaint.

## COMMITMENT TO A POSITIVE WORK ENVIRONMENT

Integrity, fairness and respect are hallmarks of our culture, and we are committed to a positive, open and inclusive work environment free from discrimination, violence and harassment. Each of us has a personal responsibility to our colleagues and to Brookfield to take an active role in achieving a safe and respectful work environment.

## SCOPE OF THE POLICY

This Positive Work Environment Policy (this “Policy”) applies to all directors, officers, employees and temporary workers (collectively, “you” or “Employees”) of Brookfield Asset Management Inc. and its wholly-owned subsidiaries (collectively, “Brookfield Asset Management”) and certain publicly-traded controlled affiliates (Brookfield Business Partners LP, Brookfield Infrastructure Partners LP, Brookfield Property Partners LP and Brookfield Renewable Partners LP) (“Controlled Affiliates,” and collectively with Brookfield Asset Management, “we,” “us,” “our,” “Brookfield” or the “Company”), unless such wholly-owned subsidiaries or Controlled Affiliates have adopted their own Positive Work Environment Policy (or similar policy) that is consistent with the provisions of this Policy<sup>1</sup>.

Investee companies that we control must have policies in place to ensure that our standard on promoting a positive work environment is applied broadly across the organization. To the extent a newly acquired investee company does not have policies that meet this standard, such investee company must implement suitable policies as part of the process to onboard the investee company into Brookfield. In the case of an investee company where Brookfield does not have voting or management control, you are still expected to exert any influence we have over the non-controlled investee company to encourage the adoption of a positive work environment policy (or similar policy) consistent with this Policy’s objectives.

All Employees are required to comply with the personal behavior and positive work environment requirements set out in the Company’s Code of Business Conduct and Ethics. This Policy supplements and expands on those provisions and is intended to raise awareness of our approach to fostering a positive work environment among Employees. You must also comply with applicable laws, rules and regulations governing the subject matter of this policy. In the event that a local law, rule or regulation (collectively, “Local Laws”) in a jurisdiction in which we conduct business is more restrictive than this policy, or where this Policy is inconsistent with Local Laws, the Local Laws will apply. For further guidance, please refer to any country-specific appendices attached to this policy which are applicable to you.

This Policy reflects the standards that Brookfield expects its business associates, partners, agents, contractors, third-party service providers and consultants (collectively, “Third Parties”) to adhere to when interacting with Brookfield and its Employees.

For the purposes of this Policy, a “business associate,” “partner,” “agent,” “contractor,” “third party service provider” or “consultant” means an individual or entity, including a subcontractor, that provides and receives payments for services or goods related to any aspect of our business.

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<sup>1</sup> Where a wholly-owned subsidiary or Controlled Affiliate has adopted its own Positive Work Environment Policy (or similar policy) that is consistent with the provisions of this Policy, that entity’s directors, officers and employees may follow their own policy, and the terms of this Policy are not applicable.

For the purposes of this Policy, “Work Environment” or “Workplace” means Brookfield’s places of business and business-related electronic communications, and outside Brookfield’s places of business when conducting business (for example, all places where Employees perform their duties (including but not limited to Company buildings and Company grounds), Company-sponsored functions, recreational or social events, and travel, or Company business over the telephone and internet/intranet or any other form of communication).

## **NO TOLERANCE FOR WORKPLACE DISCRIMINATION, VIOLENCE AND HARASSMENT**

Brookfield strictly prohibits Workplace Discrimination, Violence and Harassment (as defined below). This Policy outlines our commitment to providing a Workplace free of Discrimination, Violence and Harassment and summarizes the responsibilities of Employees to understand: (i) what constitutes Workplace Discrimination, Violence and Harassment, respectively; (ii) their obligations to maintain an environment where these behaviors are not tolerated; and (iii) how to report incidents following proper procedures. If you contravene this Policy, you will face corrective action up to and including the termination of your employment with Brookfield.

## **DEFINITIONS OF WORKPLACE DISCRIMINATION, VIOLENCE AND HARASSMENT**

**Workplace Discrimination** means the differential treatment of an individual or group, such as the denial of an opportunity, based on any characteristic protected by applicable law, including, without limitation<sup>2</sup>:

- Race
- Color
- Sex, gender (including pregnancy) or gender identity
- Marital status
- National origin
- Religion
- Age
- Physical or mental disability
- Sexual orientation

In some circumstances, Discrimination may be unintentional. Regardless of intent, such conduct is not acceptable, violates this Policy and may also constitute a violation of applicable law.

**Workplace Violence** means an action (oral, written or physical) which causes, is intended to cause, is capable of causing, or could reasonably be interpreted as a threat to cause death or bodily injury to oneself or others, or property damage<sup>3</sup>. Workplace Violence includes, but is not limited to, the following behaviors:

- The use of physical force against or by a person that causes or could cause physical injury, including physical acts such as punching, hitting, kicking, pushing, damaging property or throwing objects;

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<sup>2</sup> In accordance with Local Law, Appendix A outlines the specific characteristics protected under the laws of California, United States of America.

<sup>3</sup> In accordance with Local Law, Appendix B outlines the definition of Workplace Violence applicable under the laws of Luxembourg.

- The attempted use of physical force against or by a person that could have caused physical injury; and
- An action, statement or behavior (or series of actions, statements or behaviors) reasonably believed to be a threat of physical harm or a threat to safety or security in the Workplace. This can include:
  - Bringing or threatening to bring a weapon of any kind into the Workplace.
  - The potential for domestic violence to have an impact on the Workplace.<sup>4</sup>

Where required by Local Law, risk assessments regarding Workplace Violence will be conducted in accordance with the process outlined in the attached Appendix C.

**Workplace Harassment** means conduct which a reasonable person ought to know is unwelcome and includes conduct (e.g., comments and actions) which would be perceived by a reasonable person as being hostile, humiliating or abusive or cause him/her torment. Harassment covers a wide range of conduct, and includes Sexual Harassment, Bullying and Psychological Harassment (as defined below). It may be targeted at a person or group of people because of a personal dislike or personality conflict, and not solely because of race, religion, color, sexual orientation, or any other prohibited grounds.

Workplace Harassment may be expressed through offensive oral, written or physical conduct that singles out a person to the detriment or objection of that person. Workplace Harassment includes Sexual Harassment, bullying, teasing, offensive jokes, innuendos, displaying or circulating offensive pictures or materials, offensive or intimidating conversations, making fun of or defaming a member of a particular religion, race, gender, etc. or similar forms of behavior.

Workplace Harassment does not include reasonable actions taken by the Company relating to the management and direction of Employees or the Workplace. Indeed, Workplace Harassment is not to be confused with the normal exercise of the Company’s rights with respect to its Employees, in particular its right to assign tasks, do a follow-up and/or monitor the work of an Employee whose output is unsatisfactory, conduct performance reviews and appraisals, reprimand or impose disciplinary sanctions, and/or investigate alleged misconduct. Insofar as the Company does not exercise these rights in an arbitrary, abusive or discriminatory manner, or outside the normal conditions of employment, the Company’s actions and those of its Employees do not constitute Workplace Harassment. Workplace Harassment does not include differences of opinion or minor disagreements between co-workers.

In some circumstances, Workplace Harassment may be unintentional. Regardless of intent, such conduct is not acceptable, violates this Policy and may also constitute a violation of applicable law.

For clarity, the following are three specific types of Workplace Harassment included under this Policy:

**i) Sexual Harassment**

Sexual Harassment is unwelcome sexual behavior (physical, spoken or written) which could reasonably be expected to make a person feel offended, humiliated, or intimidated and includes:

- engaging in a course of hostile, humiliating or abusive behavior against a person in the Workplace because of sex, sexual orientation, gender identity or gender expression; or

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<sup>4</sup> Domestic violence is an act of violence committed against an individual by that individual’s spouse or family member. If you become aware that domestic violence may occur in the Workplace, you must report your concern using this Policy.

- making a sexual solicitation of or advance toward an Employee where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to such Employee and the person making the solicitation or advance knows or ought reasonably to have known that the solicitation or advance is unwelcome.

Sexual Harassment, by definition, is coercive and one-sided, and persons of any gender can be victims of it.

**ii) Psychological Harassment**

Psychological Harassment includes hostile, humiliating or abusive behavior that manifests itself in the form of conduct, verbal comments, actions or gestures characterized by the following four criteria:

- Repetitive;
- Hostile or unwanted;
- Affects the person’s dignity or psychological integrity; and
- Results in a harmful work environment.

Psychological Harassment may come from a superior, colleague, a group of colleagues, a client or a supplier. A single serious incident of such behavior may also constitute Psychological Harassment if it undermines the person’s dignity or psychological or physical integrity and if it has a lasting harmful effect.

**iii) Bullying**

Bullying includes repeated, malicious, severe or pervasive oral, written or physical mistreatment that a reasonable person would consider offensive, degrading or humiliating to one or more individual(s) in the Workplace. A bully need not be in a position of authority and, unlike Discrimination, the Bullying conduct need not relate to the targeted individual’s status as a member of a legally protected group. Bullying is characterized by willfully targeting another person or persons and socially degrading the person(s), or engaging in similar behavior, that causes or reasonably ought to have been expected to cause another person(s) to develop deep seated fears and/or adverse health effects that would affect a reasonable person’s ability to function normally.

Bullying may include, by way of example:

- Physical or psychological threats;
- Exclusion or social isolation, or the encouragement of others to turn against the targeted person;
- Unreasonable interference with a person’s ability to do his or her work; or
- Personal attacks.

**EMPLOYEE, SUPERVISOR AND SENIOR MANAGEMENT RESPONSIBILITIES**

***Employee Responsibilities***

- Understand and comply with this Policy;
- Behave in a manner consistent with creating a positive Work Environment and maintain positive interactions at work;

- Report incidents of Workplace Discrimination, Violence or Harassment experienced directly or witnessed;
- Immediately report any violent or potentially violent incident as outlined in this Policy;<sup>5</sup>
- Participate and cooperate in any investigations of Workplace Discrimination, Violence or Harassment if, and to the extent required, by the circumstances of the investigation; and
- Understand and follow organizational procedures to prevent Discrimination, Violence and Harassment, including addressing it as soon as you are aware.

### ***Supervisor Responsibilities***

All supervisors and managers (i.e., Employees to whom other Employees report) should strive to create a work environment in which Employees feel comfortable reporting incidents and raising concerns or questions about Brookfield’s policies. This includes:

- Understanding how to recognize and handle a workplace Discrimination, Violence or Harassment incident or complaint so that it does not go unaddressed;
- Managing interpersonal conflicts within the team before they escalate;
- Encouraging Employees to report incidents or complaints of Discrimination, Violence or Harassment, or escalate all complaints to Human Resources (even those about his/her own behavior); and
- Participating and cooperating in any investigations of Workplace Discrimination, Violence and Harassment if, and to the extent required, by the circumstances of the investigation.

### ***Senior Management Responsibilities***

The senior executives of Brookfield Asset Management Inc. (the “Senior Executives”) are responsible for taking reasonable measures to:

- Establish a “tone from the top” reflective of a positive Work Environment;
- Protect Employees from Workplace Discrimination, Violence and Harassment;
- Promote a Work Environment where Employees are comfortable reporting violations;
- Implement a program where complaints are dealt with in an appropriate and timely manner, as required; and
- Provide training as deemed appropriate or where required by law.

## **REPORTING INCIDENTS AND COMPLAINTS**

Internal reporting is important to Brookfield and it is both expected and valued. If you experience or witness behavior that you believe may violate this Policy, you are expected to promptly report it.

Reports should in the first instance be made to your supervisor or manager, who will ensure that the information is properly handled and escalated as necessary. If you are unsure about the appropriate avenue for reporting because of the nature or the content of the report, or otherwise, reports should be made to your local Human Resources (HR) contact. If you are not comfortable reporting an incident to your supervisor or manager, or to HR, you can report through our reporting hotline (the “Reporting Hotline”). The Reporting Hotline is managed by an independent third party and allows for anonymous

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<sup>5</sup> In the event of an extreme or imminent threat of physical harm to themselves or any person, you should contact law enforcement (e.g., Police) using emergency procedures.

reporting in English and other languages. The Reporting Hotline is available toll-free; 24 hours per day, 7 days per week. Please see [Appendix D](#) for the Reporting Hotline phone numbers by jurisdiction.

## **RESPONDING TO REPORTED INCIDENTS AND COMPLAINTS**

### ***Handling of Incidents and Complaints***

Brookfield takes all incidents and complaints of Workplace Discrimination, Violence and Harassment seriously. Incidents or threats of Workplace Violence may be reported to law enforcement, as appropriate.

Every report of Workplace Discrimination, Violence or Harassment will be assessed and, where appropriate or as required by law, an investigation, including discussions with all applicable parties, will be undertaken. The Company will determine who will conduct the investigation depending on the circumstances. In some circumstances, the Company may, at its discretion, retain an independent third party to conduct the investigation.

When an investigation has taken place, if appropriate and as required by law, the complainant and respondent will be informed of the results of the investigation and any corrective action that has been or will be taken as a result of the investigation. In such cases, the results of the investigation will be provided within a reasonable period of time after completion of the investigation.

Confidentiality and privacy will be respected to the extent possible, subject to the need to conduct a full, fair and respectful investigation and to ensure the safety of Employees and comply with applicable law. Brookfield will take any reasonable action deemed necessary for the protection of Employees and of the Workplace. It is expected that anyone participating in an investigation keep that fact and any details discussed during the investigation confidential. A breach of this requirement for confidentiality will be dealt with and may lead to serious consequences, up to and including termination of employment.

### ***Precautions During Investigations***

The Company will also take every precaution reasonable to protect the involved Employees during the investigation, including but not limited to moving involved Employees to different locations, floors or offices during the investigation. Precautionary measures, if warranted, may be in place until an ultimate determination is made related to the investigation, and if required, corrective actions are applied.

### ***Workplace Discrimination, Violence or Harassment Involving a Third Party***

If an incident of Workplace Discrimination, Violence or Harassment involves a Third Party in the Workplace (e.g. client, contractor, visitor, etc.), the above process will apply. Where deemed appropriate, the Company will report the incident to that person's employer and any other parties which the Company believes it is appropriate to report to under the circumstances. The Company will take reasonable steps, including removing the individual from its property and/or involving law enforcement as appropriate, to ensure the safety and protection of all Employees and the Workplace.

***False Claims of Workplace Discrimination, Violence or Harassment***

Allegations made in bad faith may lead to corrective action, up to and including termination of employment.

***No Reprisal or Retaliation***

Brookfield will not tolerate retaliation against anyone who has made a complaint or report based on the reasonable good faith belief that a violation of this Policy has occurred or may occur in the future, or has cooperated honestly and completely with an investigation regarding a violation or possible violation of this Policy. Any such person will be protected from any form of retaliation. No documentation whatsoever will be placed in the personnel file of anyone who has made a complaint or report in good faith, whether the claim is upheld or not.

A reprisal or retaliation can include a demotion, an unwanted transfer or a denial of opportunities within the Company. Any person who believes that they have been reprimed or retaliated against should immediately contact their local HR representative or the Reporting Hotline.

Employees who engage in reprisals or threats of reprisals, or who knowingly make a false complaint or otherwise abuse this Policy, may be disciplined up to and including immediate termination of employment and, if warranted, legal proceedings may be undertaken. Such discipline is not a reprisal or breach of this Policy.

***Record Keeping***

At the conclusion of an investigation, a written report of the findings may be prepared as appropriate or where required by law. The report or its findings will not be disclosed to any person unless the disclosure is necessary for the purposes of investigating or taking corrective action with respect to the incident or complaint, is determined appropriate by Brookfield or is required by law.

Where required by law, records of the investigation will be kept, including a copy of the complaint or details of the incident, a record of the investigation (including notes taken), a copy of the investigation report, a summary of any communications of the results of the investigation to the parties involved, and, if applicable and/or appropriate, a copy of the corrective action taken to address the complaint or incident of Workplace Discrimination, Violence or Harassment and the steps taken to protect Employees and prevent a recurrence. Records will also be kept in accordance with applicable laws.

**ENFORCEMENT AND CORRECTIVE ACTION**

Brookfield will take corrective action with respect to any Employee found to have breached this Policy in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face corrective action. Corrective action may include counselling, training, a written warning, transfer, demotion, reductions in short-term or long-term compensation, suspension with or without pay, or termination of employment or the business relationship without notice. The incident will, if substantiated, be documented in the offending person's file.

If we discover a violation of any applicable laws, we may refer the matter to the appropriate authorities, which could lead to penalties, fines, imprisonment or other liability.

This Policy does not limit the Company's authority or ability to discipline or take other action for Workplace conduct that is found to be inappropriate, regardless of whether that conduct meets the definition of Workplace Discrimination, Violence or Harassment as documented in this Policy.

#### **APPROVAL AND AMENDMENTS**

The Board of Directors of Brookfield Asset Management Inc. and the Senior Executives have reviewed and approved this Policy. The Senior Executives are responsible for monitoring compliance with this Policy's provisions.

At a minimum, this Policy will be reviewed annually by the Company. Brookfield reserves the right, in its absolute discretion, to supplement, change, discontinue or amend its policies and procedures at any time without consultation with any Employee.

Any amendments to this Policy must be approved by the Senior Executives, together with any other procedures required by Local Law.

**APPENDIX A**  
**PROTECTED CHARACTERISTICS**  
**CALIFORNIA**

The following specific protections are available under California law:

- Race
- Color
- Sex, (including pregnancy, childbirth, breastfeeding or medical conditions related to pregnancy, childbirth or breastfeeding),
- Gender (including gender identity and gender expression)
- Marital status
- National origin
- Ancestry
- Religious Creed
- Age
- Physical disability
- Mental disability
- Medical condition
- Genetic information
- Sexual orientation
- Military or veteran status

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**APPENDIX B**  
**DEFINITION OF VIOLENCE**  
**LUXEMBOURG**

The following definition of Workplace Violence will apply for Luxembourg.

**Workplace Violence** means an action (oral, written or physical) which causes, is intended to cause, is capable of causing, or could reasonably be interpreted as a threat to cause death or bodily or mental injury to oneself or others, or property damage. Workplace violence includes, but is not limited to, the following behaviors:

- The use of physical force against or by a person that causes or could cause physical injury, including physical acts such as punching, hitting, kicking, pushing, damaging property or throwing objects;
- The attempted use of physical force against or by a person that could have caused physical injury; and
- An action, statement or behavior (or series of actions, statements or behaviors) reasonably believed to be a threat of physical harm or a threat to safety or security in the workplace. This can include:
  - Bringing or threatening to bring a weapon of any kind into the workplace.
  - The potential for domestic violence to have an impact on the workplace.

**APPENDIX C**  
**WORKPLACE VIOLENCE AND RISK ASSESSMENT PROGRAM**  
**CANADA AND SPAIN**

The Company, in conjunction with any required internal or external advisors and the Company's joint health and safety committee ("JHSC") (or comparable committee or representative: in Spain, Comité de Seguridad y Salud) will conduct an assessment to identify relevant Workplace Violence risk factors. The Company will identify all factors that contribute to Workplace Violence by taking into account, at minimum, the following:

- the location and circumstances in which the work activities take place;
- the Employees' reports of Workplace Violence or the risk of Workplace Violence;
- the Company's experience in dealing with those factors and with Workplace Violence;
- the experience of employers in dealing with those factors and with violence in similar workplaces;
- the employer's investigation of Workplace Violence or the risk of Workplace Violence; and
- the measures that are already in place to prevent and protect against Workplace Violence.

The Company will assess the potential for Workplace Violence by taking into account the nature of the working activities; the working conditions; the design of the work activities and surrounding environment; the frequency of situations that present a risk of Workplace Violence; the severity of the adverse consequences to the Employee exposed to a risk of Workplace Violence; the observations and recommendations of the JHSC (or comparable committee or representative); and the measures that are already in place in order to prevent and protect against Workplace Violence. This assessment will be considered in the Company's general risk assessment.

When new risks are detected, the Company in consultation with the JHSC (or comparable committee or representative) will include the corrective actions in the Company's preventative planning, based on the magnitude and number of Employees exposed.

This program will be reviewed annually by the Company in consultation with the JHSC (or comparable committee or representative), or as otherwise as required.

The Company will also ensure Employees understand what to do if they experience or witness Workplace Violence. The following summarizes the primary actions:

*i) Seek Out Safe Location*

If there is an immediate concern for safety, any persons subjected to or witnessing Workplace Violence should, where appropriate, seek out a safe location for themselves at the Workplace.

*ii) Report Incident to Police Immediately When There is an Immediate Concern for Physical Safety (using local emergency procedures)*

If the Workplace Violence incident is acute or where it is deemed appropriate to do so, the Police should be summoned by management, human resources or any Employee who is witness to or is experiencing acute Workplace Violence. Management and/or human resources may also report the incident to Police.

*iii) Notify Your Supervisor and/or Human Resources Immediately*

Employees must take all incidents of Workplace Violence, including threats, seriously, and are required to report all incidents of Workplace Violence of which they are aware.

Employees must also report a threat they believe might be carried out against an Employee in the Workplace by an outside source. Any Employee who witnesses or experiences Workplace Violence is required to inform human resources as soon as reasonably possible following an incident of Workplace Violence.

When determined necessary, Employees will receive the adequate training to prevent and detect relevant Workplace risk factors, and to understand what to do if they experience or witness Workplace Violence.

**APPENDIX D**  
**CONTACT INFORMATION FOR POLICY**

**Kathy Sarpash**                      **+1.416.369.2621**                      **kathy.sarpash@brookfield.com**

**Reporting Hotline:**

North America – 800-665-0831  
Australia – 1800-152-863  
Brazil – 0800-891-3867  
Chile – 1230-020-0517  
China – 400-880-1042  
Colombia – 01800-011-0149  
France – 0800-91-2964  
Germany – 0800-000-6649  
Hong Kong – 800-960-631  
Ireland – 1800-946-551  
Japan – 012-099-3307

Mexico – 01800-436-0065  
New Zealand – 0800-443-938  
Portugal – 0800-78-4717  
Qatar – 800-0249  
Singapore – 1800-622-7248  
South Africa – 0800-000501  
South Korea – 0809-080-895  
Spain – 900-810-305  
Switzerland – 0800-225-163  
United Kingdom – 0808-234-2210

*Two-Stage Dialing:*

India – 000-117, then 800-795-2716  
Peru – 0-800-70-088, 0-800-50-000 or 0-800-50-288, then 800-795-2716  
United Arab Emirates - 8000-021, 8000-051 or 8000-061, then 800-795-2716

Collect Worldwide – 770-613-6339  
Online – <http://brookfield.tnwreports.com/>