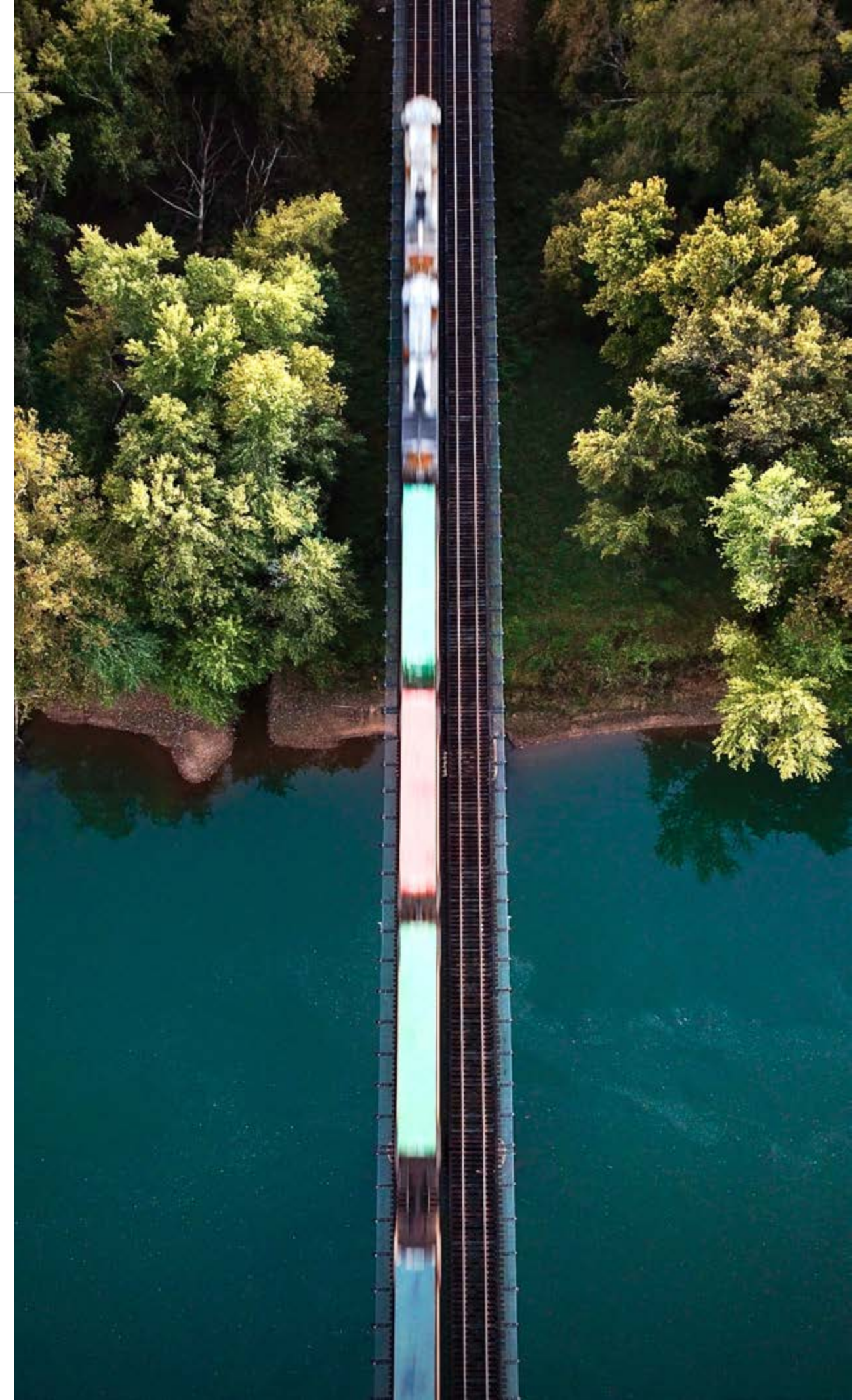


Procurement policy

Contracts for the acquisition or leasing
of goods and services



Purpose

1

The purpose of this policy is to provide a framework for the acquisition or leasing of goods and services, while ensuring the transparency of a fair and honest Procurement Process.

For the purposes of this policy, reference to CDPQ Infra includes CDPQ Infra Inc. and its Subsidiaries .



Scope

2

This Policy applies whether you are a staff member or consultant.

The policy sets forth the general principals relating to the awarding of the contracts entered into by CDPQ Infra for the purpose of acquiring goods and services, including in connection with the implementation of projects under the Agreement , with the exception of:

- contracts entered into with CDPQ, one of its Subsidiaries, or between CDPQ Infra Inc. and its Subsidiaries and between the Subsidiaries;
- contracts entered into for philanthropic support, such as donations or sponsorships;
- contracts entered into with Stakeholders ;
- contracts generating revenue; and
- purchases made with business credit cards.

Additional information

 [Public Infrastructure Agreement - Guiding Principles of June 2015](#) (in French only)

- > In addition, the nature of CDPQ Infra's mission and activities may lead it to participate in a transaction that could give it a mandate in carrying out an infrastructure project not covered by the Agreement.

In such circumstances, CDPQ Infra may enter into a consortium or pooling agreement to participate in a competitive process for the completion of an infrastructure project.

It is important to note that this type of agreement is not covered by the policy because, by its very nature, such an agreement provides a framework for a collaborative process between the signatories, and does not have the characteristics of an acquisition or lease of goods and services that would justify application of the policy.

Similarly, goods and services supplied by signatories to such an agreement, whether directly or through one of their Subsidiaries, are not covered by the policy.

Notwithstanding the foregoing, any contract entered into directly by CDPQ Infra on its own behalf and for its own needs and interests in connection with its participation in a project described above shall comply with the internal policy and procedures resulting from it.

General principles

3

Transparency, fairness, integrity, sound management and sustainable development are the principles that must guide any Procurement Process relating to contracts covered by the policy. In compliance with these principles and the rules of international agreements that may be applicable to CDPQ Infra, Procurement Processes are carried out in an agile and efficient manner, and are adapted to business needs and the nature of the contracts to be concluded.

1 **Transparency and fairness**

The participation of suppliers in a [public Request for Proposals](#) or a [Request for Proposals by invitation](#) is governed by a process with uniform rules that are made known to them.

2 **Integrity**

Procurement Processes must comply with CDPQ Infra's corporate ethics and compliance policies and guidelines.

3 **Sound management**

The Procurement Process aims to create value and achieve the most stringent quality objectives. In particular, the pursuit of value must take into account the conditions of the business environment, prices, suppliers' expertise and experience, procurement alternatives and lead times.

4 **Sustainable development**

✓ Procurement Processes are conducted with suppliers who adopt practices aligned with CDPQ Infra's strategy on environmental, social and governance issues.



Procurement Process

4



General points on the Procurement Process 6

- 4.1 Public Request for Proposals
- 4.2 Request for Proposals by invitation
- 4.3 Contracts by mutual agreement

General information on contracts 9

- 4.4 Templates
- 4.5 Contract provisions

Eligibility for a Procurement Process 10



A contract covered by the policy may be concluded following a Procurement Process in the form of a public Request for Proposals, a Request for Proposals by invitation, or a request by mutual agreement, in accordance with the terms and conditions set out herein.

Public Request for Proposals

Request for Proposals by invitation

Contracts by mutual agreement

4.1

Public Request for Proposals is the preferred Procurement Process when the award of a contract is not based solely on price as the decisive selection criterion, but rather on a combination of factors aimed at creating value.

Under the terms of this Procurement Process, suppliers are called upon to respond to the requirements set out in the public Request for Proposals documents, to present solutions to the issues and needs set out therein, and to define the measures they propose in order to meet or exceed the requirements set out.

- On the one hand, public Request for Proposals is the preferred Procurement Process for awarding [Major Contracts](#) .
- On the other hand, it is required for certain contracts referred to in [Schedule 1](#) according to and in compliance with its provisions.



Public Request for Proposals

Request for Proposals by invitation

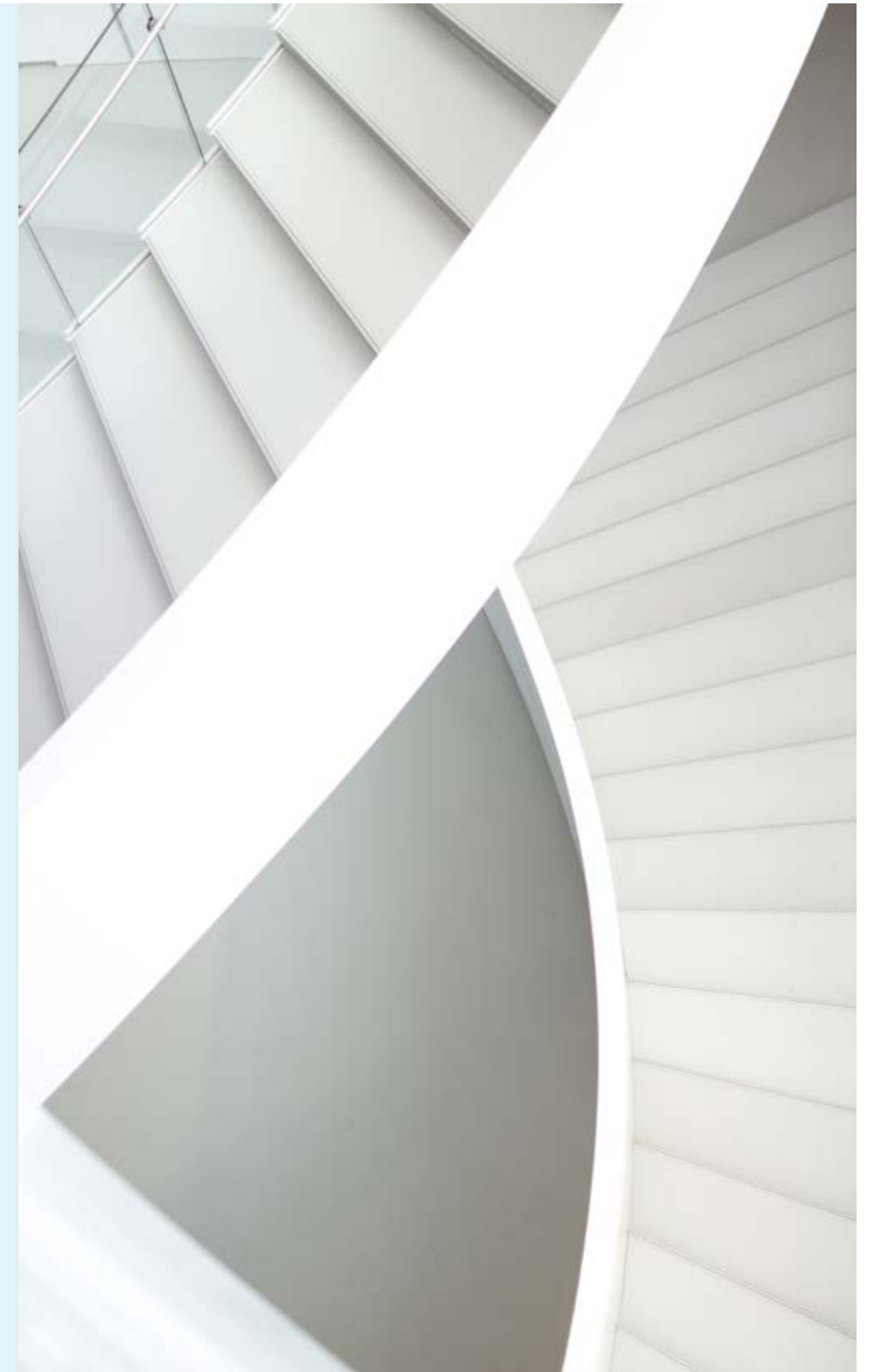
Contracts by mutual agreement

4.2

Request for Proposals by invitation is the preferred procurement process when the awarding of a contract is based on the experience and expertise of suppliers previously selected according to their field of business.

A contract may also be awarded using the Request for Proposals by invitation procurement process when justified by circumstances such as the urgency of the services to be provided, or the commercial environment limiting the number of potential suppliers in the market.

- The Request for Proposals by invitation process may also be applicable in respect of certain contracts referred to in [Schedule 1](#), according to and in compliance with its provisions.





4.3

Subject to the provisions of [Schedule 1](#), a contract may be entered into by mutual agreement namely in any of the following cases:

1. In an emergency, i.e., when the safety of people, property or the environment is at stake;
2. When a supplier is covered by a Framework Agreement entered into by CDPQ or CDPQ Infra for their benefit and that of their Subsidiaries;
3. When only one contractor meets CDPQ Infra's needs under the circumstances, notably because of the contractor's monopolistic position in the market or because of a proprietary or exclusive right, such as a copyright or a right based on an exclusive license or patent;
4. When the purpose of the contract is a legal service or expertise;
5. When the matter is of a confidential or protected nature and it is reasonable to believe that its disclosure in the context of a Request for Proposals by invitation or a public Request for Proposals could compromise its nature or otherwise harm the interests of CDPQ Infra;
6. When it is demonstrated, in accordance with the applicable internal procedure, that a Request for Proposals by invitation or a public Request for Proposals would not serve the interests or objectives of CDPQ Infra, taking into account in particular the purpose of the contract, the particularities of the market, the complexity of the product or services, or the schedule;

Public Request
for Proposals

Request
for Proposals
by invitation

Contracts
by mutual
agreement



4.5

General information on contracts

Templates

All documents pertaining to the Procurement Process and all contracts used to implement the policy must be in the form of a template approved by the Legal Affairs Department.

Contract provisions

- All contracts covered by the policy must:
- be for a fixed term or limited by the nature of the mandate;
 - include a financial commitment or a maximum or estimated amount of fees and expenses, unless it is a Framework Agreement;
 - set out the suppliers' commitment to respect the obligations described in CDPQ Infra's Code of Conduct for Suppliers as amended from time to time;
 - have first undergone a risk analysis in accordance with the requirements of the applicable internal procedure;
 - be signed by the person(s) authorized to do so by virtue of a resolution of the Board of Directors of the CDPQ Infra entity concerned, by a delegation of authority or a power of attorney.



4.6

Eligibility for a Procurement Process

CDPQ Infra may not enter into a contract with a supplier if:

- it is listed in the [Register of Enterprises Not Eligible for Public Contracts \(RENA\)](#)
- if CDPQ Infra is of the opinion, following its analysis, that the supplier (or a Related Person) does not meet the high standards of ethics and compliance that CDPQ Infra is entitled to expect from a party to a contract.

CDPQ Infra may ask any supplier to produce attestations, certificates or other documents to ensure compliance with the foregoing provisions.





Governance

5

Implementation

The policy will be posted on the CDPQ Infra website and on the REM website.

The Procurement Department is responsible for ensuring that the policy is applied, including initiating any Procurement Process, interpreting its content in collaboration with the Legal Affairs Department, and accompanying employees and consultants through to the awarding of a contract. The Procurement Department is responsible for drafting internal procedures and other guidelines arising from the policy, in accordance with the rules set out herein. These internal procedures and other guidelines are subject to review by the Legal Affairs Department and approval by CDPQ Infra's General Management, prior to implementation.

Governance

Upon recommendation from the Human Resources and Governance Committee, the Board of Directors of CDPQ Infra Inc. has approved this policy.

The policy must be reviewed every three (3) years unless an earlier review is required.

Special Provisions relating to the procurement process for contracts covered by the Agreement

SCHEDULE 1

Scope

This schedule applies in a suppletive manner to any contract entered into by CDPQ Infra to acquire or lease goods and services as part of its activities related to major public infrastructure projects entrusted to it by the Government of Quebec under the Agreement that is available on CDPQ Infra's website.

In the event of ambiguities, contradictions or inconsistencies between the provisions of this schedule and the provisions of the body of the policy, the provisions of this schedule take precedence.

Deviation

In the event that CDPQ Infra wishes to deviate from the parameters set out in this schedule, it must first be authorized to do so by the Executive Committee constituted under the terms of the Agreement, taking into account the principles set out therein. For greater certainty, the provisions relating to the conditions of integrity described in article [Eligibility for a Procurement Process](#) of the policy remain applicable at all times.

General principles

The main contractual parameters applied by CDPQ Infra to the contracts covered by this schedule are as follows:

1 Large-scale Contracts

For Large-scale Contracts, CDPQ Infra will issue public Requests for Proposals open to the international market;

2 Smaller contracts

For smaller contracts, CDPQ Infra will generally issue Requests for Qualification of suppliers by field of business, and these smaller contracts will be awarded in the following manner:

- Smaller Contracts with a value of less than 355,000 SDRs will be awarded to qualified Suppliers following a qualification process, either by mutual agreement or by Request for Proposals by Invitation;
- for Smaller Contracts with a value of 355,000 SDR or more, a Request for Proposals by Invitation to all qualified Suppliers following a qualification process;

3 Public notice

The Request(s) for Qualification indicated in this Schedule will be the subject of public notices and will be open to all interested suppliers. A public notice of qualification is published periodically to enable other suppliers to qualify.