

# **HOME CAPITAL GROUP INC.**

**AND**

# **HOME TRUST COMPANY**

## **CODE OF CONDUCT**

It is essential to the business success of Home Capital Group Inc. and its subsidiaries (hereinafter collectively referred to as the “Company”) and the personal success of its directors, officers and employees that the highest standards of integrity and ethical behaviour be maintained in all our dealings on behalf of the Company. This Code of Conduct is provided to all directors, officers and employees of the Company to assist them with their adherence to these standards.

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### **Fair and Honest Dealing**

Directors, officers and employees shall act in a highly ethical and professional manner at all times. Any dealings with others on behalf of the Company must be fair, truthful and free from any misrepresentation. Our agents and suppliers should adhere to the same standards of business conduct as our own.

### **Respect and Personal Conduct**

Directors, officers and employees are expected to respect the rights of other persons. No director, officer or employee in the course of their duties shall discriminate against any group or individual on the basis of race, colour,

religion, ethnic origin, age, gender, sexual orientation, marital status or physical or mental impairment. Directors, officers and employees have a right to work in an environment free of discrimination and harassment, and further guidance on this important subject is found in the Company's Corporate Policy on Harassment that forms part of this Code as Appendix I.

Directors, officers and employees are also expected to respect and protect the Company's property, including its premises, supplies and systems. Unless specifically approved, no Company property is to be used for personal purposes.

Directors, officers and employees must always be aware that they represent the Company, and at all times shall conduct themselves in a responsible, professional, polite and business-like manner with respect to their client relations, attitude, communications (both oral and written), manner of dress, attendance, promptness and reliability.

### **Compliance with the Law**

Directors, officers and employees are expected to know and observe all laws, regulations and rules applicable to their duties. Information about these legal requirements is frequently found in the Company's forms and procedures, and for this reason it is important that directors, officers and employees comply with the Company's internal policies and other directives.

### **Confidentiality and Privacy**

Except as indicated below, confidential information about the Company and its clients is not to be disclosed to third parties, and is not to be disclosed to other directors, officers and employees except on a need-to-know basis. Confidential information is any non-public information that comes to your attention as a result of your employment or engagement with the Company, and includes information about the Company's clients, directors, officers, employees, agents, finances, investments, manuals and systems.

Confidential information may be disclosed to third parties in limited circumstances, including where the person concerned has consented to the disclosure, where it is required by law and where credit information is requested in accordance with usual practice.

In order that confidential information is protected, directors, officers and employees should ensure that all confidential documents are under controlled access when in use and are appropriately destroyed when disposed of. Confidential information should not be discussed or communicated where it can be overheard or intercepted.

Confidential information could also include material non-public information about the Company and other securities issuers, and directors, officers and employees must not trade in the securities of the Company or of any other company while aware of material non-public information. Further guidance on this subject and trading in securities is found in the Insider Trading Policy that forms part of this Code as Appendix II.

The Company is committed to keeping personal client information secure and confidential, and directors, officers and employees must be familiar with the Company's Privacy Policy and ensure that it is adhered to.

### **Corporate Spokespersons**

The Company shall designate a limited number of spokespersons responsible for communication with the investment community, regulators or the media. The Chief Executive Officer, the President, the Chief Operating Officer & Executive Vice President, the Chief Financial Officer and a Senior Vice President designated by the Company's Disclosure Committee will be the primary and official spokespersons for the Company. Individuals holding these offices may, from time to time, designate others within the Company to speak on behalf of the Company as back-ups or to respond to specific inquiries. Directors, officers or employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries should be referred to a member of the Company's Disclosure Committee.

### **Conflict of Interest**

Any conflict between the personal interests of a director, officer or employee and the interests of the Company must be avoided.

Directors, officers and employees must perform their duties solely on the basis of what is in the client's and the Company's best interest. Directors, officers and employees must be free from the influence of any personal considerations

or relationships when dealing for the client or the Company with third parties, when making any recommendation with respect to such dealings or when passing judgement on third party dealings or recommendations.

In all dealings on behalf of the client or the Company, a director, officer or employee and any member of their immediate family must not make any direct or indirect profit or acquire any personal material gain apart from the remuneration paid by the Company. No director, officer or employee shall use their position with the Company for neither personal gain, nor benefit directly or indirectly from commissions arising from transactions carried out on the Company's behalf. Gifts, entertainment and similar benefits should only be accepted from clients, agents and suppliers if they are modest and would not be embarrassing to explain. No gift or similar benefit may be accepted in the form of cash.

Directors, officers and employees must not have any business interests that conflict in any way with their duties to the client or the Company. No officer or employee may be a mortgage broker or a mortgage agent with a registered mortgage broker. To avoid any potential for conflict of interest, all officers and employees must declare to the Compliance Officer all material business interests they have outside the Company.

### **Application, Adherence and Acknowledgement**

This Code of Conduct applies to all directors and full and part-time officers and employees of the Company, and each director, officer and employee will be provided with a copy of the Code and shall adhere to it at all times. Suppliers, agents, consultants and others engaged to provide services on behalf of the Company are expected to adhere to the principles contained in this Code.

All directors, officers and employees are required to provide a written acknowledgement that they have read, understood and will comply with this Code of Conduct upon being provided with a copy of it and annually thereafter.

Compliance with this Code is a condition of employment or engagement with the Company, and failure to comply with it may require corrective action, including dismissal. Any breach of this Code should be communicated to the Compliance Officer.

Furthermore, should any officer or employee have concerns regarding questionable accounting, internal accounting controls or auditing matters, you should immediately submit an oral or non-email written report to the Chair of the Company's Audit Committee through the Company's Chief Compliance Officer, and you are entitled to do so on a confidential, anonymous basis. The Chair of the Audit Committee is unbiased, impartial and independent, and is committed to ensuring that all concerns are resolved fairly and in a timely manner. The Compliance Officer will act as an intermediary reporting directly to the Chair of the Company's Audit Committee to resolve complaints or issues raised by an officer or employee relating to accounting, internal accounting controls or auditing matters.

Those who in good faith report concerns described above will be protected from any retaliation arising from reporting irregularities. Retaliation includes disciplining, firing, demoting, suspending, harassing, discriminating or any other measures taken against an officer or employee who has reported concerns as described above.

Should you have any questions about this Code, wish to disclose a potential conflict of interest or require guidance on a specific situation, please speak to either your supervisor, the Compliance Officer or the Chairman of the Audit Committee of the Company.

**Appendix I** - Corporate Policy on Harassment

**Appendix II** - Insider Trading Policy

Approved by the Board, May 3, 2007

Reviewed by the Board, December 8, 2008

Reviewed by the Board, December 2, 2009