

*The Federal Energy Regulatory Commission (FERC) is an independent agency that regulates natural gas and hydropower projects, as well as the interstate transmission of natural gas, oil and electricity in the United States of America. It oversees the US energy industry for the economic, environmental and safety interests of the American public. As such, it requires the reporting and documentation of company practices. This posting is intended to comply with FERC requirements.*

## **Scope**

This Code of Ethics (“Code”) defines the conduct and certain business practices each employee and/or any other individuals authorized to bind BG Energy Merchants, LLC, BG Energy Merchants Canada Limited, BG LNG Services, LLC, and BG LNG Trading, LLC (collectively, the “Company”) in commercial transactions (hereinafter referred to as “Employees”) shall follow when engaged in such business activities.

## **Policy Statement**

The Code is intended to adhere to the Federal Energy Regulatory Commission’s market manipulation rules and its policy statement for reporting to energy commodity price indices, and to guide the Company in transactions involving energy commodities including natural gas and electricity and associated transmission and transportation assets. Compliance with the Code allows the Company to assure regulators and other market participants that these business activities are, and will continue to be, conducted with integrity.

To further promote the integrity of our trading activities, each employee authorized to bind the Company in commercial transactions must read, understand and acknowledge through signature (on an annual basis) the guidelines listed below:

## **Employees will:**

1. Engage only in trading transactions with legitimate business purposes, such as making a profit, executing a lawful trading strategy, or managing business risk. In no event will Employees engage in any transactions intended to boost revenues or volumes artificially, or that are intended to manipulate market prices, market conditions, or market rules.

2. Maintain internal procedures designed to ensure any trading data reported to publishers of surveys and price indices is accurate and complies with applicable requirements published by the FERC and other appropriate regulators, and cooperate with the process adopted by the index developer to resolve any errors that may arise.
3. Maintain internal procedures designed to ensure that no trades are concealed or misrepresented and properly document trades in a timely fashion.
4. Maintain documentation on all transactions for the period of time required by applicable laws and regulations.

**Employees will not:**

1. Collude with other market participants to fix prices, allocate territories, customers or products, or otherwise unlawfully restrain competition, or collude with affiliates to violate FERC market manipulation rules and state and federal antitrust laws as revised from time to time.
2. Engage in transactions or commercial activities with the intent to manipulate prices, or otherwise act in a manner that violates applicable laws, or Commission-approved rules or regulations of the applicable natural gas or electric market.
3. Engage in any act, practice or course of business with the intent to defraud or deceive any entity.
4. Maintain business relationships that when associated through contract or otherwise with the Company business operations could be explicitly or implicitly construed as self dealing or not in the best interest of the Company and its affiliates, the Company Board of Directors, Line Management, the Company employees or other Company stakeholders.
5. Trade for any personal account, or account of any third-party entity or person, when such trade could be explicitly or implicitly construed as conflicting with the business interests of the Company and its affiliates, without prior written approval from the Board of the Company.
6. Disclose to an outside party any commercial contract position of the company, if such disclosure would be to the detriment of the company, without prior written approval from the President.
7. Intentionally arrange and execute offsetting buy and sell trades with the same counterparty with intent to artificially affect reported revenues, trading volumes or prices.

8. Engage in unlawful trading strategies.
9. Intentionally fail to report, or cause failure to report, promptly and accurately the terms of any commercial transaction into the Trade Capture System and Deal Ticket.
10. Purposefully mark the price curve or cause the price curve to be marked inaccurately.
11. Act alone or with any other person to artificially manipulate the price of any commodity in which the company trades.
12. Transact off-market trades.
13. Trade non-approved products.
14. Trade for the purpose of misrepresenting the Company's financial condition.
15. Transact outside of the Company's risk management strategy.

For individuals that can demonstrate they have adopted and followed the Code, the Company will presume that data submitted is accurate, timely, and submitted in good faith. The Company will not pursue legal action against or penalize individuals for inadvertent reporting errors, however, the Company reserves the right to pursue any action against any individual that violates this Code, including the intentional submission of false, misleading or incomplete data. Should any individual subject to this Code of Ethics be criminally prosecuted, threatened with criminal prosecution, or made a party to civil litigation, as a result of engaging in conduct required by this Code of Ethics, the Company will provide counsel for such individual, and will indemnify such individual for any resulting civil judgment.