



CODE OF CONDUCT

Compliance Helpline (800) 453-0801



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**The most current version of this Code of Conduct
is available on the company intranet.**

CEO'S MESSAGE

Dear Colleague,

Integrity is a core principle of Vistra Energy (“the Company”) and is the foundation of all that we do. Our ongoing success depends upon every one of us being committed to doing business the right way, holding ourselves to the highest ethical standards, and acting in strict compliance with the rules and regulations that govern us.

Because ethical behavior is so critical to our day-to-day operations, we want to ensure our employees are familiar with what we expect of them. In addition to conducting annual ethics and compliance training for employees, we have created a Code of Conduct that describes the laws, regulations, and company policies and expectations that apply to all of us.

The Company’s Code of Conduct covers a variety of issues and situations within the workplace and beyond. However, you may come across a decision that is not explicitly covered or an instance where the policy does not appear to be clear-cut. If you have a question about the meaning or application of a certain policy, you should reach out to your manager or supervisor. Also, the Company’s Compliance Helpline is available to answer any questions or address any concerns at 800-453-0801.

The Code of Conduct is a guide for appropriate behavior, but it also represents a commitment that we all make to one another – to act with respect for one another, to make decisions that are compliant with the procedures, laws, or regulations that we must adhere to, and, ultimately, to act with integrity and be accountable for our actions.

Thank you for continuing to adhere to our Code of Conduct as we continue on our path of success.



Curt Morgan, CEO
Vistra Energy

SCOPE

The Code of Conduct applies to employees and Board members of Vistra Energy and all of its subsidiaries (collectively referred to as “employees”).

Moreover, while the Code is specifically written for Vistra Energy employees and Board members, we expect contractors, consultants, interns and others who may be temporarily assigned to perform work or services for Vistra Energy to follow the Code of Conduct in connection with their work for us.

Failure of a contractor, consultant, or other covered service provider to follow the Code of Conduct can result in termination of their relationship with Vistra Energy.

Using This Code Of Conduct

The Code of Conduct provides rules, guidance, and expectations for ethical conduct. Employees are required to comply with the Code of Conduct and other policies and standards that apply to their jobs and their conduct away from work. Failure to abide by these standards could result in disciplinary action, up to and including termination.

While the Code of Conduct is fairly comprehensive, the Company’s specific policies on many topics addressed here will provide more detailed information and should be reviewed in conjunction with the Code of Conduct. But remember, the Code of Conduct and other policies in the Policy Manual cannot address every imaginable

Contact any Compliance Professional:

Stephanie Zapata Moore, general counsel – 214-875-8183

Tom Kreuser, corporate security – 214-812-7124

Carrie Kirby, chief administrative officer – 214-812-8334

Compliance Helpline – 800-453-0801

situation. You must use them together with good judgment. If you are uncertain whether an action by you or someone else could be a violation of the Code of Conduct or a Company policy, you should consult your supervisor or one of the dedicated compliance professionals indicated below. Alternatively, the Compliance Helpline, 800-453-0801, is always available for you to ask questions or raise concerns. It is staffed by an independent, third party and can be used anonymously at the caller’s option. If you do become aware of any misconduct involving violations of the Code of Conduct (including the anti-retaliation provisions provided herein), other employee policies, or any other applicable law or regulation, you are required to report such misconduct and provide a good faith complaint. You must report your concern regarding such potential misconduct to either your supervisor, one of the dedicated compliance personnel, or anonymously via the Compliance Helpline (although individuals are encouraged to provide their names to facilitate investigation and follow-up).

Timely reporting is crucial for early detection, proper investigation and remediation, and deterrence of employee misconduct. All submissions regarding a good faith complaint, report, or concern regarding alleged misconduct should be factual, and reporting persons should avoid speculation, being as specific as possible. Such information will help those investigating the matter to better assess the nature, extent, and urgency of preliminary investigation procedures. Intentionally false accusations are prohibited, and offenders may be subject to discipline, up to and including termination.

► **Confidentiality and No Retaliation** The Company will keep any concerns or reported information confidential to the fullest extent possible. Additionally, in accordance with applicable law, the Company has and will adhere to a strict policy that prohibits taking or threatening disciplinary or other retaliatory action, including discharge, demotion, suspension, harassment, and any other discrimination, and will not tolerate any discrimination, harassment, or retaliation of any kind against any employee for reporting misconduct the employee believes in good faith to be in violation, or assisting in the investigation of, ethical concerns or alleged misconduct. Any whistleblower who believes he/she is being retaliated against should contact Human Resources or

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the Chief Compliance Officer immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and/or investigated.

Manager Responsibilities

Company managers are responsible for the following:

- identifying and communicating policies, laws, and regulations that apply to the work group;
- assessing the potential for unethical or illegal conduct in their area of responsibility;
- maintaining a reporting system that protects employee confidentiality and anonymity to the fullest extent possible and that ensures there is no retaliation against any employee for reporting a concern in good faith;
- contacting the appropriate compliance professional in order that they may lead or assist in an investigation, should a suspected violation arise; and
- enforcing the Code of Conduct including assisting with investigations and, when warranted, taking appropriate disciplinary action in consultation with Human Resources.

Enforcement

The Company enforces its policies through various means including monitoring, investigations, discipline, and searches as appropriate.

▶ **Discipline** The Company believes complying with the Code of Conduct is so important to our business that any employee who fails to comply may be disciplined, up to and including termination of employment. That includes an employee who suspects a violation of the Code of Conduct and fails to report it, and/or an employee who does not cooperate with a Company investigation of misconduct. Under the Company's Discipline Policy, an employee may be suspended, terminated, or otherwise disciplined with no oral or written warning.

▶ **Company Searches** All employees, employee vehicles parked on Company property, personal belongings brought into the workplace, offices, lockers, and Company property are subject to search. Refusal on the part of any employee to submit to a search of their person or property will subject the employee to discharge.

Off-Duty Conduct

An employee's off-duty conduct may interfere with an employee's ability to perform his or her job, or otherwise undermine the ability of the Company or the employee to carry out their functions and responsibilities. In these cases, the Company may suspend the employee without pay for an indefinite period of time while it investigates the matter. Depending on the outcome of the investigation, the employee may be reinstated, terminated, or otherwise disciplined.

ENFORCEMENT EXAMPLES

Examples of employee conduct that may result in termination of employment or other discipline, with or without prior warning, include, but are not limited to, the following:

- violation of the Code of Conduct including harassment, conflict of interest, or falsifying records
- threatening conduct or failure to follow safety practices
- theft or willful or negligent destruction of property
- neglect of duty or refusal to perform assigned work
- violation of policy on use or possession of intoxicants, drugs, and narcotics
- failure to fully cooperate in an investigation, including withholding information or giving false or misleading information

No Waiver

Generally, the Company will not waive the requirements of the Code of Conduct. However, if necessary, waiver requests must be made in writing to and approved by the Vice President of Internal Audit and the General Counsel. Any waiver applicable to officers or directors must also be approved by the Vistra Energy Board of Directors or its Audit Committee.

USE OF COMPANY ASSETS

Employees must safeguard Company assets which include cash, facilities, property, equipment, tools, supplies, materials, services and labor, innovations and ideas developed by or for the Company, and any proprietary or confidential information of the Company.

Safeguarding Assets

Company assets may be used for only legitimate business purposes and should be protected from loss, theft, unauthorized access, or misuse. They are not to be used for personal benefit without permission of the employee's supervisor.

Protecting Company Information

Employees have a duty to protect proprietary and confidential customer, employee, and company information in accordance with the Information Protection Policy. The risk of unauthorized disclosure of this information varies based on the sensitivity and criticality of the information. All employees are responsible for understanding and following the appropriate standards set forth by the Company regarding appropriate use of proprietary and confidential information. Generally, with respect to proprietary or confidential information, employees are prohibited from:

- providing it to anyone, including Company employees, who are not authorized to receive it;
- using, copying, or transferring it other than as necessary in carrying out their duties on behalf of the Company, and then only with proper authorization

from the appropriate Company manager, director, or officer; or

- taking, using, or disclosing it for their personal benefit, for the benefit of another, or to the detriment of the Company.

Proprietary and confidential information should not be openly discussed or viewed in public (e.g., in an elevator, airplane, or restaurant) or left in an unsupervised place where it could be viewed or picked up by an unauthorized individual (e.g., left unsecured on a desk or placed on a computer drive without password protection). When it is time to dispose of proprietary and confidential information, you should do it in a way that preserves confidentiality (e.g., shredding, placing in locked shred bins, or rendering digital storage media unusable) and is in accordance with the Records Management Policy.

These information safeguarding provisions do not end upon separation of employment. Departing employees also must return to the Company all originals and copies (both paper or digital) of any materials in their possession, custody, or control that contain proprietary or confidential information.

Sharing Company Information

Communicating via the internet should comply with the Company's Social Networking, Media and Online Forums Policy. Communications with the news media must be coordinated through a Communications representative as addressed in the News Media Policy. And any workplace photography, video, or audio recording must be approved by an appropriate officer or Communications representative, as addressed in the Brand, Visual, and Identity Resources Policy.

Employees must comply with the Transactions in Vistra Securities Policy, which prohibits, among other things, buying or selling securities while in possession of material, nonpublic information related to those securities or tipping such information to others. In order to comply with federal law and the Information Disclosure and Regulatory Fair Disclosure Policy, any disclosure of material, nonpublic information to investors or securities market professionals must be coordinated through the office of Investor Relations.

Using Internet, Electronic Communications, and Technology Infrastructure

The Company encourages the use of the Internet, electronic communications systems, and technology infrastructure to share information and knowledge in support of the Company's business. Such resources include file servers, commercial online services (e.g., news sites, cloud storage, and related services), network and internet access, computers, laptops, approved mobile devices, cellphones, smartphones, voicemail, email, and instant messaging. While use of these resources is of tremendous value to our Company when used appropriately, misuse of them through excessive non-business or other inappropriate use can put both employees and the Company at risk. Therefore, it is the responsibility of every user of these resources to ensure such use is in accordance with Company policies.

NON-BUSINESS USE

Non-business use of the Company's technology infrastructure, telecom, and data networks should be kept to a minimum, including, but not limited to:

- Sending or storing personal bulk email, chain letter, spam, or large files such as videos, music, or photographs
- Streaming multi-media internally or externally
- Conducting personal long-distance phone calls

The Company's technology infrastructure, telecom, and data networks should never be used to:

- Access or browse inappropriate web sites and pages
- Post or send inappropriate content
- Conduct or operate an outside business entity or activity for profit or personal gain.

► **No Expectation of Privacy** Users of Information Technology (IT) and IT Assets have no expectation of privacy in connection with their use, including personal data and correspondence accessed or transmitted using the Company's information technology resources. The Company has, and expressly reserves, the right to monitor and inspect any use of these resources. Such moni-

toring or inspection may take place at any time, with or without notice, and for any purpose deemed acceptable by the Company in its sole discretion.

Employees must comply with password security requirements, including keeping them secret, even from other company employees.

CONDUCT AFFECTING THE WORKPLACE

The Company is committed to providing a safe work environment, free of discrimination and harassment. Employees are expected to treat others with respect and dignity.

Health and Safety

Safety is our highest priority. Our safety rules and work practices have been developed to comply with the law and help ensure the safety and health of employees and the public. You are expected to know and follow the safety rules that apply to your job assignment and seek clarification if you have a question. You must report any unsafe conditions to your supervisor or other manager. The Company will not tolerate any conduct that jeopardizes the safety of the workplace, other employees, or the public.

INJURY REPORTING

Did you know that if an employee is injured on the job, the injury must be reported immediately to the employee's supervisor? An Employee Injury Report must be completed, and any employee involved must cooperate in preparation of the report.

Intoxicants, Drugs, and Narcotics

The use or possession of intoxicants, drugs, or narcotics can create a danger to employees and the general public. In order to comply with all applicable govern-

ment regulations and promote a safe, healthy working environment for all employees, the Company has established a Substance Abuse Policy and Testing Procedures regarding these substances:

- Any employee who is under the influence of or brings, attempts to bring, or otherwise has in his or her possession any illegal drug, prescription drug without a valid prescription, or alcohol while on Company property or on duty, may be subject to immediate discharge. Because the use or possession of illegal drugs jeopardizes the successful operations of the Company and erodes the trust and confidence of the general public, all employees are prohibited from use or involvement with illegal drugs on or off the job.
- All employees and prospective employees are subject to being tested for drugs and alcohol.

It is each employee's responsibility to be familiar with the Company's standards for substance abuse and report an unsafe or hazardous condition, including one caused by the use or possession of intoxicants, drugs, or narcotics.

Employee Assistance Program

The Company's Employee Assistance Program is designed to confidentially help employees and their dependents manage issues with emotional, marital, family, or other personal difficulties, including dependency on drugs or alcohol.

Respect in the Workplace and Harassment

All employees are expected to act in a responsible and professional manner and to help maintain a respectful working environment free of discrimination and harassment. Employees are prohibited from discriminating against or harassing any individual or allowing discrimination or harassment to go unreported. Inappropriate conduct or comments based on race, color, religion, sex, sexual orientation, gender identity, pregnancy, national origin, age, disability, military service, protected veteran status, genetic information, or any other protected

status will not be tolerated and will subject an employee to severe disciplinary action, up to and including termination.

► **Harassment** Harassment includes, but is not limited to, verbal, physical, or other conduct that harms or exhibits hostility or aversion toward an individual because of his or her race, color, religion, sex, sexual orientation, gender identity, pregnancy, national origin, age, disability, military service, protected veteran status, genetic information, or that of his or her relatives, friends, or associates and that:

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment opportunities.

PROHIBITED CONDUCT

Examples of Prohibited Conduct

include:

- language, materials, or conduct that is defamatory, profane, abusive, or sexual
- slurs or negative stereotyping
- threatening, intimidating, or hostile acts, including jokes or pranks that might reasonably be perceived as harassing
- unwelcome touching
- criticizing or showing hostility or aversion toward an individual or group because of personal attributes

► **Sexual Harassment** Sexual harassment includes unwelcome touching or sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, including when:

- submission to such conduct is an explicit or implicit condition of employment;

- submission to or rejection of such conduct is used as the basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive, or hostile work environment.

Use of Cellular Phones and Wireless Devices

All employees are prohibited from using cell phones or other wireless devices while conducting Company business in situations in which it is reasonably likely that the use of such devices will increase the risk of injury to the employee or to the public. Employees are encouraged to use a hands-free device or to safely stop the vehicle before using a cell phone or other wireless device while driving. Under no circumstances are employees allowed to place themselves or others at risk to fulfill the Company's business needs.

Smoking

Smoking is prohibited in all Company buildings, facilities, vehicles, and equipment owned or leased by the Company unless otherwise provided in the Smoking Policy.

Possession of Weapons and Firearms

The Company policy regarding possession of weapons, firearms, and ammunition strictly prohibits the possession of weapons, firearms (with or without a license), and ammunition whether classified as legal or illegal on Company property, including buildings, recreation facilities, equipment, and vehicles, with limited exceptions. This applies to all employees, visitors, vendors, clients, job applicants, contractors, and consultants.

CONFLICTS OF INTEREST

Conflicts can arise when employees are presented with non-customary gifts and entertainment or have personal interests that may not align with Company interests. Employees are expected to avoid conflicts between their

CUSTOMARY COURTESIES

Customary courtesies include promotional items such as a supplier logo-branded coffee mug or pen, or infrequent business meals or events with the third party's representatives in attendance. These customary courtesies do not have to be reported.

On the other hand, an employee may be invited by an outside company on a trip that emphasizes recreation of some type. These types of trips must be reported and approved, and employee participation in such events should be limited to those where a benefit to the Company is expected to result.

personal interests and those of the Company. Employees must promptly and fully disclose any situation that could reasonably represent or even appear to represent a conflict of interest.

Conflicts of Interest Including Gifts and Entertainment

All relationships between the Company and third parties should be on an arm's length basis. No employee or member of his or her immediate family should solicit or accept a non-customary gift or other benefit from any competitor, vendor, supplier, customer, or other person that does business or is trying to do business with the Company if it:

- influences (or could be perceived as influencing) the employee's business judgment,
- creates the appearance of impropriety,
- could be considered extravagant or excessive, or
- could potentially embarrass the employee or the Company if made public.

Gifts or entertainment of a nominal value that are neither excessive nor exceed customary courtesies are permitted. However, cash or its equivalent (i.e., gift cards) in any amount should never be accepted.



If offered a gift or entertainment that could be considered non-customary, employees must obtain prior approval of an officer above the employee.

Employees who are uncertain about whether they have been offered a gift or entertainment that requires approval should err on the side of caution and report it.

Employees who have any questions about this topic can ask an officer or one of the compliance professionals identified in this Code of Conduct.

Reporting Relationships

An actual or perceived conflict of interest may arise if immediate family members or romantic partners are in a direct reporting relationship or in the same chain of command. The Company does not allow direct reporting relationships between immediate family members or romantic partners to exist or be created by personnel action (including hiring, transfer, or promotion), and it does not allow these employees to work or be placed in the same chain of command without officer approval after consultation with Human Resources.

Immediate family members include spouses, parents, children, siblings, and comparable step or in-law relationships, whether the relationship is established by blood, marriage (including common law marriage), or other action.

Romantic partner means any person in an intimate and/or physical relationship with an employee.

Financial Interests

An employee or member of their immediate family should not:

- directly or indirectly sell goods or services to the Company;
- receive compensation from, or have any financial interest in, a current or prospective supplier, customer, or competitor if that compensation or financial interest constitutes a conflict of interest for the employee; or

- have a significant financial interest in any business that supplies the Company with a substantial amount of goods or services or whose sales to the Company are a substantial part of the business' revenues.

A significant financial interest in this policy means: (1) owning more than one percent of the securities of a corporation listed on a recognized stock exchange; and/or (2) being a consultant, officer, or director, or having a family member or yourself be in a position to influence the actions of an enterprise that does business with our Company.

Any exceptions must be approved by an officer above the employee.

Outside Activities and Corporate Opportunities

Employees should not participate in any outside activity (including as an officer, director, owner, consultant, or employee) that could, or appears to, interfere with performance of their duties and responsibilities, affect

RUNNING FOR OFFICE

Why do I have to notify my function level manager if I want to run for public office, for example, as a member of a city council or a tax appraisal board?

Company business frequently involves interaction with governmental bodies. An employee serving in government could frequently face a conflict of interest. For example, the employee might support a measure that is in direct conflict with Company interests. Worse yet, the employee could support a position favored by the Company but opposed by a significant percentage of his or her constituents, and thus give the appearance of having been influenced by the Company.

their independent and objective judgment on behalf of the Company, or compete with or divert business opportunities away from the Company. Each employee's primary business obligation should be to the Company, and outside business affairs or employment should be kept separate and distinct from performance of duties on behalf of the Company in every respect.

Employees should not conduct outside business activities on Company property or use Company assets, materials, or property for outside business activities. Company assets include using the services of other Company employees during Company work hours. Exceptions may be granted by an employee's manager, when the situation warrants.

Employees should not use Company prestige or influence, directly or indirectly, for personal gain or benefit. For example, an employee should not solicit Company customers to hire or contract with him or her for outside work of any kind.

Public Office

Employees are encouraged to take an active interest in political affairs. However, such activity should generally be done as an individual and not on behalf of the Company. Participation in an appointed or elected capacity can represent a potential conflict of interest. Employees who wish to serve as an appointed or elected public official must notify their function level manager prior to taking any action. When, in the judgment of the Company, a perceived or actual conflict of interest arises, the Company will take, or require the employee to take, appropriate action to resolve the conflict.

LAWS AND REGULATIONS

It is the Company's policy to comply with all laws and regulations. Although no employee is expected to know the details of all laws and regulations, every employee should have an understanding of the laws and regula-

tions that apply to their level of responsibility and to comply with them both in letter and in spirit.

Accuracy of Records and Reporting

Employees are expected to maintain books and records in appropriate detail to reflect transactions accurately, fairly, and completely, and in compliance with the Company's accounting procedures and internal controls. Employees are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of information that may be material to the Company.

Copyright or Patent Infringement

Employees must not violate the intellectual property rights of others and should verify that duplication is permissible before reproducing any copyrighted material including from books, magazines, newspapers,

COPYRIGHT LAWS

What documents may be reproduced without violating copyright laws?

Federal copyright laws are intended to protect the authors of copyrighted materials against infringement of their ownership interest in the materials. Under the "fair use" concept, employees have the right to copy, for certain purposes, works that are otherwise protected by copyright. Deciding whether copying copyrighted material is permitted usually depends on, among other things, the purpose and character of the copying, the nature of the work copied, the amount and importance of the portion copied in relation to the work as a whole, and the effect of the copying on the market for or value of the work. For example, it is acceptable to copy newspaper articles that relate to the utility industry, but not acceptable to copy training materials for use in a general training program without permission from the publisher.

videotapes, computer programs, the internet, or design drawings. In addition, employees should be aware that certain designs, processes, and devices are subject to patents.

Environmental Protection

The Company strives to be a leader in environmental stewardship, seeking to achieve improvements that lead to cleaner air, land, and water as more fully described in its Statement of Environmental Principles. Employees are expected to comply with environmental regulations and maintain Company standards.

Political Contributions and Activities

The Company values its right to participate in the political process, both as a legislative advocate and as a participant in the electoral process. Such participation, however, must be guided by our responsibility to always conduct our activities with honesty and integrity and in compliance with the laws and rules that regulate such activities. The regulations and statutes that apply to the Company's political activities establish a minimum for ethical behavior. In some instances, the Company's standard of behavior is more conservative than that required by law.

State and Federal Regulations and Standards

The company's core business of generating, buying, and selling electricity require the company to follow various state and federal agency issued rules, regulations and standards of conduct. These agencies include, but are not limited to, the Federal Energy Regulatory Commission (FERC), the US Commodity Futures Trading Commission (CFTC), the North American Reliability Corporation (NERC), and the various Public Utility Commission (PUC) jurisdictions in which we operate. Specific to commercial operations, the company prohibits illegal trading activity including, but not limited to, gaming, collusion, illegal exercise of market power, and market manipulation. Furthermore, employees are expected to comply with applicable power market rules

when operating and managing generating facilities. For more information, see the Market Conduct Policy and the Antitrust Policy.

Insider Trading and Fair Disclosure

Federal and state laws prohibit buying, selling, or making other transfers of securities by persons who have material, nonpublic information about a publicly traded company. Additionally, securities laws also prohibit communication of any material, nonpublic information about a publicly traded company to any other person when it is reasonably foreseeable that such person is likely to purchase or sell securities of such company. In compliance with those laws and the Company's Transactions in Vistra Securities Policy and Information Disclosure and Regulation Fair Disclosure Policy, employees may not, directly or indirectly, trade in the securities of any company when they are aware of material, nonpublic information about that company, nor shall they improperly communicate any material, nonpublic information to any other person or employee who is not duly authorized to receive such information.



RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS, AND OTHERS

Relationships with customers, affiliates, suppliers, competitors, government officials, and others should be conducted with the highest standards of personal conduct and business ethics and be free of even the appearance of a conflict of interest. This includes providing high quality service, displaying dignity and courtesy in business dealings, and competing vigorously, effectively, and fairly.

Antitrust and Dealing with Competitors

Federal and state antitrust laws, and the Antitrust Policy, prohibit various practices that could limit competition or restrict fair trade. Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict competition. Examples of an antitrust violation include:

- agreeing with one or more competitors to fix prices so that competition is impaired;
- agreeing with one or more competitors to fix levels of production; or
- agreeing with a competitor, customer, or other buyer of the same goods or services not to deal with any other person, whether that person is a supplier or customer.

Since antitrust laws are sometimes complex, employees, especially those who interact with customers, competitors, and suppliers, should contact a compliance resource for assistance.

VERBAL AGREEMENTS

An agreement does not necessarily have to be in writing to be an antitrust violation. A violation can include a verbal understanding between competitors. For more information see the Antitrust Policy.

Competition and Marketing

The Company should compete solely on the merits of its products, services, and ability to serve. Employees are expected to be accurate and truthful when communicating with customers, suppliers, and competitors and not misrepresent themselves or the quality, features, price, or availability of the Company's products and services. Prohibited activities include:

- using deceptive or misleading statements;
- obtaining unauthorized access to confidential or proprietary data or documents;

- securing an unlawful competitive advantage; or
- engaging in any activity that could damage the Company's reputation.

Business Solicitation

Employees may not offer gifts or other inducements to existing or potential customers or suppliers in order to obtain business or preferential treatment. Purchasing and sales decisions must be independent of each other. This means that the Company's decision to buy from a supplier must not depend on the supplier's decision to buy from the Company.

Procurement Activities

Employees responsible for, or in a position to influence, procurement decisions should adhere to sound business practices that result in the fair and ethical treatment of suppliers. This standard applies whether procuring supplies, equipment, or services and requires us to be impartial, truthful, and independent when evaluating and working with suppliers.

Bribery or Kickbacks

Gifts or other benefits (including cash, voucher, entertainment, or favor) should never be offered to a government official with the hope of influencing that individual. Company funds, services, or labor must not be given, directly or indirectly, to anyone in an improper effort to obtain or retain business or special treatment for the Company. Expenditures and transactions of any kind involving a government official, including social meetings, must be discussed with an officer above the employee in advance. The Company has strict policies in place for recording and reporting all such activities.

Endorsements

Employees, on behalf of the Company, should not endorse, promote, or give testimony for products, services, or equipment of suppliers, customers, or competitors, unless specifically authorized to do so by the Company. This guideline specifically includes endorsements on social media sites, such as LinkedIn.

CERTAIN OTHER POLICIES

The Company has established certain other policies, some of which are summarized below. See the online **Policy Manual** for Company policies.

Employment

It is the policy of the Company to comply with all employment laws and to afford equal employment opportunity to all individuals without regard to race, color, religion, sex, sexual orientation, gender identity, pregnancy, national origin, age, disability, military service, protected veteran status, or genetic information. This applies to recruitment, hiring, promotion, demotion, transfer, discipline, layoff, termination, rates of pay, selection for training, and every other type of pre- and post-employment personnel activity. All hiring, terminations, and selections for job opportunities will be based on the Company's business needs and the qualifications, skills, relative abilities, and performance of the candidates, and not on impermissible considerations

Providing Information

Employees must never provide incorrect, misleading, or fraudulent information to: the Company or any Company representative; any public official, governmental agency, or internal or external auditor; or in any public communications.

Employees must fully cooperate and shall not withhold information or give false or misleading information in any investigation conducted by the Company or external party.

Reimbursable Employee Expenses

It is Company policy to reimburse employees for actual expenses incurred in conducting Company business.

The expenses to be reimbursed must be business related and reasonable. Appropriate receipts and documentation must be submitted. Personal expenses incurred by employees are considered non-business and will not be reimbursed by the Company. A Company credit card such as a Travel Card or Purchasing Card should be used for authorized business expenditures only and not for personal use, even if the balance is paid each month by the employee.

Solicitation of Employees and Distribution of Literature

The Company's Solicitation Policy does not permit third-party solicitation of employees at the workplace, except when on behalf of specific charitable organizations approved by an officer at the executive vice president level or above. Prohibited third-party workplace solicitation includes solicitation made on Company bulletin boards or via electronic networks including Company email and voicemail. The solicitation of Company employees by other Company employees and the distribution of literature or handouts are only allowed on Company property as follows:

- Employees may solicit only during non-work time at their work location. Non-work time includes time before and after the regularly scheduled shift, mealtime, and recognized rest or coffee breaks.
- Employees may distribute literature only during non-work time in non-work areas at their work location. Non-work areas would include, but not be limited to, break rooms, hallways, cafeterias, parking lots, and Company entrances.

The activities permitted above must not interrupt or interfere with the work of employees, be disruptive to the work environment, or otherwise violate the Solicitation Policy.

Organization Memberships

It is the expectation of the Company to be a good corporate citizen and to actively participate in community and civic affairs in the communities in which it conducts

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business. For the Company to sponsor such membership, an employee must first obtain approval from an officer above the employee.

Employees may participate in organizations of a personal nature (e.g., churches, Scouts, parent-teacher associations, alumni associations, and fraternal organizations), provided that doing so does not interfere with the employee's ability to perform his or her job. However, employees participate in such organizations in their individual capacity, not as representatives of the company and without Company sponsorship.