

# Code of Ethics

***OG+E***<sup>®</sup>

**We Energize Life**



# Our Foundation

## Values

### **Teamwork**

We work together to achieve shared goals and objectives.

### **Transparency**

We operate our business openly and communicate in a clear, candid, and timely manner.

### **Respect**

We treat others justly and consider their views in the decisions we make.

### **Integrity**

We conduct ourselves in an honest, fair, and trustworthy manner.

### **Public Service**

We give our time and energy to better the communities where we live and work.

### **Individual Safety and Well-being**

We advocate attitudes and actions that promote individual safety, health, and success.

## Beliefs

### **Values Matter**

I model OG&E's values in everything I do.

### **Unleash Potential**

I get superior results by applying innovative thoughts and constant self-improvement.

### **Live Safely**

I protect myself and others from injury by constant engagement, always living safely.

### **Achieve Together**

I reach out to others across the company so we can achieve more.

### **Shared Trust**

I commit to acting in a manner that cultivates trust.

### **Value Diversity and Inclusion**

I embrace the uniqueness of each individual to make us a stronger and more resourceful organization.

### **Take Charge**

I am accountable to deliver our key results, mentor others, and manage my career.

# A message from Sean Trauschke



Since 1902 OG&E's reputation for integrity has been defined by the women and men who work here and who have upheld our values and beliefs every day, in every interaction with all stakeholders. Bringing those values to life drives who we are as a company and underpins our culture, adding to the foundation of high standards by those who preceded us, so we can build it for the future.

Achieve Together. Our values and beliefs unite us and bind us together as part of something so much greater than ourselves.

The Code is a tool to help you navigate business decisions and help you live our values and beliefs each and every day. Use the Code to help you recognize and report issues that may arise so they may be properly addressed. If you have a question, the Code provides you with clear direction on the company's expectations - and protects you in the process.

Please review the Code and use it to guide your decisions and actions. Our Code of Ethics preserves our reputation of operating with integrity.

Thank you for all you do to grow our business and our communities.

Sincerely,

A handwritten signature in black ink that reads "Sean Trauschke". The signature is fluid and cursive, with a large, sweeping flourish at the end.

**Sean Trauschke**

Chairman, President, and CEO OGE Energy Corp.

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# The Code of Ethics

The Code of Ethics applies to all of us—officers, directors, and members of OGE Energy Corp. and its majority-owned subsidiaries and affiliates, including Oklahoma Gas and Electric Company (collectively, “OG&E” or “the company”).

Each of us is expected to maintain OG&E’s reputation for integrity and to act with the highest standards of ethical conduct.

We also expect our vendors, suppliers, contractors, Board of Directors, and other individuals who work on our behalf to be guided by these standards, OG&E’s policies and procedures, Supplier Code of Conduct and all applicable laws and regulations.

We require business decisions to be legal and ethical. The laws and regulations that govern the conduct of business and affect transactions are many and complex. Therefore, it’s impossible to set forth a single policy statement or code that addresses all possible circumstances or actions that could present a conflict. Nevertheless, OG&E’s goal is not only to comply with the law, but to avoid even the appearance of impropriety.

Our Code of Ethics is an overview and is not intended to be an all-inclusive list of rules. It’s designed to provide general guidelines about acceptable business conduct and to alert those who work on behalf of the company to ethical and legal issues. OG&E’s Director of Ethics, Equity, and Inclusion is responsible for the administration of the Code of Ethics and the company’s Ethics Program.

OG&E’s Ethics Program is designed to prevent and detect violations of law or ethical standards. Companywide policies and procedures provide additional guidance about the expectations of our members. In addition, supervisors, Human Resources Business Partners, the Chief Compliance Officer, the Director of Audits, and the Director of Ethics, Equity and Inclusion are available to answer questions concerning policies, procedures, and applicable law. We encourage members to use these resources. The Director of Ethics, Equity, and Inclusion, and the Director of Audits will provide more specific guidance as required.

The Code of Ethics can be located on the company intranet and on [OGE.com](https://www.oge.com).

Our commitment to operating with integrity is an important factor to OG&E's continued success. The Code of Ethics provides the foundation of our company's culture and provides members with the resources and information we need to conduct our business according to the highest standards of ethical conduct.

Each member is responsible for upholding the Code of Ethics. We each play a vital role in maintaining our company's reputation as we interact daily with customers, colleagues, and other stakeholders. This obligation includes reporting potential unethical behavior.

Please familiarize yourself with this guide so that you know how to navigate situations, including where to seek help when challenges arise. If you become aware of any possible violation of the Code of Ethics, please report it to the Director of Ethics, Equity, and Inclusion or utilize any of the other reporting methods listed on [page 9](#). We are here to help, so please reach out if you have questions.

Thank you again for your commitment to this great company.

Sincerely,



**William Sultemeier**

General Counsel, Corporate Secretary and  
Chief Compliance Officer



# Speaking up

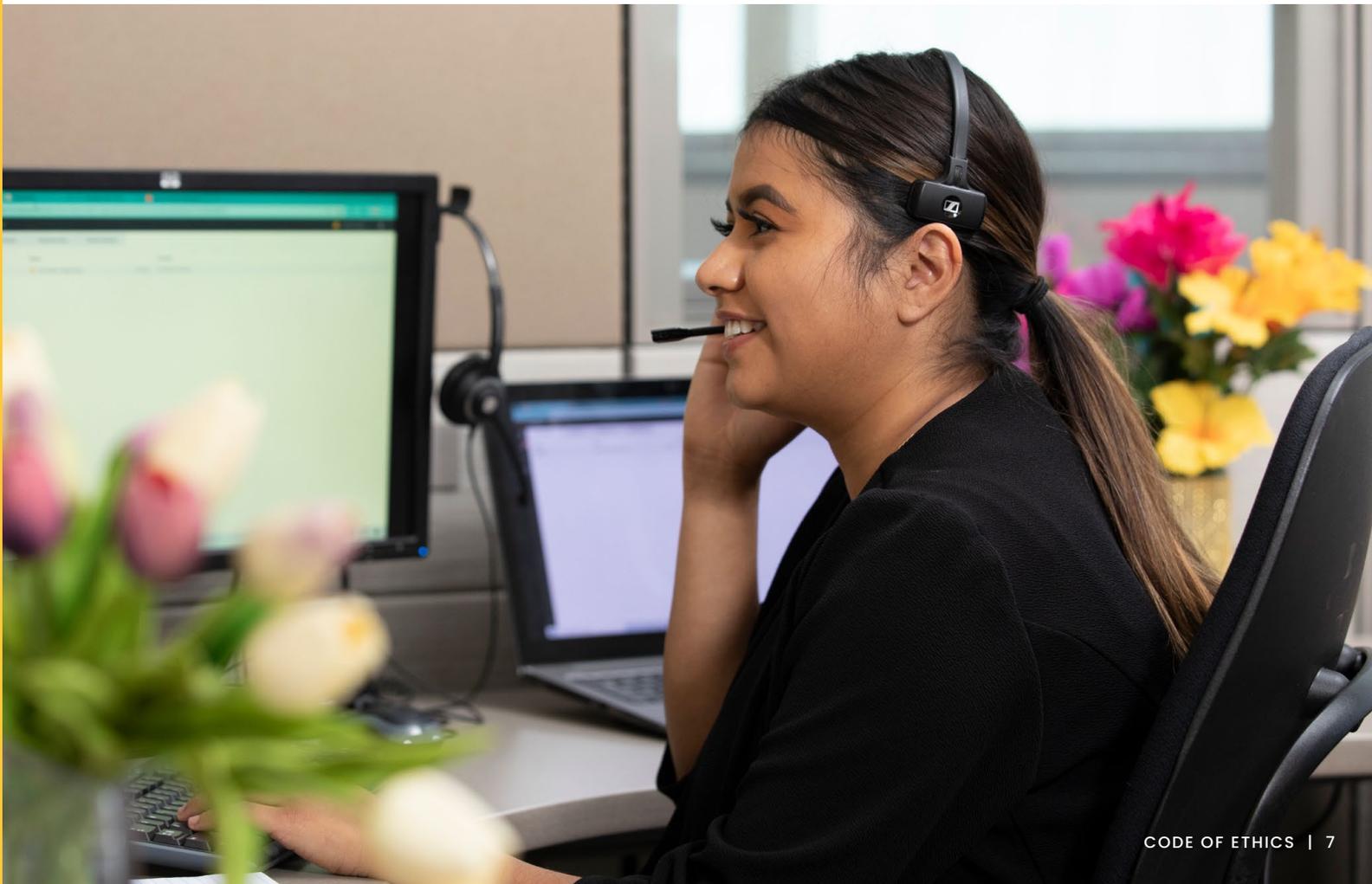
The company is dedicated to creating a workplace environment where employees (“members”) can ask questions and raise concerns, knowing their voices will be acknowledged without fear of retaliation. This commitment is essential for maintaining high ethical standards. Each member is expected to speak up and seek advice when an issue involving a potential violation of the Code of Ethics arises.

Speaking up promotes a culture of trust and helps identify misconduct that may negatively impact the company’s reputation and success. To support this culture, the company provides a dedicated and confidential Ethics Hotline 24 hours a day, seven days a week. Both members and external parties are encouraged to use the Ethics Hotline to report actual or suspected ethical or illegal misconduct.

Everyone, including those outside the company, is urged to help uphold the high standards set by the company. By working together, we can establish a culture of trust and accountability that benefits everyone.

## Investigating Concerns

All reported ethics concerns are thoroughly investigated, and the results are reported to OG&E’s Audit Committee of the Board of Directors to ensure transparency and accountability. No person who brings forward an ethics concern in good faith will be disciplined for asking about or reporting an ethics matter.



**Q** I observed a situation that I suspect is a violation of our Code of Ethics. Should I report this situation even if I am not completely certain there is a problem?

**A** YES. You are responsible for reporting suspected violations immediately using one of the reporting methods listed on [page 9](#). It is better to report a suspicion that turns out to be a non-issue than to remain silent and ignore a possible violation of ethics, policy, procedure, or the law.

Some decisions can present real dilemmas. When unsure of the proper course of action, ask yourself the following questions:

- Is it lawful?
- Does it comply with the intent and purpose of OG&E policies, procedures, and practices?
- Can I defend it in front of supervisors, fellow members, and the public?
- Is it honest in every respect?
- Are others likely to view it as appropriate?
- Does it avoid the appearance of impropriety?

A “no” answer to any of these questions indicates that the action should not be taken.

A “maybe” answer indicates a need to ask questions of a supervisor, manager, the Director of Audits, the Director of Ethics, Equity, and Inclusion, or a Human Resources Business Partner.

# Reporting

Anyone that suspects or has knowledge of a violation of the Code of Ethics, an OG&E Policy or Procedure, or an applicable law or regulation has an obligation to report the suspected ethical misconduct. Anyone concealing a violation or details related to a potential violation is in violation of the Code of Ethics.

There are several ways to report suspected ethical misconduct. You can report by:

- Notifying a supervisor or manager
- Notifying a Human Resources Business Partner
- Calling the OG&E mPOWERLINE at 1-877-TELLOGE (835-5643)
- Visiting [www.ethicspoint.com](http://www.ethicspoint.com) to report online through the **mPOWERLINE**
- Notifying the Director of Ethics, Equity, and Inclusion at 405-553-3446 or [royalrr@oge.com](mailto:royalrr@oge.com)
- Notifying the Director of Audits at 405-553-3092 or [risinggd@oge.com](mailto:risinggd@oge.com)

When making a report, choose the method that you are most comfortable with and submit the report promptly. Although all reporting methods are encouraged, situations requiring immediate action should be addressed in-person with a supervisor, manager or Human Resources.

You also have the right and responsibility to immediately stop or place a hold on an operation or if you have a health or safety concern, without fear of retaliation.

The mPOWERLINE and the EthicsPoint website are staffed by an outside company; not by OG&E personnel. Reports are forwarded to the Director of Ethics, Equity, and Inclusion. When making reports anonymously, you must provide sufficient details (location, department, names, job titles) of the individuals involved to allow for a thorough investigation and follow-up. For example, a report that “a member is stealing from the company” does not provide enough detail to allow for an investigation.

**Report suspected unethical behavior using the mPOWERLINE**



## Investigation Process

When you raise a concern, OG&E investigates the facts to determine what has happened; no decisions or conclusions are determined before the investigation is complete. Each report of a suspected violation will be investigated to the extent possible based on the information provided by the reporter. Investigations typically involve confidential interviews and review of relevant supporting documentation.

Whenever possible, the reporter will be informed about the investigation's conclusion. However, there are instances, particularly those involving employment actions, where sharing detailed information with the reporter is inappropriate due to privacy concerns. Additionally, if a report is submitted anonymously, the company cannot provide feedback to the reporter.

## Disciplinary Action

Members who violate OG&E's Code of Ethics will be subject to disciplinary action, up to and including termination of employment. In addition, certain violations may be referred to legal authorities for investigation and civil or criminal prosecution.

Members who fail to cooperate in any investigation of a suspected violation, intentionally report misinformation concerning any actual or suspected violation, intentionally provide misinformation in an ethics investigation, or engage in retaliatory behavior against another member for participating in an investigation will be subject to disciplinary action, up to and including termination from employment.

## Retaliation

OG&E does not condone acts of intimidation, threats, coercion, or discrimination for the purpose of interfering with, or retaliating against, a member for filing a report, furnishing information, or participating in an investigation. Retaliation can take many forms including but not limited to being fired, demoted, denied a raise, harassed, denied training, or any other negative actions. Retaliation of any type by a member against anyone who brings forward a concern in good faith or who participates in an investigation will not be tolerated. Any member found to be engaging in retaliation will be subject to appropriate disciplinary action, up to and including termination. If you suspect, experience, or observe retaliation, report your concern using one of the reporting methods listed on [page 9](#).

## Board of Directors' Oversight

The results of all ethics investigations are reported on a periodic basis, typically quarterly, to the Audit Committee of the Board of Directors.

# Respecting ourselves and others

OG&E is committed to fair and non-discriminatory treatment in all aspects of employment, including recruitment, hiring, promotions, wage and salary administration, benefits, and training.

## Equal Employment Opportunity and Human Rights

OG&E is an Equal Opportunity Employer and believes that the diversity of its workforce is a tremendous asset. OG&E's policy is to recruit, hire, train, and promote into all job levels with the best qualified applicants and to compensate individuals without regard to age, race, ethnicity, color, religion, sex (including pregnancy, gender identity, and sexual orientation), parental status, national origin, disability, genetic information (including family medical history), political affiliation, military service, or other non-merit-based factors.

The company is also committed to the protection and advancement of human rights. The OG&E Human Rights policy is based upon our commitment to the company's values of Individual Safety and Well-being, Respect, and Integrity. The company conducts its business in a manner that respects the rights and dignity of each person while also complying with applicable laws and regulations that address human rights issues.

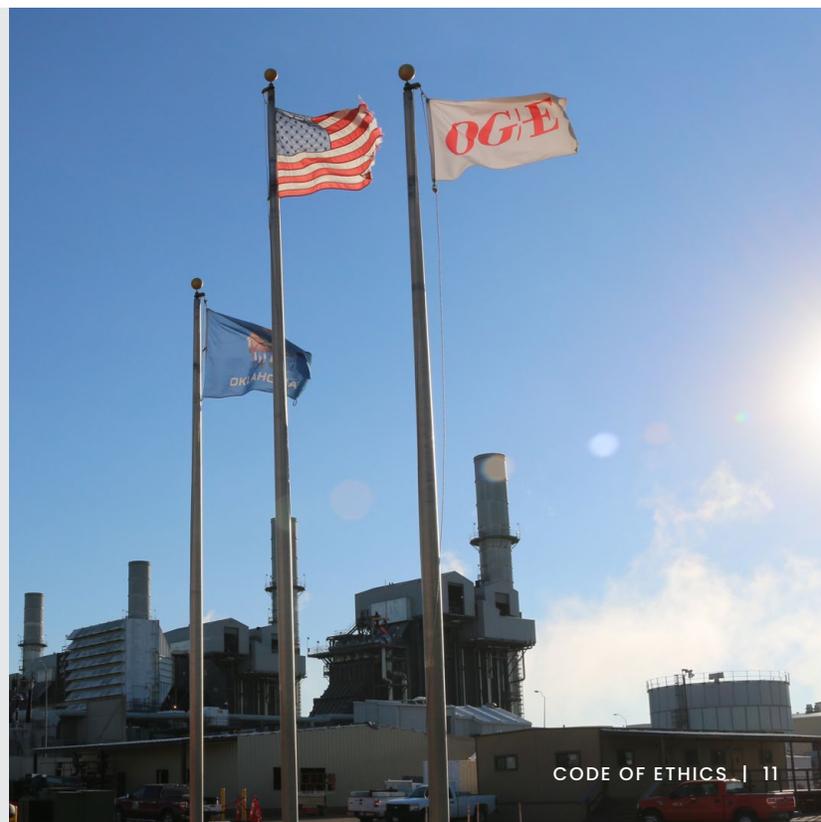
You can report matters involving suspected harassment, discrimination or human rights violations by using one of the reporting methods listed on [page 9](#). In any case, when a report of suspected discrimination is made to anyone outside of Human Resources, the member receiving the report must notify a Human Resources Business Partner immediately.

Refer to [Corporate Policy HR.010 – Equal Employment Opportunity Policy](#)

Refer to OG&E Human Rights Policy found in the Stewardship Reporting Center on [OGE.com](#)

**Q** I overheard a supervisor making inappropriate comments about one of their member's religious beliefs during a meeting. I know this is wrong, but I do not know what to do.

**A** You should immediately report the incident using one of the reporting methods listed on [page 9](#).



## A Safe and Healthy Work Environment

OG&E is committed to providing a work environment free from recognized health and safety hazards, including violence and illegal drug use.

### Report unsafe behaviors

With input from all members, management must recognize, assess, and control health and safety hazards related to OG&E facilities and operations. All members are responsible for reporting potential health and safety risks. Everyone has the right and responsibility to immediately stop or place a hold on an operation if they have a health or safety concern regarding the work being performed. This right comes with OG&E's promise that there will be no retaliation for this action.

Refer to [Corporate Policy AD.018 – Health and Safety Policy](#)

**Q** I know we are supposed to report safety incidents, but could that reflect negatively on my work group?

**A** You should report all work-related incidents. By reporting incidents, it allows OG&E to learn from that event and implement actions that reduce or eliminate the potential of a similar event happening in the future. By reporting incidents, you are contributing to our continued improvements toward a safe environment.

**Q** Sometimes I feel pressured to shortcut safety procedures to complete projects on time. What should I do?

**A** Do not skip the safety procedures or take shortcuts. No matter who asks you to do something, you should never violate applicable safety rules or work procedures for any reason. If you feel pressure to do so, you should discuss it with your supervisor. If you do not feel comfortable speaking with your supervisor, you can report suspected ethical misconduct utilizing one of the reporting methods listed on [page 9](#).



What should I do if I see a potentially violent situation developing between two of my colleagues?



If you see or hear anything that is threatening, or carries the potential for violence, call your supervisor, OG&E Security Control Center (405-553-8300), or the Director of Enterprise Security.

### Refrain from violence

We uphold our commitment to a safe and healthy work environment by demonstrating our values of respect and individual safety and well-being. All members must refrain from acts of physical violence, assaults, or threats of violence.

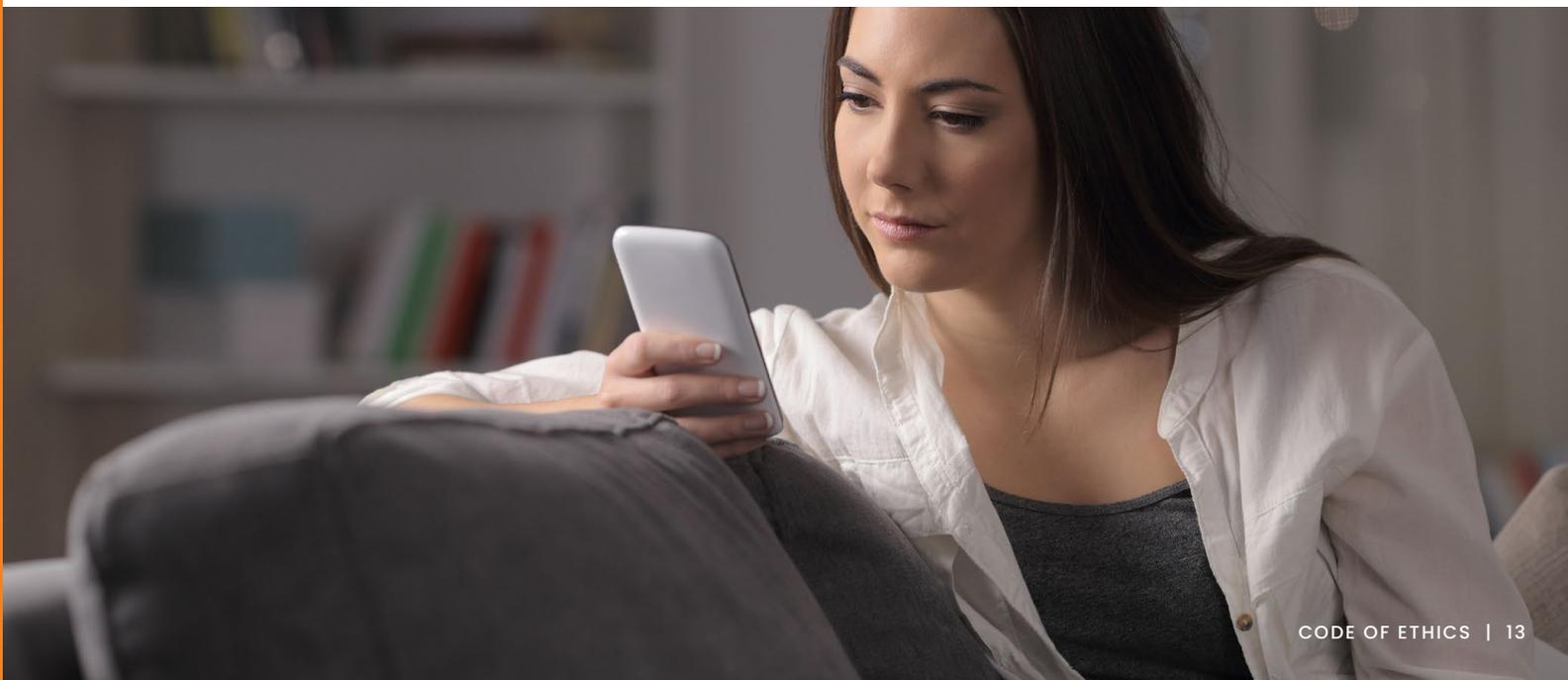
Refer to [Corporate Policy AD.033.2 – Corporate Physical Security Policy](#)

Refer to [Corporate Policy HR.047 – Workplace Violence Policy](#)

### Refrain from drug and alcohol abuse

OG&E complies with federal and state laws in the administration of its drug and alcohol testing program. OG&E specifically prohibits the following:

- The possession, use, or being under the influence of (or impaired by) drugs or alcohol during work hours, on company premises, and all worksites including non-company owned locations;
- The possession and transportation of drugs or alcohol in company-owned vehicles;
- The off-duty illegal use and misuse of drugs or alcohol that may negatively affect the user's ability to perform work in a safe, reliable, and productive manner upon the return to work; and
- The use of Medical Marijuana if (a) the member performs a Safety-Sensitive function; (b) the member has a Commercial Driver's License ("CDL") and performs a Safety-Sensitive Function; or (c) driving is an essential function of the member's job.





**One of my co-workers just returned from lunch and appears to be under the influence of drugs or alcohol. What should I do?**



**While this person may be suffering from a medical condition rather than the effects of alcohol or drugs, you should immediately report your concern to your supervisor, a Human Resources Business Partner, Health and Safety, or Enterprise Security.**

We must all do our part to maintain a safe, healthy, and productive workplace.

No one on OG&E property or a company worksite is permitted to use, sell, purchase, or possess alcohol, illegal drugs, or any other controlled substance, except for approved medical purposes.

Members must report to work able to perform their assigned duties, free from the influence of alcohol or illegal drugs.

Any member taking a prescribed or over-the-counter medication that might affect the safety of themselves or others in the workplace must inform a Human Resources Business Partner of the potential effects of the medication before beginning work to determine if it is safe for the member to work.

Members must immediately report any member or contractor appearing to be working under the influence of drugs or alcohol.

The company offers an Employee Assistance Program for alcohol and/or drug-related issues for eligible regular, full-time members and their household members. This program is voluntary.

Refer to [Corporate Policy HR.030 – Member Benefits Policy](#)

Refer to [Corporate Policy HR.22 – Illegal Use or Misuse of Drugs or Alcohol Policy](#)

### **Arrests during employment**

In the event of an arrest, members are required to inform the company within two (2) business days irrespective of whether the arrest happened during or outside of work hours. While the company reserves the right to place a member on unpaid administrative leave or terminate employment because of an arrest, it is important to note that not all arrests will lead to an adverse employment determination.

The company will thoroughly evaluate the circumstances surrounding the arrest to make an informed and fair assessment of the situation before determining any appropriate actions or decisions.

## Harassment is Prohibited

OG&E is committed to fostering a respectful and inclusive environment for all members, free from harassment. Harassment in any form is prohibited. We are committed to preventing harassment by promoting awareness, providing training, and fostering an environment where everyone feels welcomed, included, and empowered to speak up.

Harassment includes, but is not limited to, any unwanted conduct, communication, or behavior that creates an intimidating, hostile, or offensive environment for others. This encompasses verbal, written, visual, or physical actions targeting an individual or group based on race, ethnicity, color, religion, sex (including gender identity, sexual orientation, pregnancy, childbirth, or related medical condition), national origin, age, disability, or any other protected status.

Prohibited Actions:

1. **Offensive Language:** Derogatory or discriminatory language that belittles or marginalizes others such as ethnic, racial, religious, or sex-based slurs.
2. **Unwelcome Behavior:** Discriminatory and/or offensive actions such as symbols, for example, religious or ethnic hate symbols, and racist cartoons. Other examples include imitating a person's disability, mocking someone's accent, or any action that causes discomfort or distress to another person.
3. **Bullying:** Deliberately harming or humiliating others such as threatening or intimidating a person because of their religious beliefs, their religious attire, or their lack of religious beliefs, or online harassment, whether within or outside the workplace.
4. **Retaliation:** When a supervisor, manager, or peer takes adverse action against a member because they spoke up about a concern.
5. **Discrimination:** Treating others differently based on protected characteristics.
6. **Sexual Harassment:** Includes, but is not limited to, unwelcome advances, such as groping, touching or physical proximity, physically assaulting a person, or requests for sexual favors in exchange for job benefits such as promotions. Both the victim and harasser can be either a man or woman, and the victim and harasser can be of the same sex.

If you witness or experience harassment, please use one of the reporting methods listed on [page 9](#).



**A coworker tells jokes full of negative racial and gender stereotypes and makes comments that I find offensive. I asked him to stop, and he told me that they were just jokes and I needed to relax. What should I do?**



**You should report your concerns immediately. Members are expected to treat each other with respect. All offensive jokes, regardless of intent, are unacceptable. "I was joking," or "I didn't mean it that way," are not defenses for misconduct that offends another member.**

**Q** I work remotely and I interact online with a coworker who harasses me. Am I protected even though I don't go to the office?

**A** Yes. Unlawful harassment can occur in a physical work environment or a virtual one.

## Reporting

If you find a member's conduct offensive or intimidating, let them know. However, if you are not comfortable addressing the person directly, report the situation immediately, using one of the reporting methods listed on [page 9](#). When a harassment report is made to anyone outside of Human Resources, the recipient of the report must notify a Human Resources Business Partner, or the Director of Ethics, Equity, and Inclusion immediately.

Each supervisor has a duty to report suspected harassment even if the members involved are not in the supervisor's workgroup or department. Supervisors who are aware of harassment, or a complaint of harassment, who do not make a report will be subject to disciplinary action, up to and including termination.

## Sexual Harassment/Employee Relationships

Supervisors must be cautious when developing personal relationships with subordinates. If a supervisor approaches a subordinate contemplating a personal or intimate relationship, it may be misinterpreted as harassment. If a relationship is established between a member and their direct line supervisor, the relationship must be reported, and one of the members may be required to change jobs pursuant to company policy.

Refer to [Corporate Policy HR.017 - Harassment-Free Workplace Policy](#)

Refer to [Corporate Policy HR.011 - Employee Relationships Policy](#)

**Q** A member that I used to supervise has complained to me that her current supervisor has made numerous sexual advances to her. She strongly resents this behavior but is afraid to complain because she fears for her job. As a supervisor, what should I do?

**A** As a supervisor, you must act. You should advise the member to immediately report the issue using one of the reporting methods listed on [page 9](#). Additionally, as a supervisor, when you become aware of an issue, you must immediately contact a Human Resources Business Partner, or the Director of Ethics, Equity, and Inclusion and make a report.



# Respecting the company and shareholders

## Creating and Reporting Accurate Business Information

Accurate and complete records are essential in meeting OG&E's financial, legal, and management obligations, as well as fulfilling our obligations to customers, suppliers, shareholders, members, regulators, and others.

Along with records of financial transactions, OG&E business records include, but are not limited to, what may be regarded as routine documents such as member payroll records, timesheets, expense reports, p-card documents, medical claim forms, bills, vouchers, test reports, performance measurements, production records, and performance reviews. Business records can also include e-mails, instant messaging, photographs, digital media, reports, spreadsheets, and other documents addressing business-related topics.

Business records may become public as part of a legal or regulatory process. Members should refrain from making any negative or inappropriate comments in business-related documents..

Refer to [Corporate Policy AD.023 – Records and Information Management Policy](#)

### Financial reporting

The integrity of OG&E's financial reporting process is vital. Reliance on our financial information by shareholders, regulators, lending institutions, and others requires a commitment from each member to comply with OG&E financial reporting standards.

All business and financial transactions must be reported in accordance with generally accepted accounting principles and with OG&E's internal control procedures. Members are prohibited from attempting to circumvent processes or controls, which are designed to ensure accurate external reporting, facilitate sound operational performance, and prevent or detect fraud. Members are prohibited from withholding information from or obstructing investigations by internal or regulatory auditors. No member should consider misrepresenting facts or falsifying reports.

**Q** I do not have time to check each invoice that comes across my desk. Isn't it the responsibility of the clerk who prepared it and the member who submitted it to make sure an invoice is correct?

**A** Each of us is accountable for making sure all invoices and reports are correct. If you are approving an invoice, you are responsible for its accuracy.

**Q** Does my supervisor have the authority to make me charge an incorrect work order or account?

**A** NO. All members are accountable to ensure that, in the transactions they conduct or support, all charges to a work order or account are accurate and proper.

**Q** OG&E contracts with another company that is required to submit a monthly bill for services based on the number of hours worked. I thought I saw an OG&E clerk, with the approval of a supervisor, receipt for more hours on the invoices than worked. What should I do?

**A** OG&E requires all members to deal honestly and fairly with others in conducting business. Approval from a supervisor does not excuse a violation of OG&E policy. It is never acceptable to intentionally receipt for work that was not actually performed. You must report this incident immediately.

### **Retaining and disposing of records**

OG&E's Records and Information Management Program involves keeping records for the appropriate length of time and protecting confidentiality and other information so the company can respond to internal and external inquiries in a timely manner. It is important to remember that effective records management means retaining only information that is required and disposing of records and copies that no longer meet business, legal, or regulatory requirements, including drafts of documents that have become finalized.

Refer to [Corporate Policy AD.023 – Records and Information Management Policy](#)

**Q** When a specific project is completed, can I throw out all the project documents?

**A** Retention guidelines differ from group to group and project to project. You should normally seek guidance from your supervisor or the Records Information Manager. Additionally, OG&E may have a legal obligation to prevent the destruction of documents if they are related to an investigation, claim or lawsuit. If you retained the documents as the result of a legal hold notice, contact the Legal Department to see if the hold is still necessary.

## Using Information Lawfully

In the course of employment with OG&E, you may receive, or have access to, confidential information. Confidential information refers to all business information and materials of a confidential or proprietary nature, including trade secrets, business plans and proposals, sales forecasts, sales and marketing strategies, client and customer lists and account or contract information, pricing and pricing strategies, construction plans, vendor supplier data, new business leads, specific areas of research, and business development.

In addition, confidential information includes personal information, such as members' medical and financial information known to the company through employment relationships. It also includes "Personally Identifiable Information," which is any piece of information that can potentially be used to uniquely identify or contact a single person (e.g., a social security number, street address, or telephone number).

You must never unnecessarily or illegally disclose or use the personal information of other members, or the Personally Identifiable Information ("PII") of other members, customers, or individual with whom the company does business. Such information may only be shared internally with those who have a need to know, meaning the information is essential for the internal individual, to perform his or her job. Such information may only be shared externally as allowed or required by law. Release of such information may require a release agreement signed by the person whose information is to be released or a court order for the release. Consult your supervisor if there are any questions concerning the release or use of any such information.

Confidential business information may not be disclosed to anyone except authorized members or contractors and/or consultants. These designated individuals will be given access to this information if they have a legitimate "need to know" about the information to fulfill a valid business purpose of OG&E and who have signed a confidentiality agreement with the company. You must use confidential information only as allowed by law and only for OG&E's benefit, not for a member's own advantage or the advantage of others outside of OG&E. Confidential information must be maintained in strict accordance with company policy.

The ban against the release of confidential information applies not only to prevent formal disclosure of the information, but also to prevent informal conversations with friends, third parties, and family, and conversations between members in public places where the conversation can be heard. Members must be proactive in preventing this type of unintentional disclosure.

These obligations and responsibilities continue after employment with OG&E ends or after the contract with the third party terminates or expires. In addition, confidential information or trade secrets from a previous employer should not be disclosed to OG&E or other members. This places both the company and the person disclosing the information at risk. However, this ban does not prohibit using general skills and knowledge acquired with previous employers while employed at OG&E.

Members responsible for handling customer information should also review and understand the OG&E Identity Theft Program, which was previously adopted by the company's Board of Directors. The Identity Theft Program implements a series of guidelines and procedures to identify instances of identity theft associated with our customer accounts and responds accordingly. This program seeks to reduce the risk of identity theft by ensuring that certain steps are taken to maintain confidential information and to discover identity theft.

Refer to [Corporate Policy and Handbook AD.033.4 – Corporate Privacy Policy](#)



**Q** I have access to our earnings information before it is released. I know I cannot give out the exact information before it is filed with the SEC, but if someone asks me about the results before the filing, can I give them a vague idea of the results?

**A** NO. Disclosure of any type, including gestures or hints of material non-public information is strictly prohibited. Non-public information should only be discussed among members who have a need to know to complete their job responsibilities.

**Q** A social media site not maintained by OG&E says that OG&E is about to sell a power plant. I know that is not true. Am I required to post the correct information?

**A** NO. However, once you become aware of the information, you should report it to Corporate Communications or utilize one of the reporting methods listed in this guide. Only a handful of OG&E members are authorized to communicate with the public and the media through official financial reporting and press releases.

**Q** I just overheard a conversation about a major OG&E business deal. An agreement is about to be signed and the deal has not been announced to the public. I heard someone say that OG&E stock is sure to increase in value after the transaction is announced. I realize I may not use this insider information for personal profit, but can I tell some friends and let them profit?

**A** NO. Insider trading violations also include providing insider information to others such as “tipping,” and securities trading by the person “tipped.” Such actions could result in heavy fines and even imprisonment for you and your friends.

### **Insider trading**

The Securities Exchange Act of 1934 prohibits insider trading. “Insider trading” generally refers to the buying or selling of a security (of OG&E or any other company) by a person who is in possession of material, non-public information relating to the security. Insider trading violations also include providing such information to others (“tipping”) and securities trading by the person “tipped.”

In addition, insider trading applies to any company about which confidential information is acquired. Members who receive confidential information from customers or business contacts must also refrain from trading or tipping based on such information.

“Material information” is any positive or negative information that a reasonable investor would likely consider important in arriving at a decision to buy or sell securities. In short, any information that is likely to affect the market price of securities. Some examples of information that will frequently be regarded as “material” are projection of future earnings or losses; news of a pending or proposed merger; acquisition or tender offer; news of a significant sale of assets or the disposition of a subsidiary; changes in dividend policies or the declaration of a stock split; changes in management; impending financial liquidity problems; the gain or loss of a substantial customer; cyber security risks and incidents, including any investigation of a potential incident; and news of regulatory or court actions. If you are unsure about whether the information is material, please contact the General Counsel’s office.

Three basic rules to follow are: (1) do not buy or sell securities while in possession of material, non-public information; (2) do not pass such information on to others who may buy or sell securities; and (3) if such information has been publicly disclosed, allow sufficient time for the information to be disseminated and absorbed by the marketplace before acting on it or passing that information on to others. For further guidance, contact the General Counsel's office.

**Q** I became aware that another OG&E member included a discussion of an OG&E project on his Facebook page. When I read the write-up on his Facebook page, I was convinced that this discussion included confidential information about OG&E's operations and future plans that might even impact next year's earnings. What should I do?

**A** Social networking can encourage open and relaxed communications. However, this is not an excuse to disregard OG&E policies and practices concerning the disclosure of confidential information. You should report a potential ethics violation immediately.



## Protecting OG&E Interests and Assets

Members are prohibited from taking advantage of opportunities that are discovered using company property, company information, or their position with the company without the consent of the Director of Ethics, Equity, and Inclusion or, in the case of Independent Directors and Officers, the Board of Directors.

### Property

You are responsible for proper safeguarding and authorized use of any OG&E property in carrying out job duties and assignments. Company property includes physical assets such as buildings, vehicles, office equipment, telephones, tools, materials, supplies, computers, and similar assets, as well as intangible assets such as computer software and databases, proprietary information, and intellectual property such as patents, copyrights, trademarks, and trade secrets.

Likewise, you are responsible for the safeguarding and authorized use of the property of others for which OG&E is responsible, such as equipment, proprietary information, and reports, and/or computer programs that are leased or loaned to OG&E.

Refer to [Corporate Policy AD.033- Corporate Security and All Associated Policies and Handbooks](#)

### Information technology systems

Computer hardware, software and data stored electronically must be safeguarded against damage, loss, alteration, theft, or unauthorized access. You are responsible for the protection and confidentiality of computer passwords and other personal system and network access information. You should not divulge passwords to anyone.

Refer to [Corporate Policy AD.033.1 – Corporate Cyber Security Policy](#)

Refer to [Corporate Cyber Security – Information Protection Program](#)

### Assets

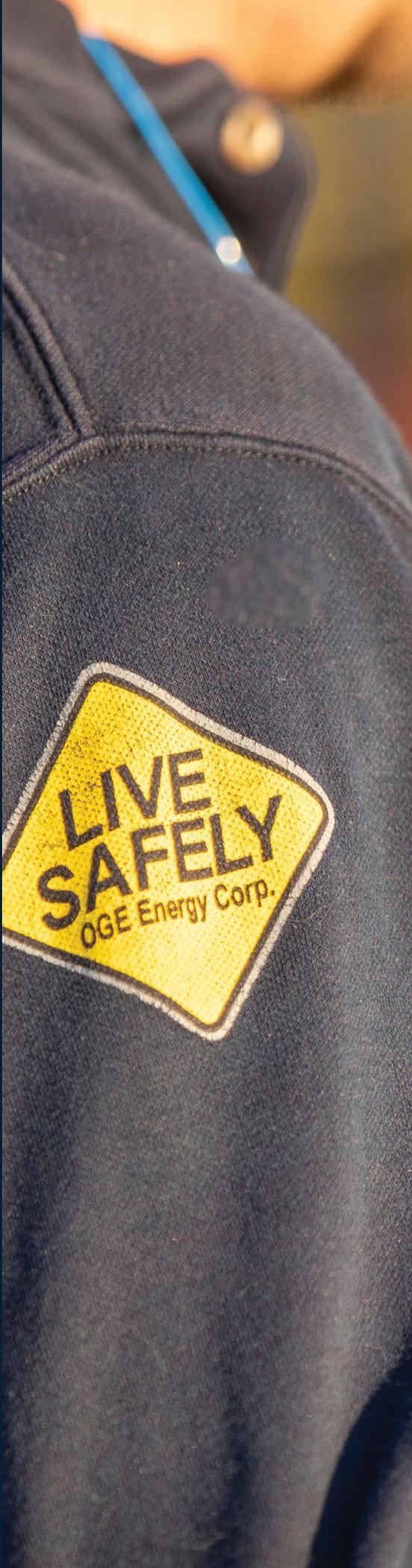
Inventions and creative works developed in the course of work for OG&E and, in certain cases, after employment with OG&E, are the property of the company. You are responsible for helping to ensure that the company receives the maximum benefit from these innovations and developments. This responsibility includes advising OG&E of any inventions or creative works as they are developed and assisting the company in obtaining legal protection for them.

Contact your supervisor, manager, or the Director of Ethics, Equity, and Inclusion for further guidance.

Refer to [Corporate Policy AD.020 – Intellectual Property: Patents, Copyrights, and Trademarks Policy](#)

### Communications systems

Computers and communication systems are made available to you to enhance your ability to perform your job. Computers include, but are not limited to, the OG&E computer network, desktop computers, laptop computers, iPads and portable data storage devices. Communications systems include, but are not limited to, email, instant messaging, voicemail, facsimiles, Internet access, office telephones, cell phones, pagers, and other hand-held devices.



**Q** I was surfing the web during lunch one day and accidentally clicked on an inappropriate website. I immediately closed my browser and notified the IT Service Desk of the web address. Am I in trouble?

**A** NO. You did the right thing. OG&E makes every effort to block inappropriate and unlawful websites. The IT Service Desk can assist with blocking this web address for future users.

It is okay for you to use the company's computers, internet access, and phones for personal use if personal use is minimal and does not interfere with your job responsibilities, create additional costs, or violate company policies or applicable laws. You should remember that the company has the right to review all documents, data, files, materials, or other information on company equipment. You must never use company resources to create, access, or distribute offensive or illegal material.

While personal use of company computers and communications systems is discouraged, a minimal amount of personal use of these systems can allow members to balance work and other responsibilities more efficiently. In no event, however, should such usage become more than minimal. And in no event should company systems be used for a member's own business, for that of another company or to facilitate any illegal activity. All data and messages must be appropriate for a business environment and should comply with OG&E's Code of Ethics and/or policies and procedures, as well as with applicable laws and regulations.

Data created and/or communications made using OG&E computers or communications systems are not your individual property and are not private. You should have no expectation of privacy when using company computers or communication systems. By making use of OG&E computers and/or communication systems, you consent to have that use monitored by authorized OG&E representatives at the company's discretion.

Refer to [Corporate Policy AD.033.1 – Corporate Cyber Security Policy](#)

## Copyright protection laws

A copyright is a legal right that protects the copyright holder's creative work from unauthorized use, reproduction, or copying. Examples of copyrighted material are software programs, professional publications, books, treatises, and presentation materials. These materials include not only printed documents, but also materials found on the internet.

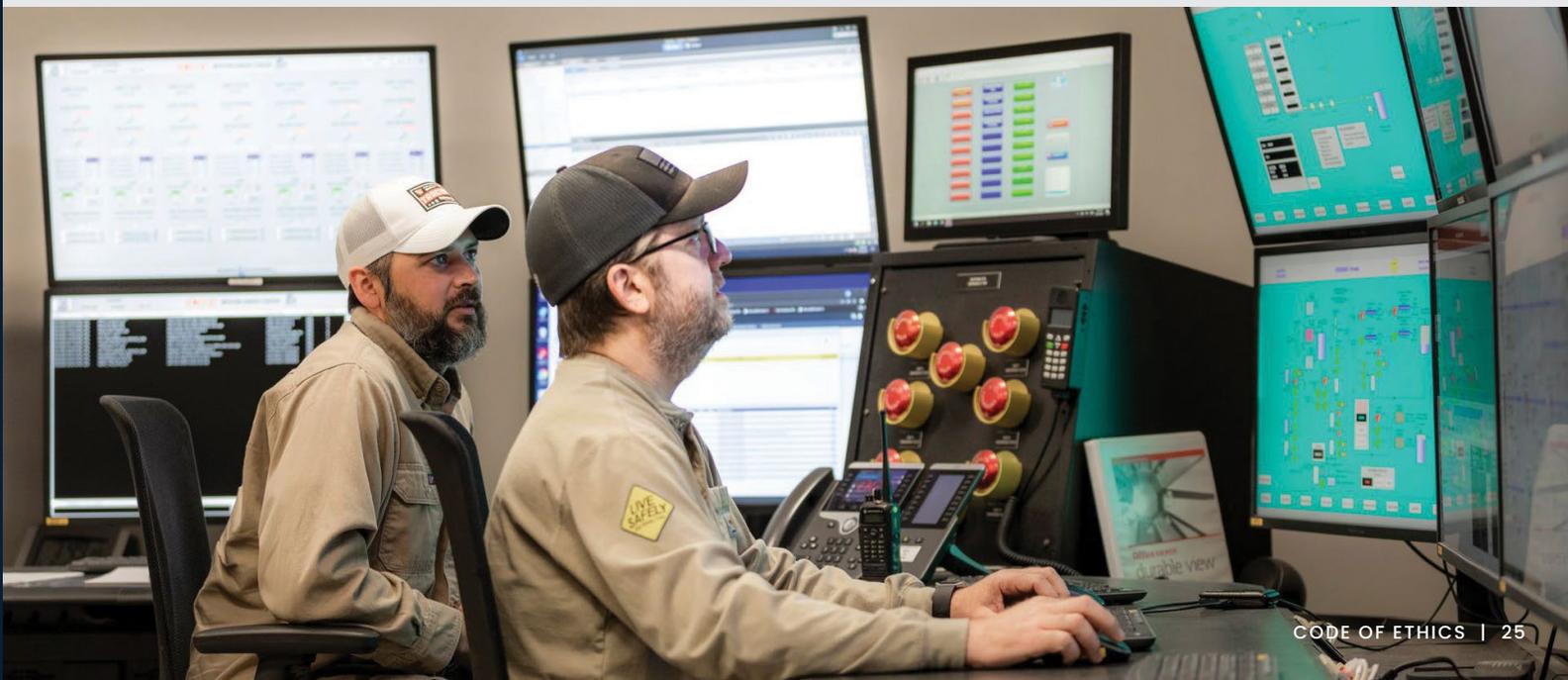
You are prohibited from reproducing or copying material without the copyright holder's prior authorization or permission. Violations include unauthorized photocopying, email distribution, and distributing copyright-protected files or programs from the internet or other electronic database services without the owner's consent.

OG&E has purchased the right to make copies of certain published materials for internal business purposes through agreements with the Copyright Clearance Center (CCC). For the list of publications covered by these agreements, contact the Records Information Manager (405-553-3996). Copying from other publications not contained on the CCC list is strictly prohibited, except with the prior permission of the publisher.

Refer to [Corporate Policy AD.020 – Intellectual Property: Patents, Copyrights, and Trademarks Policy](#)

**Q** I would like to include movie clips in my presentation. Is that allowed?

**A** Movies are copyright protected, and you cannot use clips without the owner's consent. When in doubt, you should review Policy AD.020 – Intellectual Property. Patents, Copyrights, and Trademarks Policy, which provides directions on compliance with copyright law and the motion picture license agreement obtained by the company or contact the Records Information Manager (405-553-3996).



## Computer software

OG&E regularly licenses computer software from a variety of outside companies. OG&E does not own this software or its related documentation and does not have the right to reproduce it unless authorized by the software owner.

You are responsible for using licensed software strictly in accordance with the terms of the underlying license agreement. You are prohibited from copying the software or documentation for personal or home use, or from using the software on more than one PC (personal computer) or local area network, unless expressly authorized by the terms of the underlying license agreement and by your supervisor.

Review with your supervisor the rights available under the applicable license agreement and how to obtain permission to make multiple copies of software for business use.

**Q** Can I install software that is not an authorized company standard?

**A** **NO. All software products on corporate computers must be approved for company use. Copying software from a home computer or mobile storage device and downloading software from the internet (including “freeware”) is not allowed, nor should you ever use a software product in violation of its licensing agreement. If you have questions about company-approved software, contact the IT Service Desk (405-553-2001).**

## Social media

OG&E Corporate Communications is responsible for all company-sponsored social media. Only specific designated members can comment or post on behalf of the company. You are free to participate personally in various forms of social media. However, when discussing issues related to the company, you should add a disclaimer stating that, although you work for OG&E, you are expressing a personal opinion.

If you identify as an OG&E member online, be professional, use good judgement and be accurate and honest in what you say. Unprofessional language or behavior reflects poorly on the company. Present yourself in a way that is consistent with the company’s values and beliefs. Never disclose proprietary, confidential, or other types of sensitive information. Remember that electronic communications create records that could potentially affect the reputation of our company and our members.

Requests for information from customers, media, industry analysts or shareholders should be referred to Corporate Communications. When in doubt, ask your supervisor or refer the individual to Corporate Communications.

Refer to [Corporate Policy AD.039 – Social Media Policy](#). Nothing in the policy or Code of Ethics is intended to prohibit the lawful discussion of workplace matters on social media.

## Media requests

Media-related questions or inquiries must be referred to Corporate Communications at [OGENews@oge.com](mailto:OGENews@oge.com).

# Acting with integrity in the marketplace

OG&E will compete in the marketplace based on the merits of its products and services. Marketing and selling activities should be based on the quality of OG&E's products and services. All sales and promotional efforts must be free from intentional misrepresentation.

## Conflicts of Interest

A conflict of interest exists when a member's personal interests interfere in any way with the interests of OG&E. A conflict can arise when an individual acts or has interests that may make it difficult to perform their OG&E work objectively and effectively. You should seek to avoid financial, business, personal or other relationships that might cause a conflict of interest with your performance of duties for the company. You should always act in the best interests of the company and not permit outside interests to interfere with your job duties.

Potential conflicts can involve customers, consultants, suppliers, present or prospective OG&E members, shareholders, or members of the communities in which we live and work. Conflicts of interest may arise when an individual or someone in their immediate family receives improper personal benefits because of the member's position with the company.

Refer to [Corporate Policy HR.011 - Employee Relationships Policy](#) for additional guidance on relatives and reporting relationships.

Even for the most conscientious person, a conflicting interest may influence actions. The mere existence of that interest may cause the appropriateness of certain actions to be questioned. Members must conduct themselves in a manner that avoids even the appearance of conflict between personal interests and those of OG&E.



Guidance for avoiding actual or potential conflicts of interest:

- **Identify Potential Conflicts:** Members must be vigilant in identifying situations that may lead to a conflict of interest, considering financial interests, relationships, or any other personal interests that could conflict with their duties.
- **Disclosure:** Do not engage in business with any entity in which you or a member of your immediate family have a direct or indirect interest. If a potential conflict is identified, the member must disclose it to their supervisor. Full transparency is required to assess and manage the situation appropriately.
- **Avoidance:** Members should avoid situations where their personal interests could improperly influence their professional judgment. They should also avoid exerting or appearing to exert, influence on behalf of those with whom OG&E does business because of friendship or any other relationship.
- **Procurement Activities:** Maintain impartial relationships with actual and potential vendors and contractors. Members involved in procurement must avoid any activities that could be perceived as a conflict of interest, especially when it involves family or close relationships.
- **Gifts and Business Entertainment:** Members must avoid accepting a gift or invitation that is substantial enough to potentially create, or appear to create, a sense of indebtedness to any individual or entity engaged in business with OG&E. Additionally, it is critical to maintain an impartial relationship with actual and potential vendors and contractors.
- **Supplier Relationships:** Suppliers must also avoid conflicts of interest in their relationship with the company, such as having a family member working for the company or using proprietary information for personal benefit.
- Do not hold positions such as partner, consultant, or managerial/technical roles within external enterprises conducting, or planning to conduct, business with OG&E or its competitors.
- Do not participate as a broker, intermediary, or in a similar capacity for the benefit of a third party in transactions that involve or could potentially involve OG&E or its interests.
- Do not discuss or participate in any votes involving OG&E interests when serving as a director or member of an outside organization or serving in public office. Additionally, you must make it clear why you are abstaining.
- **Consequences:** Violating the conflict-of-interest policy can lead to disciplinary action, up to and including termination of employment.

Members are encouraged to consult the policy for detailed guidance and to seek advice from their supervisor, the Director of Ethics, Equity, and Inclusion, or the Director of Audits if they are uncertain about a particular situation.

Refer to [Corporate Policy AD.035 – Conflict of Interest Policy](#)

Refer to [Corporate Policy AD.037 – Gifts and Business Entertainment Policy](#)

**Q** A long-time friend recently took a job with an OG&E supplier. We have socialized for several years, but now I wonder if our friendship poses a business ethics problem.

**A** IT MIGHT. If you play a role in selection of your friend’s employer as a supplier, or if you must deal with your friend on behalf of OG&E, you should disclose your friendship to management and excuse yourself from participating in decisions or negotiations involving your friend and/or the supplier. For further information, contact the Director of Ethics, Equity, and Inclusion.

## Outside employment

You are allowed to engage in outside work or hold other jobs that do not create a conflict of interest and are performed outside of your approved work schedule. To prevent conflicts of interest, you are prohibited from working for a third party that has a contract with the company or a competitor to our business or services. You must avoid engaging in any outside employment or business venture that has any of the following consequences: 1) produces adverse public and/or business relations, 2) impairs the member's ability to perform his or her job duties satisfactorily, 3) places the member in competition with OG&E, 4) constitutes employment by, or contracts with, a competitor or 5) jeopardizes arms-length relationships with suppliers or customers. If unsure of whether the outside work creates a conflict for the company, members must check with their manager or supervisor before beginning or continuing such employment.

Refer to [Corporate Policy AD.035 – Conflict of Interest Policy](#)

**Q** I'm a buyer at OG&E. One of our suppliers offered me a part-time job. Would accepting the job create a conflict of interest?

**A** YES. As a buyer at OG&E, accepting the job could give rise to a conflict of interest. Our responsibility includes preventing any situation that could potentially be perceived as a conflict. This scenario could be interpreted as a form of kickback linked to OG&E's business decisions, casting doubt on your impartiality when dealing with this supplier in your buyer capacity.

If you need advice on whether to accept potential gifts from a supplier, contact the Director of Ethics, Equity, and Inclusion at 405-553-3446 for further guidance.

## Offering or accepting gifts or invitations

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not for the company to gain an unfair advantage with customers or for suppliers to gain an unfair business advantage in dealing with the company. As a rule, avoid accepting a gift or invitation that could place the company or a member in a position of being obligated to a person or organization with which the company does business.

Deciding whether to offer, accept or decline gifts requires sound judgment. Gifts that might influence your professional judgment should not be accepted. You should not accept gifts, entertainment, or business-related meeting expenses from suppliers or potential suppliers during, or in connection with, contract negotiations.

As guidance, gifts with a value of more than \$100 should not be accepted or given. Further, accepting from a supplier, or offering a customer cash or pre-paid money cards, such as VISA, American Express, or MasterCard, is not permitted.

OG&E's Gifts and Business Entertainment Policy AD.037 provides guidance on certain requirements to be met before accepting entertainment invitations from suppliers or offering entertainment to customers.

If there is any doubt about whether a particular gift or invitation can be offered or accepted, the matter should be discussed with the member's supervisor or the Director of Ethics, Equity, and Inclusion.

Refer to [Corporate Policy AD.037 – Gifts and Business Entertainment Policy](#)

**Q** My brother is starting a new business. I work in a department that uses outside vendors. In exchange for living in his home rent free, I agreed to use my influence to secure contracts for the business. Is this acceptable?

**A** NO. This arrangement would be a kickback, specifically a favor to an individual for providing something of value to a representative of the company. In this example, free housing in exchange for vendor contracts.

### **Bribes, kickbacks, facilitation payments, and other improper payments**

The company and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to obtain or retain business, to secure some other improper advantage, or to influence a government official's actions improperly. The company explicitly prohibits the use of bribes, kickbacks, facilitation payments, and other improper payments.

- **Bribe**  
A payment or other inducement given, typically illegally or dishonestly, to influence the judgment or conduct of the recipient.
- **Kickback**  
A type of bribe that can involve payments, gifts, or favors to an individual for providing something of value to a company or government representative. For example, a member receiving a cash payment from a contractor after selecting that contractor to do work for his employer has received a "kickback."
- **Facilitation payment**  
Any payment, gift, or favor made to expedite or "facilitate" the performance of a routine or necessary action to which the payer is already entitled. For example, a payment made to a public official to expedite the issuance of a permit or license.

\*A facilitation payment does not include legally required or permitted expedited fees.

- **Bribe vs. facilitation payment**

The key difference between a bribe and a facilitation payment is that a bribe is intended to acquire a new benefit to which the payer is not already entitled. In contrast, facilitation payments aim to increase the speed of delivery of a service to which the payer is already entitled.

The Foreign Corrupt Practices Act of 1977 prohibits members and agents from making payments or offers of payments of anything of value to foreign officials, political parties, or candidates for foreign political office in order to secure, retain or direct business or to influence a person working in an official capacity. Payments made indirectly through an intermediary under circumstances indicating that such payments would be passed along for prohibited purposes are also illegal. This law also contains significant internal accounting control and record keeping requirements that apply to our domestic operations. The law's intent, in requiring these records is to ensure that a corporation maintains reasonable control over its assets and all transactions involving those assets.

In any business situation (whether dealing with foreign officials or not), it is unacceptable for an OG&E member, or any representative of OG&E, to give money or other favor to a third party, for the purpose of obtaining preferential consideration for OG&E. It is likewise unacceptable for a member to receive a cash payment, or receive a gift or other favor, as a personal incentive to enter into a transaction on behalf of OG&E. Conduct described above is strictly prohibited.

If you observe conduct that may violate this Policy, contact the General Counsel, visit [ethicspoint.com](https://ethicspoint.com), or call the OG&E mPOWERLINE at 1-877-TELLOGE (835-5643).

## Hiring vendors

You may not retain or hire a vendor who is a relative or with whom you have a close personal relationship. If you believe that the services of such vendor will benefit the company, you must disclose the relationship to your supervisor and remove yourself from making, or otherwise influencing, the decision to engage the services of that vendor.

**Q** I know it would violate the law for me to make political contributions on behalf of OG&E. However, I think it would really help get some business if I supported one of my customers in her election campaign. Can I give some money to one of our consultants, as a business expense, and ask him to give the money to her campaign for me?

**A** NO, for two reasons. First, you cannot do indirectly what you are not allowed to do directly. Second, just as with our members, our consultants are required to obey the law and our policies.



## Personal political activities

You are free to engage in political activities of your own choosing, including making personal contributions in support of candidates or political organizations of your choice.

There are legal restrictions on corporate involvement in electing individuals to public office. Therefore, you must keep political activity separate from employment activities. Accordingly, personal political activity, such as campaign work, speech making, fundraising, etc., must not be attributable to OG&E. For example, the use of OG&E stationery or postage for personal political activity is prohibited. However, these restrictions do not apply to corporate involvement in state or municipal ballot initiatives or referendums.

Additionally, personal political activity at work that takes the form of clothing, including hats, or the display of items such as posters, banners, or photos that engage in divisiveness or that are offensive to other members should not be displayed or worn at work.

In certain circumstances, where permitted by law and with the approval of OG&E's Vice President of Public and Regulatory Affairs, the company may use corporate funds to pay dues and expenditures to tax exempt organizations and trade associations which engage in political activities. These organizations are typically referred to as 501(c)(3), 501(c)(6) and 527 entities, whose primary purpose is to support candidates for elected office, political parties, political action committees, or whose purpose is to fund political advertising, independent expenditures, or SuperPACs.

OG&E has established a voluntary, non-partisan, non-profit political action committee ("PAC") within the guidelines of federal and state tax and election laws. The purpose of this committee is to provide our members with an opportunity to collectively support state and federal candidates who share OG&E's perspective on critical issues affecting our industry. However, members must not pressure one another to contribute to this committee or to contribute a certain amount. Under no circumstances are employment decisions (e.g., whether to hire or promote) to be made based on contributions to the committee.

Refer to OGE Energy Corp. Public Engagement and Advocacy Report at [OGE.com/esg](https://www.oge.com/esg).



### Operating the business lawfully

OG&E strives to conduct its business in a balanced and environmentally responsible manner. You are expected to conduct the company's business in a manner compliant with all applicable environmental regulatory requirements and adhere to the company's values, beliefs, and safety principles. Each member is expected to understand their role and comply with the company's Environmental Policy, and applicable standards, programs and procedures. Compliance with this policy is the responsibility of all members and is a condition of employment.

You must report any potential violations of environmental law or OG&E environmental policies or procedures. In addition to the Ethics Reporting Methods listed on [page 9](#), the duty to report matters involving environmental issues can be met by making a report to the Director of Environmental Operations.

Refer to [Corporate Policy – Environmental Policy](#)

**Q** If I am handling chemicals or potentially hazardous waste during my work and I am not sure how to dispose of it, can I make my own decision to do what I think is best?

**A** NO. To assist you in assuring safe, legal disposal, contact your supervisor, the Director of Health and Safety, or the Director of Environmental Operations.

## Applicable laws

Obeying the law, both in letter and in spirit, is the foundation on which OG&E's ethical standards are built. All members must comply with all applicable laws.

In any given situation, the law applicable to OG&E may include statutes, regulations, agency rules and/or regulatory orders. Many laws and regulations are complex and difficult to interpret; however, ignorance of the law does not excuse OG&E or any member from our obligation to comply. Similarly, OG&E expects all who conduct work on behalf of the company to comply with the law.

All officers and supervisors are responsible for understanding the laws affecting their areas of operation and ensuring that members receive adequate information and instruction so they can understand and comply with the law.

You are responsible for seeking guidance from a supervisor, manager, or the General Counsel's office if there is any uncertainty concerning the legality of any action.

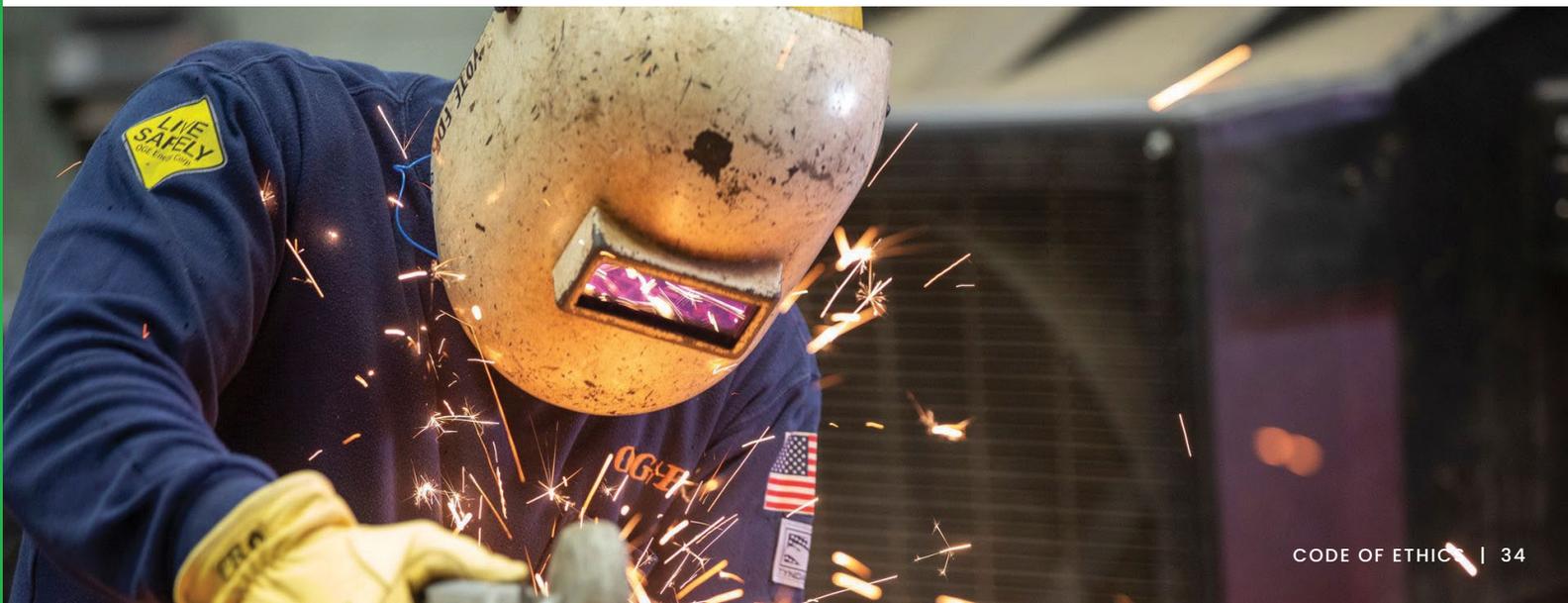
## Laws governing the relationship of OG&E to regulators and other government officials

The Federal Energy Regulatory Commission ("FERC") and other federal and state agencies have established rules and regulations that govern the way OG&E does business. OG&E is committed to complying with all such rules and regulations. Federal, state, and local laws govern the relationships of businesses with elected or appointed government officials. Giving gifts to officials, making political contributions, and lobbying are all strictly regulated.

You are strictly prohibited from offering, promising, or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent, or other intermediary (either in or outside the United States), except where state and federal guidelines authorize such action. You must exercise good judgment and exhibit the highest ethical behavior in any contact with commissioners or members of governmental authorities so that these individuals are not placed in a conflict-of-interest situation.

Refer to [Corporate Policy AD.036- Government Relations \(Lobbying\) Policy](#)

Refer to [Corporate Policy AD.037 – Gifts and Business Entertainment Policy](#)



## Legal requirements for business transactions between affiliates

Affiliate transactions involve the provision, sale, assignment, transfer or lease of goods, services, or other assets between a regulated entity and its affiliates. Certain transactions between the regulated utility, OG&E, and its related business entities (“affiliates”) are subject to standards issued by federal agencies and/or the individual state commissions with jurisdiction over the regulated utility.

FERC has established standards applicable to affiliate transactions. In addition, federal and/or state laws or regulations may impose standards relating to the provision of gas transportation services by pipeline companies to their respective affiliates.

You must comply with all statutes, regulatory rules and orders, and accounting standards applicable to transactions between affiliates (“affiliate standards”). The affiliate standards are intended to prevent inappropriate transactions between a regulated entity and its affiliates, such as a regulated entity improperly discriminating in favor of its marketing affiliate(s).

If you have questions about affiliate standards, contact the General Counsel’s office.

## Antitrust laws

OG&E seeks competitive advantages through excellent performance, never through unethical or illegal business practices. The general purpose of antitrust laws is to prohibit business conduct that weakens or destroys competition in the free marketplace.

Generally stated, antitrust laws prohibit practices or agreements that unreasonably restrain trade or commerce.

The phrase “unreasonably restrain trade or commerce” requires a careful analysis of the effect on competition of any given practice. Particular care must be taken so that these complex laws are not violated.

Some of the practices prohibited under the antitrust laws (and in which members must not engage) are improper agreements or arrangements between competitors, like:

- **Tying**  
Tying is a sales practice which requires a customer to purchase unwanted products or services to obtain a desired product or service.
- **Refusals to deal**  
Refusals to deal involve an agreement (oral or written) between competitors not to buy from a supplier or vendor, or an agreement not to sell products or services to a particular customer. The key is that decisions concerning whom to do business with and how much to pay for products and services must be made by companies independently and not by group consensus among competitors.
- **Agreement to limit supply**  
An agreement or understanding between competitors to restrict the volume of goods they will produce or make available for sale.
- **Price fixing**  
Without appropriate regulatory approval, any agreement, understanding or arrangement between competitors to raise, lower, fix or stabilize prices is illegal. It may also include an adherence to a formula for determining price, standard discounts, credit policy, or terms of sale.

- **Allocation of customers or territories**

Under the antitrust laws, it is illegal to make agreements with competitors that create unfair and non-competitive market systems, such as dividing up services/sales territories or allocating customers, unless the appropriate regulatory approval is obtained.

You must take special care when meeting with representatives of OG&E competitors or potential competitors. For example, a member involved in a trade organization meeting could violate antitrust laws if he or she engages in discussions that result in either formal or implicit consensus among a group of companies not to purchase some product or service from a particular vendor or to purchase a product or service only under certain terms and conditions or which results in an agreement to divide customers in a competitive service area, rather than competing for their business.

For further guidance concerning the potential violation of antitrust laws, contact the General Counsel's office.

## **Q** What types of behavior could be considered anti-competitive and a violation of antitrust laws?

## **A** The following behaviors could be considered anti-competitive and a violation of antitrust laws:

- Any discussions or agreements with a competitor regarding pricing, territories, market share, or intent to bid (or not bid) for particular business.
- Providing different information about a request for quotation/proposal to competing bidders.
- Entering an exclusive dealing arrangement or understanding in which you agree to work only with certain suppliers or distributors in a particular market where OG&E has market power.
- Taking advantage of market power to eliminate or threaten a competitor or potential competitor in that or another market.
- Suggesting that a product or commodity must be resold at or within a particular price or range of prices.
- Participating in actions by any trade association or other industry group regarding membership restrictions, sharing information (including benchmarking), or desired governmental actions. Such actions could be anti-competitive and should be done only under the proper guidelines.



### **Member Inquiries**

Legal requests for company information, such as subpoenas or government inquiries, must be referred to the General Counsel's office.

All other inquiries concerning current or former members must be referred directly to the HR Solutions Center.

### **Competitive intelligence**

It is a legitimate business practice for OG&E to gather information concerning competitors, including competitive prices. Where such information has been acquired in the proper manner, e.g., public sources such as advertisements or published articles, industry gatherings such as conferences and trade shows, and industry surveys by reputable consultants, it is proper to disseminate it within OG&E for use in making business decisions. However, members must not obtain proprietary competitive information through improper means.

### **Rules for government contracting**

Detailed laws and procedures regulate every stage of government contract work, from contract proposals and negotiations to the performance of the contract and charge for the work OG&E has completed. Agreements between OG&E and a government agency may involve special contracting and accounting requirements that must be met.

Offering gifts and invitations with the expectation of gaining preferential treatment concerning government contracts is strictly prohibited. Such actions constitute a significant violation of governmental rules and laws and could result in severe penalties, including substantial fines and imprisonment.

You must not accept from, or offer gifts or invitations to, government customers or officials when doing so may result in either: 1) a conflict of interest or the appearance of a conflict of interest, such as an attempt to influence a contract award; or 2) a violation of the government official's own rules concerning gifts and invitations.

# Expectations

You are responsible for upholding the spirit and letter of our Code of Ethics, OG&E policies and procedures, and applicable laws and regulations. Additionally, you must conduct company business in accordance with the company's values of Individual Safety and Well-being, Transparency, Teamwork, Respect, Integrity, and Public Service. You are expected to:

- Read, understand, and uphold the Code of Ethics
- Comply with OG&E policies and procedures and all applicable laws
- Exhibit appropriate ethical behavior in accordance with the company's values and beliefs
- Speak up immediately if you suspect ethical misconduct

## Supervisors

As a leader, you are held to a higher standard of accountability, expected to model ethical business conduct and to communicate to members the behaviors expected of them. You are responsible for promoting and ensuring compliance with the Code of Ethics, OG&E policies and procedures, and applicable laws and regulations. You are expected to:

- Model ethical business conduct that is consistent with the Code of Ethics and the company's values and beliefs
- Communicate expected behaviors
- Promote a positive work environment
- Respond to concerns appropriately and timely
- Encourage reports of suspected misconduct
- Take action as set forth in this guide if you witness, or become aware of, suspected ethical misconduct, inappropriate or disrespectful behavior, or retaliation



## Renewing Our Commitment to Integrity

As the Director of Ethics, Equity, and Inclusion, I want to emphasize the importance of our shared commitment to integrity and ethical conduct. Our company's strong reputation for serving our customers and communities with unwavering integrity is something we hold dear, and we must continue to uphold these principles in all aspects of our work.

Earlier in this guide, Sean and William discussed the importance of living our values and beliefs and operating ethically in our decision-making. While most situations we face offer clear paths forward, we recognize that sometimes the right course of action is not immediately evident. In such cases, I encourage you to consult this guide, a valuable tool designed to help you navigate your ethical and compliance challenges. I hope the practical examples, insights, and guidance assist you in your daily decision-making.

In situations where the path remains unclear even after review of the Code, I strongly encourage you to speak up and openly discuss your dilemma before deciding by using one of the resources listed in this guide. We are each responsible for preventing, reporting, and addressing potential violations TOGETHER™.

Please review the Code of Ethics and formally acknowledge your understanding of its contents and commitment to its principles. This annual process reminds us of our ethical obligation while renewing our commitment to uphold and strengthen our organizational integrity. Please contact me if something stands in the way of your commitment to these principles.

Thank you for your efforts toward maintaining our exceptional reputation of integrity!



**Rose R. Royal**

Director of Ethics, Equity, & Inclusion





# Resources

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