

OGE Energy Corp. Supplier Code of Conduct

Purpose

Creating strong business relationships with the right Suppliers is a priority for OGE Energy Corp. and its subsidiaries and affiliates including Oklahoma Gas and Electric Company (collectively “Company” or “OGE”). For purposes of this OGE Energy Corp. Supplier Code of Conduct (“Supplier Code of Conduct”) the term “Supplier(s)” means and includes suppliers, contractors, subcontractors, vendors, and other similar third-party providers. The strength and quality of our Suppliers contribute to our Company’s success. One of our Company’s objectives is to seek out and partner with Suppliers who share similar values and beliefs to those held by OGE. The purpose of our Supplier Code of Conduct is to clearly establish and communicate these expectations. We expect our Suppliers to be committed to integrity, to hold themselves accountable, and to conduct their business in compliance with applicable laws, rules, and regulations. We continually review and evaluate our relationships with our Suppliers, and as part of that process, our Suppliers may be required to provide documentation to demonstrate compliance with the Supplier Code of Conduct. Failure to comply could alter our relationship and result in consequences up to and including termination of our business relationship.

OGE’s Values & Beliefs

OUR VALUES	OUR BELIEFS
Individual Safety and Well-being	Live Safely
We advocate attitudes and actions that promote individual safety, health and success.	I protect myself and others from injury by constant engagement, always living safely.
Transparency	Achieve Together
We operate our business openly and communicate in a clear, candid and timely manner.	I reach out to others across the company so we can achieve more.
Teamwork	Shared Trust
We work together to achieve shared goals and objectives.	I commit to acting in a manner that cultivates trust.
Respect	Value Diversity & Inclusion
We treat others justly and consider their views in the decisions we make.	I embrace the uniqueness of each individual to make us a stronger and more resourceful organization.
Integrity	Take Charge
We conduct ourselves in an honest, fair and trustworthy manner.	I am accountable to deliver our key results, mentor others and manage my career.
Public Service	Unleash Potential
We give our time and energy to better the communities where we live and work.	I get superior results by applying innovative thoughts and constant self-improvement.
	Values Matter
	I model OGE’s values in everything I do.



We fulfill our vision, mission, values, and beliefs in our actions both at work and at home. Just as OGE holds its own employees (“Member(s)”) accountable under the Code of Ethics of OGE Energy Corp. (“Code of Ethics”), we expect our Suppliers to understand and embrace the same level of commitment to integrity and to conduct their business activities accordingly. As a result, our Suppliers are required to comply with and adhere to the Supplier Code of Conduct during the course of their business relationship with OGE.

Table of Contents

- Purpose 1
- OGE’s Values & Beliefs 1
- Good Faith Reporting and Non-Retaliation 3
- Governance and Ethical Business Practices 3
- Compliance with Laws 3
- Conflicts of Interest..... 3
- Anti-Bribery and Anti-Corruption 3
- Gifts and Ethical Business Practices 4
- Safeguarding Information and Use of OGE Assets..... 4
- Labor and Human Rights..... 5
- Safety 5
- Diversity and Inclusion 6
- Environmental Stewardship..... 6
- Screening, Audits and Conclusion 7

Good Faith Reporting and Non-Retaliation

Any Supplier having knowledge of a violation of the Supplier Code of Conduct, or of any applicable law or regulation, has an obligation to report it. Any Supplier concealing a violation or details related to a potential violation is in violation of this Supplier Code of Conduct.

There are several reporting methods available to report suspected violations or misconduct:

- Call the OGE mPOWERLINE at 1-877-TELLOGE (835-5643)
- Report it online at www.ethicspoint.com
- Send an email to Supplier@oge.com

Suppliers are expected to report known or suspected violations and should feel comfortable in reporting issues. OGE will not tolerate acts of intimidation, threats, coercion, or discrimination for the purpose of interfering with, or retaliating against, a Supplier for reporting a suspected violation. The mPOWERLINE and EthicsPoint website are staffed by non-OGE personnel for added confidentiality and anonymity.

Governance and Ethical Business Practices

Compliance with Laws

Obeying the law, both in letter and in spirit, is the foundation on which OGE's ethical standards are built. All Suppliers must comply with all applicable laws, rules, and regulations as well as the Supplier Code of Conduct. Suppliers, affiliates, and subcontractors are also responsible for understanding the laws affecting their areas of operation and for ensuring that their employees, and others acting on their behalf, receive adequate information and instruction so they can understand and comply with all applicable laws, rules, and regulations and with the requirements of this Supplier Code of Conduct.

Conflicts of Interest

As an OGE Supplier, you must avoid actual or potential conflicts of interest within our working relationship. This includes but is not limited to:

- A family member or other close relative working for OGE Energy Corp., or its subsidiaries
- Access to proprietary or non-public information and using that information to benefit themselves or another party
- A situation that creates improper personal or family gain because of a person's position at OGE
- Starting work without a valid purchase order
- Relationships with OGE Members that create an appearance of impartiality
- Offering gifts or invitations of such value that acceptance could create, or appear to create, an obligation to an individual or entity

Anti-Bribery and Anti-Corruption

OGE expects all Suppliers to comply with The Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), which was enacted for the purpose of making it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business. Specifically,

the anti-bribery provisions of the FCPA prohibit the willful use of the mails or any means of instrumentality of interstate commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person.

Gifts and Ethical Business Practices

OGE values the good business relationships it has with our Suppliers and appreciates the significant role they play in our success. We believe our Suppliers, like us, value business that is conducted in an honest, fair, and trustworthy manner.

At OGE, we award business based on considerations such as service, competitive pricing, contract performance, quality of material, creditworthiness, environmental stewardship, and health & safety performance. Gifts, excessive entertainment, and special favors are not, and will not become, part of doing business with OGE.

We expect our Members to avoid gifts, entertainment, or other favors from individuals or firms, which could create, or appear to create, an obligation to an individual or organization. It is unacceptable and violates our Code of Ethics and this Supplier Code of Conduct for anyone at OGE to offer or receive a bribe, kickback, or other improper payment or item of value. Accordingly, we expect our Suppliers to be aware of and understand our requirements.

Any questions about our Governance and Ethical Business Practices can be directed to:

- OGE mPOWERLINE at 1-877-TELLOGE (835-5643)
- Online at www.ethicspoint.com
- Email to Supplier@oge.com

Safeguarding Information and Use of OGE Assets

Security, both physical and intangible, is the responsibility of everyone that works with OGE information and assets. As a Supplier, awareness of security requirements, as well as being observant, assist the Company to maintain a safe and secure environment for all. As a Supplier, you are required to safeguard and comply with authorized use of any OGE property in carrying out your job duties and assignments. OGE 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. You may not use, reproduce, access, modify, download, distribute, copy, or retain any works, trademarks, patents, or other intellectual property belonging to or created for OGE. You must comply with all information protection, data security, and privacy laws in connection with your work for OGE.

Labor and Human Rights

OGE is committed to the protection and advancement of human and workplace rights based on our core values and beliefs and our Code of Ethics. We commit to conduct our business with integrity and in an ethical manner with our employees, customers, regulators, the public and our Suppliers.

OGE values all human beings, and commits to:

- Uphold **human and workplace rights** in all our operations
- Treat Members and Suppliers **fairly and without discrimination**
- Provide **safe working conditions** for all Members and Suppliers in compliance with applicable occupational safety and health laws and statutes
- Provide a **safe workplace** free from harassment, intimidation, and threats of violence
- Provide **work hours, pay, practices, and benefits** in compliance with applicable laws and regulations
- Engage and collaborate with the workforce respectfully
- Provide a **drug and alcohol-free** workplace
- Prohibit the use of **forced labor, child labor** and any form of **human trafficking** in our supply chain

We respect the basic rights universal to all human beings, based on the fundamental provisions of the Universal Declaration on Human Rights, as established by the General Assembly of the United Nations, the International Labor Organization's Declaration of Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights.

OGE expects its Suppliers to adhere to our Supplier Code of Conduct and our Human Rights Policy. The Company's contractual relationships include the expectation for Suppliers to adhere to the Equal Opportunity laws and standards. As a condition of doing business with OGE, all Suppliers will comply with all applicable federal, state, and local laws and regulations pertaining to nondiscrimination and affirmative action. The Company does not assume oversight or direct responsibility for its Suppliers out of respect for their independence as distinct legal entities or non-employees but does require its Suppliers to agree to provide effective compliance mechanisms and oversight. Failure to comply with these requirements could alter our business relationship and result in consequences up to and including the termination of our business relationship.

Safety

At OGE, we uphold safety as a value and promote our 'Live Safely' belief, which states, "I protect myself and others from injury by constant engagement, always living safely."

We have the same expectations for the Suppliers we select. The selection and hiring of Suppliers are important in managing and ensuring the safety of Suppliers, Members, and the public. To aid OGE in this endeavor, we have enlisted ISNetworld to help with managing Supplier (or contractor) safety information. The ISNetworld process is set up to collect, organize, and centralize the Supplier's insurance, safety statistics, and compliance programs. Our goal is safer, more efficient operations with reduced risk for Suppliers and our Members. For further information please visit www.isnetworld.com.



Everyone has the right and responsibility to stop or place an immediate hold on an operation if concerned about health or safety hazards. This right comes with the understanding that such action will not result in negative repercussions.

Diversity and Inclusion

At OGE we are committed to diversity in our supply base. We believe that cultivating and maintaining relationships with small, minority, disadvantaged, Hub-Zone, or women-owned businesses is critical for the successful growth of our company. These relationships help us better reflect our customers and communities while providing economic growth opportunities.

We utilize the Southwest Minority Supplier Development Council, National Minority Supplier Development Council, and EEI Business Diversity business registries along with other methods to actively seek new business relationships with Small, Hub-Zone Business, Small Veteran Owned Business, and Small Disabled Veteran Owned Business. This is in addition to the standard onboarding that identifies diverse, small, and economically disadvantaged Suppliers.

To maintain focus on the importance of diversity and inclusion within our supplier base, OGE reports to senior management and internal stakeholders each month, the spend with small, diverse, and economically disadvantaged Suppliers. We hold diverse and small business information sessions, with Members who have input on the Supplier selection process.

When we do business with a greater array of companies, we benefit from a powerful breadth of experience, perspective, and expertise, which helps enhance the service we provide our customers. Companies that value and manage diversity have a distinct advantage over those that do not when it comes to the bottom line. In fact, the ability to manage diversity well could be the difference between success and failure of businesses, as well as the communities in which they operate. This is why 'Value Diversity and Inclusion' is a core belief at OGE where we embrace the uniqueness of each individual to make us stronger and more resourceful. We expect our Suppliers to have policies and procedures to drive business with small and diverse businesses in the supply chain.

Environmental Stewardship

Our commitment to environmental stewardship begins with our belief that we are only as strong as the communities we serve, and therefore the responsibility of compliance with applicable environmental rules and regulations extends to our Suppliers. It is a balance of delivering reliable and affordable electricity to our customers and maintaining a culture of innovation and environmental stewardship that helps to serve the needs of our communities now and in the future. We continuously evaluate the needs of our stakeholders to meet the ever dynamic and growing needs of our communities and to honor our commitment to minimize our environmental footprint. At OGE we actively seek Suppliers that share our commitment to respect and honor environmental stewardship. We expect Suppliers to know and understand the environmental issues related to their operations and to abide by the letter and spirit of all the associated laws, rules, and regulations for those operations. Through the ongoing review and evaluation of our Suppliers, you may be required to provide documentation to demonstrate your shared commitment to environmental sustainability and stewardship.

Screening, Audits and Conclusion

All new and prospective companies are required to disclose information regarding legal working status, diversity, health & safety, and personnel programs through Smart by GEP and ISNetworld to be an approved Supplier for OGE. Once approved, ongoing audits and evaluations around quality, legal working status, diversity, health & safety, work performance, environmental stewardship, and personnel programs will determine all Suppliers standing at OGE as an approved Supplier.

OGE expects Suppliers to ensure that any of the employees or personnel they assign to perform work for OGE comply with this Supplier Code of Conduct. Every report is taken seriously. Again, the contact options are as follows:

- Call the OGE mPOWERLINE at 1-877-TELLOGE (835-5643)
- Report it online at www.ethicspoint.com
- Send an email to Supplier@oge.com

OGE values the relationships with all our stakeholders including our Suppliers and we appreciate all that it takes to meet and exceed the requirements spelled out in the Code of Ethics and this Supplier Code of Conduct.