

# CODE OF ETHICS



**OG+E<sup>®</sup>**

# VALUES & BELIEFS

## INDIVIDUAL SAFETY AND WELL-BEING

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

## TRANSPARENCY

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

## TEAMWORK

We work together to achieve shared goals and objectives.

## 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.

## 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.

## UNLEASH POTENTIAL

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

## VALUES MATTER

I model OGE's values in everything I do.

## A Message from SEAN TRAUSCHKE



OGE Energy Corp. has a strong reputation for integrity, earned one day at a time by the thousands of people who have worked under the OGE banner since 1902. All of us who work here today share an important responsibility to continue the tradition.

We honor and continue that tradition by living OGE's values in all we do, both at work and at home. I am proud of our core values and how they underpin our work:

- Teamwork
- Integrity
- Transparency
- Public Service
- Respect
- Individual Safety & Well-Being

Additionally, our beliefs guide how we act on our values:

- Values Matter
- Shared Trust
- Unleash Potential
- Value Diversity & Inclusion
- Live Safely
- Take Charge
- Achieve Together

These values and beliefs are our foundation. They drive every action and every behavior. While we each bring different and unique personal experiences to the company, together we have an incredible opportunity to build, create and be part of something much bigger than ourselves. And, we must rely on one another to achieve our goals.

This Code of Ethics is a tool to help you navigate business decisions that ensure our actions and behaviors demonstrate our commitment to integrity. Our experience tells us issues will arise and that you, and every one of our members, are in the best position to recognize and report issues so they may be properly addressed. The Code of Ethics provides you with clear direction on how to report anything you might believe could be a violation – and protect you in the process.

Please familiarize yourself with our company's Code of Ethics; it's an important part of your role. Thanks for all you do to bring our values and beliefs to life each and every day.

Sincerely,

**SEAN TRAUSCHKE**

Chairman, President and CEO, OGE Energy Corp.



# OUR CODE OF ETHICS

Our Code of Ethics applies to officers, directors, and members of OGE Energy Corp. and its majority owned subsidiaries and affiliates, including Oklahoma Gas and Electric Company. In addition, we expect our agents, suppliers, and contractors to conduct OGE Company-related business activities in compliance with this Code, OGE policies and procedures, and all applicable laws and regulations.

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- OGE Hires and Promotes the Most Qualified Applicants and Pays According to Performance; Employment Discrimination is Prohibited
- OGE is an Equal Opportunity Employer and believes that the diversity of its workforce is a tremendous asset
- OGE Maintains a Safe and Healthy Work Environment
- OGE Treats All Members with Respect; Sexual Harassment and Other Forms of Harassment Are Prohibited

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### We Act With Integrity And Show Respect To Our Company And Its Shareholders

#### CREATING & REPORTING ACCURATE BUSINESS INFORMATION

- Keep Accurate Business Records
- Report Financial Information Completely and Accurately
- Retain & Dispose of Business Records in Compliance with the OGE Records Management Program

#### USING INFORMATION LAWFULLY

- Protect Confidential Information and Use it Only for Legitimate Business Purposes
- Insider Trading is Prohibited

#### PROTECTING OGE INTERESTS AND ASSETS

- Protect Corporate Opportunities
- Protect OGE Property and the Property of Others
- Protect Information Technology Systems
- Protect OGE's Intellectual Property Assets
- Use Computers, Telephones and Other Communications Systems for Business Purposes
- Comply with Copyright Protection Laws
- Use Computer Software in Accordance with the Terms of Software License Agreements
- Use Social Media Appropriately

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### We Act With Integrity And Show Respect In The Marketplace

#### CONFLICT OF INTEREST

- Conduct Marketing Activities Fairly and Honestly
- Avoid Potential Conflicts of Interest
- Avoid Outside Employment that Creates Conflict of Interest
- Avoid Offering or Accepting Gifts or Invitations that Could Create a Conflict of Interest
- Bribes, Kickbacks or Other Improper Payments Are Illegal
- Separate Personal Political Activities and Business Activities

#### OPERATE THE BUSINESS LAWFULLY

- Commitment to Compliance
- Operate According to Applicable Law
- Comply with the Law Governing the Relationship of OGE to Regulators and Other Government Officials
- Comply with Legal Requirements for Business Transactions between Affiliates
- Outperform the Competition Fairly and Honestly – Comply with Antitrust Laws
- Use Competitive Intelligence Lawfully
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### Member Expectations

- Supervisor Added Expectations

## DEAR OGE MEMBERS,

The Code of Ethics focuses on how we at OGE should conduct business with other members, customers, suppliers, regulators, and the public.

OGE has a reputation for integrity built on more than 100 years of operating and serving our customers. In most cases, based on our personal experiences and values, we know the right course of action to take when conducting OGE's business. However, at times, determining the right approach can be a challenge. When that happens, we should trust others at OGE by seeking guidance about the course of action to take.

### Our Ethics Program commitment to you:

*We are open to discussing any potential ethics issues or concerns you may have.*

*All ethics concerns brought forward will be thoroughly investigated.*

*Each ethics concern brought forward, along with the results of the investigation, will be reported to the Audit Committee of the Board of Directors.*

*No member who brings forward an ethics concern in good faith will be disciplined. We will not tolerate retaliation against a member for asking about or reporting an ethics matter.*

I encourage you to read the Code of Ethics in its entirety, familiarize yourself with its content, and follow both its spirit and letter. If you suspect a potential violation of the Code of Ethics, remember it is your responsibility as an OGE member to report that potential violation using one of the Ethics Reporting Methods listed on Page 7.

The goal of the Ethics Program is to help protect OGE's reputation by demonstrating our values, and in particular, our commitment to integrity. Your understanding of the Code of Ethics is important to your success and the success of the entire OGE organization.

Sincerely,



### ROSE ROYAL

Director of Ethics, Equity, & Inclusion



## GUIDELINES FOR ETHICAL DECISION MAKING

1. Is there an applicable law or OGE policy?
2. Should I ask about this before acting?
3. Have I taken time to think carefully before acting?
4. Would I disclose my decision to my supervisor, CEO, mother, etc.? (What if everyone found out?)
5. Am I avoiding the appearance of impropriety?
6. Am I defining the problem correctly?
7. Am I rationalizing?
8. Finally, when in doubt, do I know whom to contact?

## SIX WAYS TO REPORT SUSPECTED ETHICAL MISCONDUCT ("ETHICS REPORTING METHODS")

1. Notify your first- or next-level supervisor.
2. Notify your Human Resources Business Partner or Human Resources Operations Specialist.
3. Call the OGE mPOWERLINE at 1-877-TELLOGE (835-5643).
4. Report it online [here](#).
5. Contact OGE's Director of Ethics, Equity & Inclusion at 405-553-3446 or [royalrr@oge.com](mailto:royalrr@oge.com).
6. Scan QR Code below:



# We Act with Integrity & Show Respect by **SPEAKING UP**

## RESPONSIBILITY TO SPEAK UP

OGE expects members to speak up because it is the best way to foster a culture of trust and detect misconduct that may harm the reputation and continued success of our company. Members are responsible for seeking advice when an issue arises that could involve a potential violation covered by the Code of Ethics (or “Code”).

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 OGE 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 an 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, next-level supervisor and/or the Director of Ethics, Equity & Inclusion.

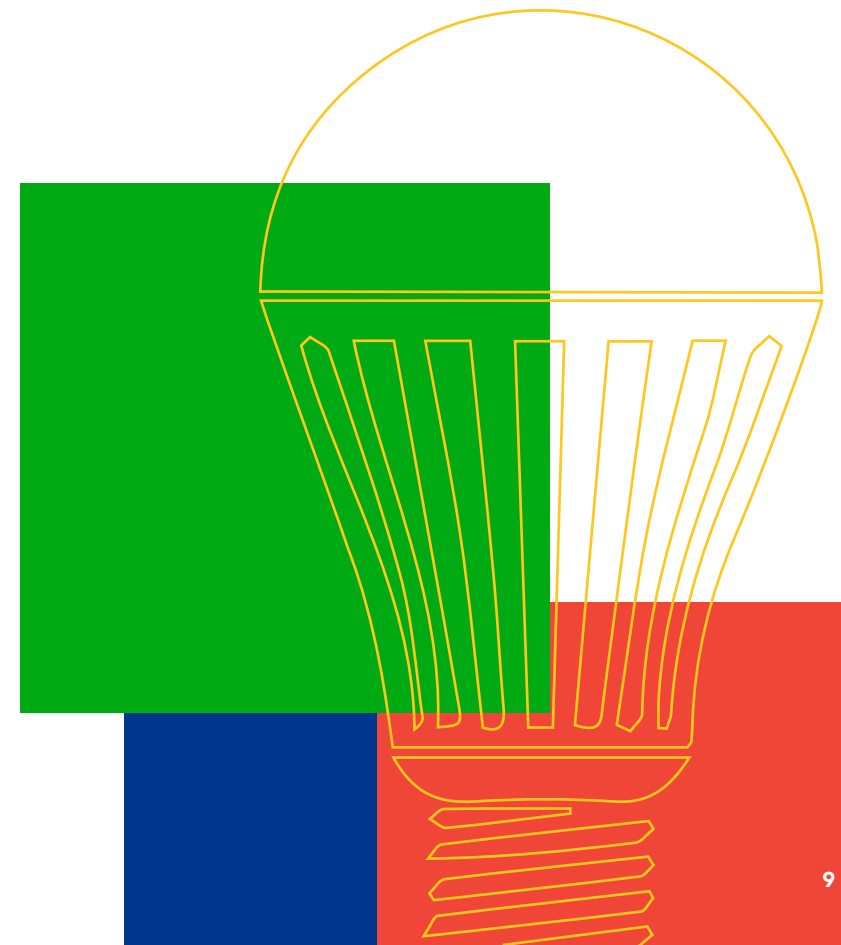
If you still have questions after consulting a supervisor, contact the next level of supervision, your Human Resources Business Partner or Human Resources Operations Specialist, or the Director of Ethics, Equity & Inclusion.



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



**YES.** Members are responsible for reporting suspected violations immediately using one of the Ethics Reporting Methods listed on Page 7. It is better to report a suspicion that turns out not to be an issue than to remain silent and ignore a possible violation of this Code, an OGE Policy or Procedure, or the law.



## THE ROLE OF THE CODE OF ETHICS

OGE's directors, officers and members are expected to maintain OGE's reputation for integrity and to act only with the highest standards of ethical conduct.

The Code highlights what OGE Energy Corp. and its subsidiaries and affiliates (collectively "OGE") believe and expect about the conduct of its officers and employees ("members"), its agents and its Board of Directors. The Code requires business decisions to be legal and ethical. The laws and regulations that govern the conduct of business and affect particular transactions are many and complex. Therefore, it is impossible to set forth in a policy statement or Code all of the circumstances and actions that may conflict with applicable laws and regulations. Nevertheless, OGE's goal is not only to comply with the law, but to avoid even the appearance of impropriety.

The Code is an overview and is not intended to be an all-inclusive list of rules. The Code is a resource designed to provide general guidelines about acceptable business conduct and to alert OGE's members and agents to ethical and legal issues.

OGE's Ethics Program is designed to prevent and detect violations of the law or ethical standards. The Director of Ethics, Equity & Inclusion, has responsibility for the Ethics Program and its day-to-day oversight. Companywide and/or departmental policies and procedures provide additional guidance. In addition, supervisors, Human Resources Business Partners and Human Resources Operations Specialists, and the Director of Ethics, Equity & Inclusion are available to answer questions concerning policies and procedures and applicable law. The Director of Ethics, Equity & Inclusion and supervisors will work with other departments to provide specific legal guidance where needed.

The Code is made available to each member, and each must acknowledge annually that they will comply with the Code.

OGE Policies, Procedures, and the Code are available in the [DocBox](#).

## HOW TO REPORT AN ETHICS VIOLATION

Anyone suspecting or having knowledge of a violation of the Code, an OGE Policy or Procedure, an applicable law or regulation has an obligation to report the suspected ethical misconduct. Consequently, anyone concealing a violation or details related to a potential violation would be in violation of this code.

### THERE ARE SEVERAL ETHICS REPORTING METHODS AVAILABLE TO REPORT SUSPECTED ETHICAL MISCONDUCT:

- Notify your supervisor or next-level supervisor
- Notify your Human Resources Business Partner or Human Resources Operations Specialist
- Call the OGE mPOWERLINE at 1-877-TELLOGE (835-5643)

- Report it online at [www.ethicspoint.com](http://www.ethicspoint.com)

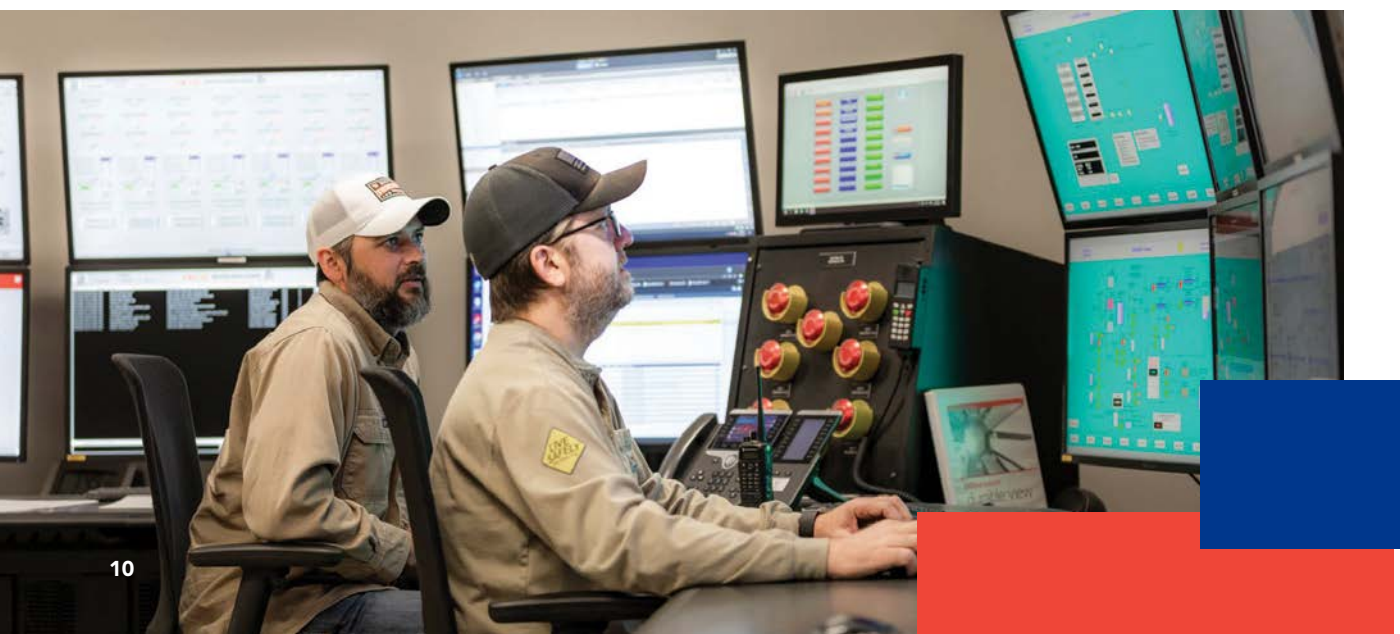


- Notify Director of Ethics, Equity & Inclusion at 405-553-3446 or [royalrr@oge.com](mailto:royalrr@oge.com)

Choose the method that you are most comfortable with and make a report promptly. In many situations, reporting your concerns via the mPOWERLINE (phone or internet) will be adequate. However, situations requiring immediate action should be made face-to-face or by using one of the Ethics Reporting Methods on Page 7. Everyone has the right and responsibility to immediately stop or place a hold on an operation if they have a health or safety concern. This right comes with your company's promise that there will be no repercussions from this action.

REPORTS MADE TO THE mPOWERLINE (PHONE OR INTERNET) MAY BE MADE ANONYMOUSLY.

The mPOWERLINE and the EthicsPoint websites are staffed by an outside company; not by OGE personnel. Reports are forwarded to the Director of Ethics, Equity & Inclusion. When making reports anonymously, you must provide sufficient details about the location or department where the reported violation is occurring and details concerning the identity (e.g. names or job titles) of the individuals involved to allow for 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.



## WHAT YOU SHOULD EXPECT AFTER REPORTING A POTENTIAL VIOLATION



### Investigation Process

When a member raises a concern, OGE investigates the facts to determine what has happened; no one is judged guilty 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.

When possible, the reporter will be provided feedback on the actions taken. However,

there are often situations – particularly those involving employment actions – where communicating detailed information back to the reporter is not appropriate because of privacy concerns. Additionally, if a report is made anonymously, the company is unable to provide feedback to the reporter. Investigation results are delivered to the Audit Committee of OGE’s Board of Directors.

### Disciplinary Actions

Members who violate the law or OGE’s Code will be subject to disciplinary action, up to and including termination from 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 to an ethics investigation team; or engage in retaliatory behavior against another member for participating in the Ethics Program will be subject to disciplinary action, up to and including termination from employment.

## NO RETALIATION FOR REPORTING OR PARTICIPATING IN AN INVESTIGATION

Members are required to report suspected ethical violations and should feel comfortable in reporting ethics issues. OGE does not condone acts of intimidation, threats, coercion or discrimination for the purpose of interfering with, or retaliating against, a member for filing a complaint, furnishing information or participating in an investigation. Retaliation can take many forms such as but not limited to: being fired, demotion, being denied a raise, harassment, missing out on training activities, 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 Ethics Reporting Methods listed on Page 7.

## BOARD CONTROL OVER ANY WAIVERS UNDER THE CODE OF ETHICS

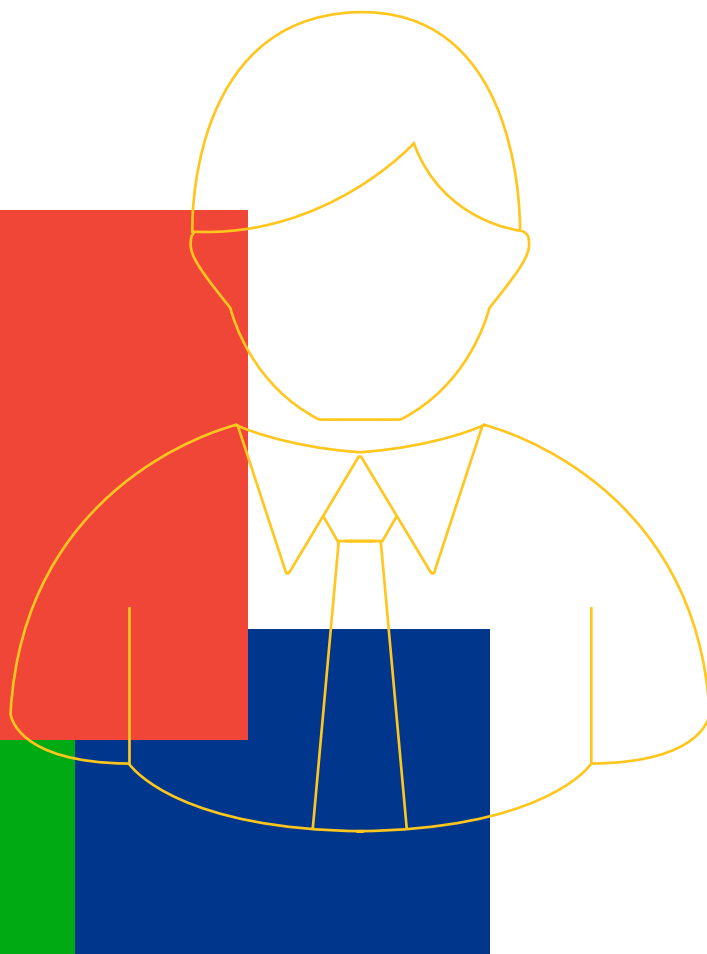
The results of all ethics investigations will be reported on a periodic basis, typically quarterly, to the Audit Committee of the Board of Directors.

Consistent with New York Stock Exchange listing requirements, only OGE’s Board of Directors or a committee of OGE’s Board of Directors may waive a provision of this Code of Ethics for Executive Officers or Directors, and any waiver will be promptly disclosed to the public. Waivers of this Code of Ethics for any other person may only be made by an appropriate officer, and then only under special circumstances.



We Act with Integrity  
& Show Respect to  
**OURSELVES &  
EACH OTHER**

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



## DIVERSITY, EQUITY AND INCLUSION

OGE is an Equal Opportunity Employer and believes that the diversity of its workforce is a tremendous asset. OGE's policy is to recruit, hire, train and promote into all job levels the best qualified applicants and to compensate individuals without regard to age, race, 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 factor.

OGE is also committed to the protection and advancement of human rights. The OGE Human Rights policy is based upon our commitment to the OGE values of Individual Safety and Well-Being, Respect, and Integrity. These are coupled with our belief of Valuing Diversity to guide how the company conducts its business in a manner that respects the rights and dignity of each person.

Members may report matters involving suspected discrimination or human rights violations by using one of the Ethics Reporting Methods on Page 7 or directly to the Director of Ethics, Equity & Inclusion at (405) 553-3446. In any case, where a report of suspected discrimination is made to anyone outside of the Human Resources Department, the member receiving the report must notify a Human Resources Business Partner or Human Resources Operations Specialist immediately.

*Refer to Corporate Policy HR.010 - Equal Employment Opportunity  
Refer to OGE Human Rights Policy on [OGE.com/ESG/Governance](https://oge.com/ESG/Governance)*

### Employment at Will/Terms of Employment

In an employment-at-will relationship, employment may be terminated by either the employee or by the employer at any time, for any reason. Every OGE member is employed by OGE at-will unless there is a specific written employment contract signed by both the member and an OGE officer. The Code of Ethics is not an employment contract between any member and OGE. No part of this Code changes the employment-at-will relationship between OGE and its members.

Additionally, this Code is not intended to, and shall not be constituted to, interfere with or restrict any member's rights provided by law.

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I overheard a supervisor making inappropriate comments about another supervisor's religious beliefs during a meeting. I know this is wrong, but I don't know what to do.

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You should immediately report the incident using one of the Ethics Reporting Methods listed on Page 7.



## OGE MAINTAINS A SAFE AND HEALTHY WORK ENVIRONMENT

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

### Assess Risks

With input from all members, management must recognize, assess and control health and safety hazards related to OGE 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 OGE's promise that there will be no retaliation for this action.

*Refer to Corporate Policy AD.018 – Health and Safety*

### Prevent Violence

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*

### Prevent Alcohol or Drug Use

OGE complies with federal and state laws in the administration of its drug and alcohol testing program. OGE 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.

No one on OGE property or worksite is permitted to use, sell, purchase or possess alcohol or illegal drugs.

Members must report to work in a condition to perform work 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 their Human Resources

Operations Specialist of the potential effects of the medication before beginning work to determine if it is safe for the member to work.

### Employee Assistance Program (EAP)

The company offers an EAP for alcohol and/or drug rehabilitation for eligible regular, full-time members who voluntarily apply for the program.

Members must immediately report any member or contractor appearing to be working under the influence of drugs or alcohol to their supervisor or by using one of the Ethics Reporting Methods on Page 7.

*Refer to Corporate Policy HR.030 - Member Benefits Policy*

*Refer to Corporate Policy HR.022 – Illegal Use or Misuse of Drugs or Alcohol*





I know we are supposed to report injuries, job-related illnesses and accidents, but our work group's performance award depends on our incident rate going down. What does the company really want?



You should always report all job-related injuries, illnesses, accidents, and near misses. Business or personal goals should never compromise member or public safety, which is one of the company's values. OGE's goal is to eliminate all injuries and accidents, and member reporting will help determine the steps necessary to prevent future occurrences.



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



Do not skip the safety procedures or take shortcuts. No matter who asks you to do something, you should not 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 Ethics Reporting Methods on Page 7.



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 it may be that this person is suffering from a medical condition rather than alcohol or drugs, you should immediately report your concern using one of the Ethics Reporting Methods listed on Page 7 or contact OGE Enterprise Security immediately.



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



If you see or hear any act that is threatening, or carries the potential for violence, call your supervisor, OGE Enterprise Security (405-553-8300) or the Director Enterprise Security.



## **OGE TREATS ALL MEMBERS WITH RESPECT – HARASSMENT OF ANY KIND IS PROHIBITED**

The company is committed to providing an environment of mutual respect that is free from harassment. It is the policy of the company to prohibit harassment directed toward anyone on company property or while conducting company business. Part of our commitment is to be fully compliant with all federal, state and local employment laws and regulations concerning harassment in the workplace. The company will take prompt corrective action if violations occur.

In general, workplace harassment includes the use of epithets or slurs, intimidating or offensive conduct or language, displaying offensive materials, sending offensive messages or making jokes and comments based on race, color, sex (including gender identity and sexual orientation), religion, pregnancy, national origin, age, parental status, disability, or genetic information.

Sexual harassment includes, but is not limited to, unwelcome sexual advances, unwelcome touching or physical proximity, requests for sexual favors in exchange for job benefits such as promotions, discussion of sexual topics, telling sexually-oriented jokes, sending sexually-oriented e-mails, or viewing such materials on the internet or any other conduct that is intended to, or does, create a work environment that is hostile or offensive. Both the victim and harasser can be either a man or a woman, and the victim and harasser can be of the same sex.

It is important to remember that what may seem like a “compliment” or a “joke” to one member may be intimidating or offensive to another. “It was just a joke” is never an excuse for conduct (comments or actions) that intimidates or offends another member.

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 using one of the Ethics Reporting Methods listed on Page 7, or directly to the Director of Ethics, Equity & Inclusion (405-553-3446). In any case where a report concerning harassment is made to anyone outside of the Human Resources Department, the recipient of the report must notify a Human Resources Business Partner, Human Resources Operations Specialist, or the Director of Ethics, Equity & Inclusion immediately.

Each supervisor has a duty to report suspected harassment even if the members involved are not in the supervisor’s work group 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 from employment.

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 have to change jobs pursuant to company policy.

*Refer to Corporate Policy HR.017 - Harassment-Free Workplace and HR.011 - Employee Relationships found on The Grid.*



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?



As a supervisor, you must take action. You should advise the member reporting the issue to immediately contact the Director of Ethics, Equity & Inclusion or report the concern using one of the Ethics Reporting Methods listed on Page 7. Additionally, as a supervisor, you must contact the Director of Ethics, Equity & Inclusion when you become aware of the issue.



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 using one of the Reporting Methods listed on Page 7. Members are expected to treat each other with respect, professionalism, and dignity. All offensive jokes, regardless of intent, are unacceptable. “I was joking” or “I didn’t mean it that way” are not defenses for conduct that offends another member.

# We Act with Integrity & Show Respect to **OUR COMPANY & ITS SHAREHOLDERS**

## **CREATING & REPORTING ACCURATE BUSINESS INFORMATION**

### **Keep Accurate Business Records**

Accurate and complete records are essential in meeting OGE'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, OGE business records include, but are not limited to, what may be regarded as routine documents such as member and payroll records, time sheets, expense reports, p-card documents, medical claim forms, bills, vouchers, test reports, measurement performance, 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 can become a matter of public record. For example, OGE may be required to turn over business records as part of a lawsuit or regulatory review. Members must avoid any disparaging or other inappropriate remarks in business-related documents.

*Refer to Corporate Policy AD.023 – Records and Information Management*

### **Report Financial Information Completely and Accurately**

The integrity of OGE'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 OGE financial reporting standards.

All business and financial transactions must be reported in accordance with generally accepted accounting principles and with OGE's internal control procedures. Members are prohibited from attempting to circumvent processes or controls designed to ensure accurate financial and other required reporting, and are prohibited from withholding information from or obstructing investigations by internal or regulatory auditors. No member should consider misrepresenting facts or falsifying reports.



I don't 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?



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.





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



**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.



OGE 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 OGE clerk, with the approval of a supervisor, receipt for more hours on the invoices than were actually worked. What should I do?



OGE requires all members to deal honestly and fairly with others in conducting business. Approval from a supervisor does not excuse a violation of OGE policy. It is never acceptable to intentionally receipt for work that was not actually performed. You must report this incident using one of the Ethics Reporting Methods listed on Page 7.

#### Retain and Dispose of Business Records in Compliance With the OGE Records Management Program

OGE's Records Management Program involves keeping and protecting confidential 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 requirements, including drafts of documents that have become finalized.

*Refer to Corporate Policy AD.023 – Records and Information Management*



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



Retention guidelines differ from group to group and project to project. You should normally seek guidance from your supervisor in this area. Additionally, OGE 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 Law Department to see if the hold is still necessary.





## USING INFORMATION LAWFULLY

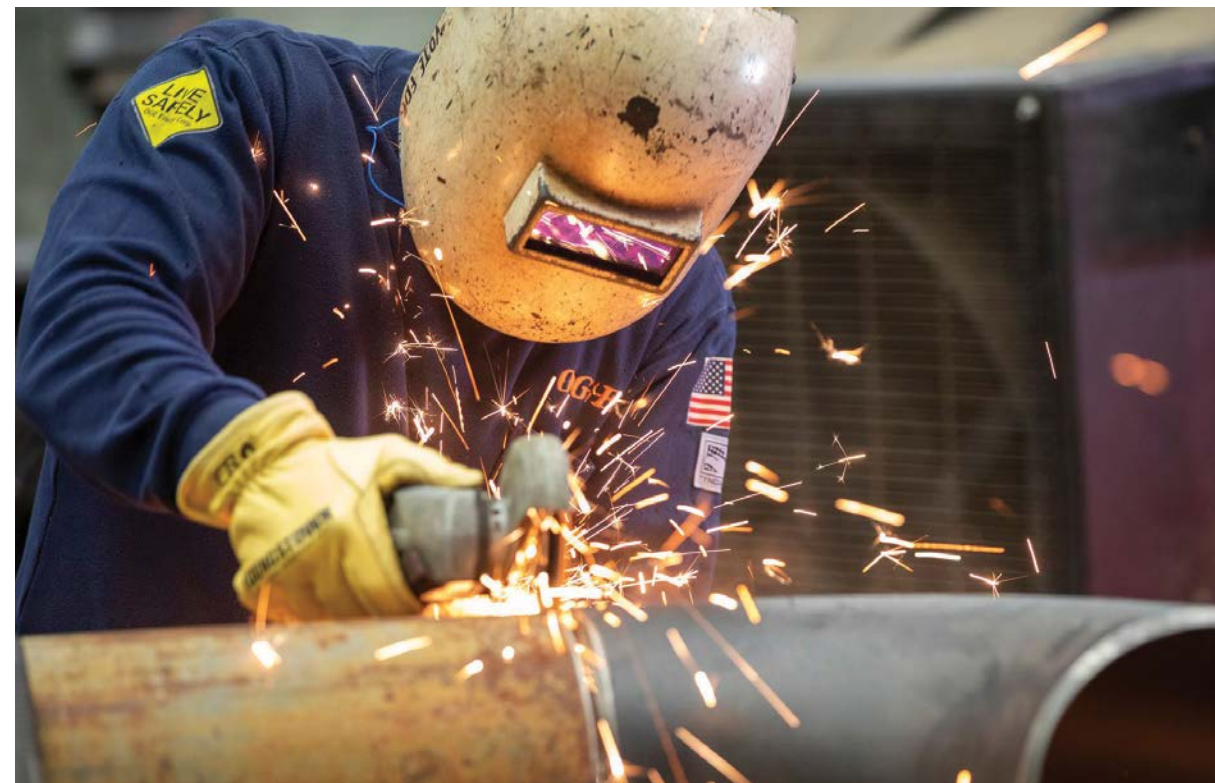
### Protect Confidential Information and Use it Only for Legitimate Business Purposes

In the course of employment with OGE, members may receive, or have access to, confidential information. Confidential information refers to any and 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 the employment relationship. 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).

Members 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 any individual with whom the company does business. Such information may only be shared internally with those who have a business need to know. 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 is any question 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 who have a legitimate "need to know"



about the information in order to fulfill a valid business purpose of OGE and who have signed a confidentiality agreement with the company. Members must use confidential information only as allowed by law and only for OGE's benefit and not for a member's own advantage or the advantage of others outside of OGE.

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 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 ends. In addition, confidential information or trade secrets from a previous employer should not be disclosed to OGE or other members. This places both OGE and the person disclosing the information at legal risk. However, this ban does not prohibit using general skills and knowledge acquired with previous employers while employed at OGE.

OGE members responsible for handling customer information should also review and understand the OGE Identity Theft Program, which was previously adopted by the OGE Board of Directors. The Identity Theft Program implements a series of guidelines and procedures to identify possible 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 possible identity theft.

*Refer to Corporate Policy and Handbook AD.033.4 – Corporate Privacy*



Q

I have access to our earnings information before it is released. I know I can't give out the exact information before it's 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 in order to complete their job responsibilities.

Q

A social media site not maintained by OGE says that OGE is about to sell a power plant. I know that's 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 Ethics Reporting Methods listed on Page 7. Only a handful of OGE 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 OGE business deal. An agreement is about to be signed and the deal has not been announced to the public. I heard someone say that OGE 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 is Prohibited

The Securities Exchange Act of 1934 prohibits insider trading. "Insider trading" generally refers to the buying or selling of a security (of OGE 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, e.g., 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 information is material, please contact your supervisor or the Director of Ethics, Equity & Inclusion.

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. Consult your supervisor, next-level supervisor, or the Director of Ethics, Equity & Inclusion for further guidance.



I became aware that another OGE member included a discussion of an OGE 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 OGE's operations and future plans that might even impact next year's earnings. What should I do?



Social networking can encourage open and relaxed communications. However, this is not an excuse to disregard OGE policies and practices concerning the disclosure of confidential information. You should report a potential ethics violation utilizing one of the Ethics Reporting Methods listed on Page 7.

## PROTECTING OGE INTERESTS AND ASSETS

### Protect Corporate Opportunities

Members and Directors are prohibited from taking for themselves, opportunities that are discovered through the use of company property, company information, or position with the company without the consent of the Director of Ethics, Equity & Inclusion or, in the case of Independent Directors and Officers, the Board of Directors.

### Protect OGE Property and the Property of Others

Members are responsible for the proper safeguarding and authorized use of any OGE property in carrying out 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.

Likewise, members are responsible for the safeguarding and authorized use of the

property of others for which OGE is responsible, such as equipment, proprietary information and reports, and/or computer programs that are leased or loaned to OGE.

*Refer to Corporate Policy AD.033- Corporate Security and All Associated Policies and Handbooks*

### Protect Information Technology Systems

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

*Refer to Corporate Policy AD.033.1 – Corporate Cyber Security*

### Protect OGE's Intellectual Property Assets

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

Contact your supervisor, next-level supervisor, or the Director of Ethics, Equity & Inclusion for further guidance.

*Refer to Corporate Policy AD.020 – Intellectual Property: Patents, Copyrights, and Trademarks*

### Use Computers, Telephones and Other Communications Systems for Business Purposes

Computers and communication systems are made available to members to enhance their ability to perform their jobs. "Computers" include, but are not limited to, the OGE computer network, desktop computers, laptop computers and portable data storage devices. "Communications systems" include, but are not limited to, e-mail, instant messaging, voicemail, facsimiles, Internet access, office telephones, cell phones, pagers and other hand-held devices.





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



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

It's okay for members to use the company's computers, internet access, and phones for personal use as long as personal use is minimal and it doesn't interfere with member's job responsibilities, create additional costs or violate company policies or applicable laws. Members should remember the company has the right to review all documents, data, files, materials, or other information on company equipment. Members 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 more efficiently balance work and other responsibilities. 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. Any and all data and messages must be appropriate for a business environment and should comply with OGE's Code and/or policies and procedures, as well as with applicable laws and regulations.

Data created and/or communications made using OGE computers or communications systems are not members' personal property and are not private. Members should have no expectation of privacy when using OGE computers or communication systems. By making use of OGE computers and/or communication systems, consent to have that use monitored by authorized OGE representatives at OGE's discretion.

*Refer to Corporate Policy AD.033.1 – Corporate Cyber Security*

## Comply with 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.

Members are prohibited from reproducing or copying copyrighted material without the copyright holder's prior authorization or permission. Possible violations include unauthorized photocopying and e-mail distribution and copying and distributing copyright-protected files or programs from the internet or other electronic database services without the owner's consent.

OGE 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 Management Manager (405-553-3996). Copying from other publications is strictly prohibited, except with the prior permission of the publisher.

*Refer to Corporate Policy AD.0202 - Intellectual Property: Patents, Copyrights, and Trademarks*





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



Movies are copyright protected, and you cannot use clips without the owner's consent. When in doubt, you should review Copyright Policy AD-26 , which provides direction on compliance with copyright law and the motion picture license agreement obtained by the company, or contact the Records Information Management Manager.

### **Use Computer Software in Accordance With the Terms of Software License Agreements**

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

Members are responsible for using licensed software strictly in accordance with the terms of the underlying license agreement. Members are prohibited from copying the software or documentation for personal or home use, or from using the software on more than one PC 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.



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



**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).

### **Use Social Media Appropriately**

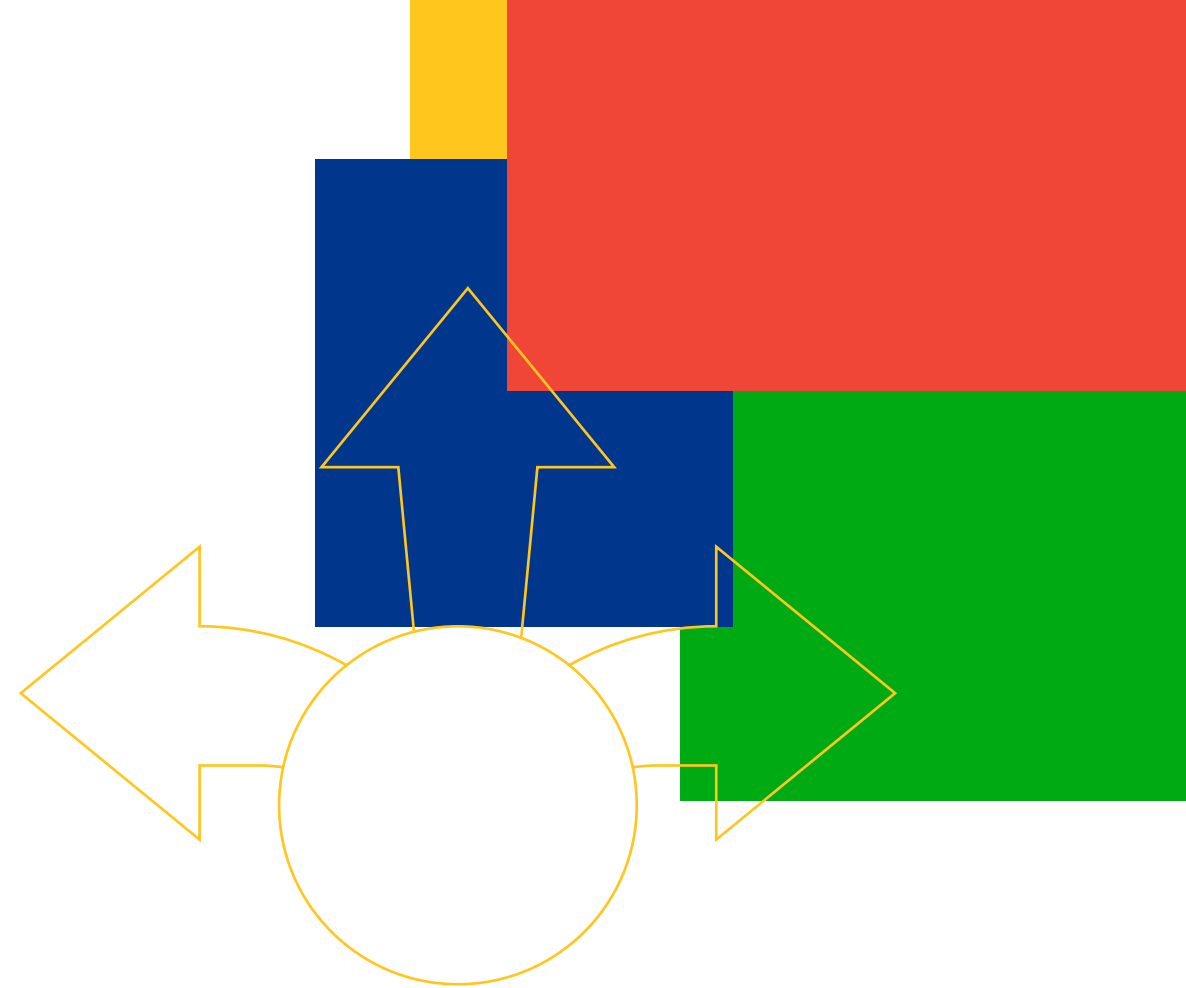
OGE Corporate Communications is responsible for all company-sponsored social media sites. Only specifically designated members can comment or post on behalf of the company. Members are free to participate personally in the various forms of social media. However, when discussing issues related to the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

If you identify as an OGE 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 OGE 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. Nothing in this Code or the policy is intended to prohibit the lawful discussion of workplace matters on social media.*

# We Act with Integrity & Show Respect in **THE MARKETPLACE**



## **CONFLICT OF INTEREST**

### **Conduct Marketing Activities Fairly and Honestly**

OGE 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 OGE's products and services. All sales and promotional efforts must be free from intentional misrepresentation.

### **Avoid Potential Conflicts of Interest**

A conflict of interest exists when a director's, officer's or member's private interest interferes in any way with the interests of OGE. A conflict can arise when an individual takes action or has interests that may make it difficult to perform their OGE work objectively and effectively. Members should seek to avoid financial, business, personal or other relationships that might cause a conflict of interest with their performance of duties for OGE.

Potential conflicts can involve customers, suppliers, present or prospective OGE 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 as a result of the member's position with OGE. See 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, and 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 OGE. The following discussion provides guidance for avoiding actual or potential conflicts of interest:

- Members should not authorize business with any firm in which they, or a member of their immediate family, have a direct or indirect interest and must notify their supervisor or the Director of Ethics, Equity & Inclusion if this situation arises.
- Members should maintain impartial relationships with actual and potential vendors and contractors. As discussed in the section below, members should, as a general rule, avoid accepting a gift or invitation of such value that acceptance could create, or appear to create, an obligation to a person or company with whom OGE does business.
- Members should not direct a customer to a particular vendor or contractor.
- Members should avoid exerting, or appearing to exert, influence on behalf of those with whom OGE does business because of friendship or any other relationship.
- When serving as a director or member of an outside organization or serving in public office, members must abstain from any discussion or voting affecting OGE and make it clear why they are abstaining. Any questions about this policy can be directed to the Director of Ethics, Equity & Inclusion.

*Refer to Corporate Policy AD.035 – Conflict of Interest, and AD.037 – Gifts and Business Entertainment*



A long-time friend recently took a job with an OGE supplier. We've socialized for a number of years, but now I wonder if our friendship poses a business ethics problem?



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

### **Avoid Outside Employment that Creates a Conflict of Interest**

Members are allowed to engage in outside work or hold other jobs that do not create a conflict of interest and are performed outside of the member's approved work schedule. To prevent conflicts of interest, members are prohibited from working for a third party that has a contract with the company or a competitor to our business or services. Members 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 OGE, 4) constitutes employment by, or contracts with, a competitor or 5) jeopardizes arms-length relationships with suppliers or customers. If unsure of whether or not the outside work conflicts with 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*



A supplier recently offered me the use of his hunting lodge for the weekend. He says he owns the place and it costs him nothing to let me stay there. Can I go?



**NO.** The offer is very valuable, even though the supplier is not paying directly for your stay. Accepting this offer violates our policy on accepting gifts since it is of significant value and is not something the company would reciprocate for the supplier. Also, this offer on the surface gives the impression of an impropriety. If you need advice on whether to accept gifts from a supplier, contact the Director of Ethics, Equity & Inclusion for further guidance.

### **Avoid Offering or Accepting Gifts or Invitations that Could Create a Conflict of Interest**

The purpose of business entertainment and gifts in a commercial setting is to create good will 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 dealings with the company. As a general 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 a member's professional judgment should not be accepted. Members 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 in excess of \$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.

OGE'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 & Inclusion.

*Refer to Corporate Policy number AD.037 – Gifts and Business Entertainment.*



My brother is starting a new business. I developed a computer application at OGE that would really help him get started. Can I let him use the application?



**NO.** The computer application is an OGE asset and not your property. OGE assets cannot be used for personal business.

### **Bribes, Kickbacks and Other Improper Payments are Illegal**

A bribe is a payment or other inducement given, typically illegally or dishonestly, to influence the judgement or conduct of the recipient. A kickback is a type of bribe that can involve payments, gifts, or favors to an individual for providing something of value to a representative of a company or of the government. 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."

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 OGE member, or any representative of OGE, to give money or other favor to a third party, for the purpose of obtaining preferential consideration for OGE. It is likewise unacceptable for a member to receive a cash payment, or receive a gift or other favor, as a personal inducement to enter into a transaction on behalf of OGE.



I know it would violate the law for me to make political contributions on behalf of OGE. However, I think it would really help get some business if I helped 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 from me?



**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 laws and our policies.

### **Separate Personal Political Activities and Business Activities**

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

There are legal restrictions on corporate involvement in electing individuals to public office. Therefore, members 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 OGE. For example, the use of OGE stationary 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.

Where permitted by law and duly authorized, OG&E may use corporate funds to pay dues and expenditures to tax exempt organizations and trade associations which may engage in political activities from time to time. OG&E does not contribute to or otherwise participate in organizations whose primary purpose is to support candidates for elected parties, political parties, or political action committees.

**[Refer to OGE Energy Corp. Public Engagement and Advocacy Report](#)**

OGE Energy Corp. 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 make a contribution of 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.



I saw someone putting chemical waste in the regular trash. What should I do?



Report it immediately to the Director of Environmental Operations and prevent the trash receptacle from being disturbed. Improperly discarded chemical wastes may pose unexpected dangers. Environmental laws are complex, but you do not need to understand every detail before you report an environmental concern. If you are unsure, the best thing to do is report it immediately to the Director of Environmental Operations, or use one of the Ethics Reporting Methods listed on Page 7.



If I am handling chemicals or potentially hazardous waste during the course of 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?



**NO.** In order to assist you in assuring safe, legal disposal, contact your supervisor, the Director - Health & Safety, or the Director of Environmental Operations.

## OPERATE THE BUSINESS LAWFULLY

### COMMITMENT TO COMPLIANCE

OG&E and its members strive to conduct its business in a balanced and environmentally responsible manner. Members are expected to accept the responsibility to conduct the company's business in a manner compliant with all applicable environmental regulatory requirements and adheres to the company's values, beliefs, and safety principles. Each member is expected to understand their role and comply with the company's policy AD.043 Environmental, standards, programs, and procedures. Compliance with this policy is the responsibility of all members and is a condition of employment.



Members must report any potential violations of environmental law or OGE environmental policies or procedures. In addition to the Ethics Reporting Methods listed on Page 7, 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 AD.043 – Environmental*

### **Operate According to Applicable Law**

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

In any given situation, the law applicable to OGE 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 OGE or any member from our obligation to comply. Similarly, OGE expects all agents and contractors doing business with OGE to comply with the law.

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

Members are responsible for seeking guidance from a supervisor, next-level supervisor or the Director of Ethics, Equity & Inclusion if there is any uncertainty concerning the legality of any action.



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



The following behavior 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 into an exclusive dealing arrangement or understanding in which you agree to work only with certain suppliers or distributors in a particular market where OGE 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.

### **Comply with the Law Governing the Relationship of OGE To Regulators and Other Government Officials.**

The Federal Energy Regulatory Commission (FERC) and other state and federal agencies have established rules and regulations that govern the way OGE does business. OGE is committed to complying with all such rules and regulations. A number of 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.

Members 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. Members 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) and AD.037 – Gifts and Business Entertainment.*

## **Comply with 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.

The Federal Energy Regulatory Commission (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.

Members 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, you should consult your supervisor, next-level supervisor or the Director of Ethics, Equity & Inclusion for guidance.

## **Outperform the Competition Fairly And Honestly – Comply with Antitrust Laws**

OGE 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:**

#### **TYING**

Tying is a sales practice which requires a customer to purchase unwanted products or services in order 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 here 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.

Members must take special care when meeting with representatives of OGE 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 potential violation of antitrust laws, consult your supervisor, next-level supervisor or the Director of Ethics, Equity & Inclusion. Supervisors and/or the Director of Ethics, Equity & Inclusion will consult the Law Department to resolve antitrust questions.

### **Use Competitive Intelligence Lawfully**

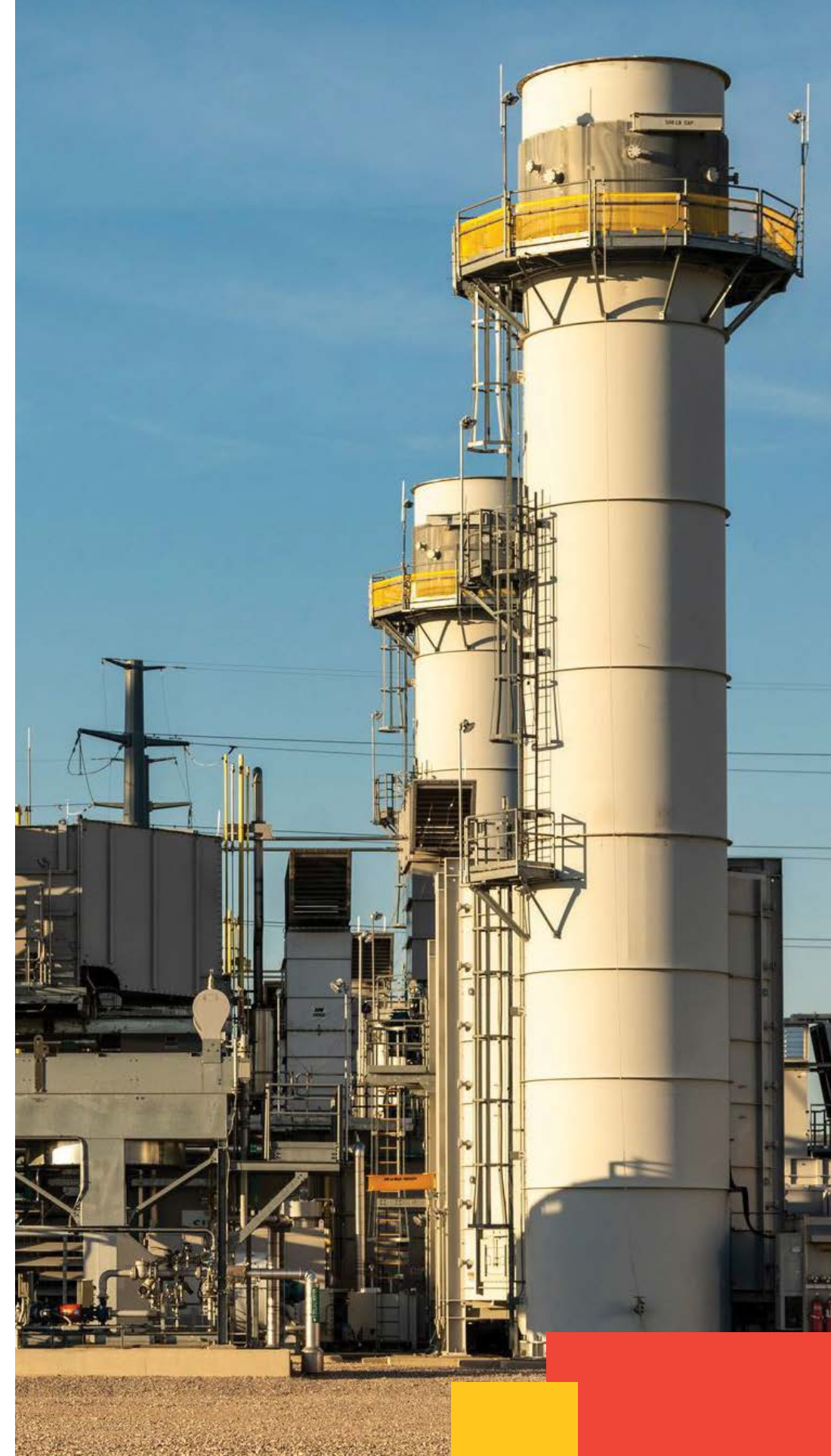
It is a legitimate business practice for OGE to gather information concerning competitors, including competitive prices. Where such information has been acquired in the proper manner, e.g., public sources such as advertisements or published articles, industry gatherings such as conferences and trade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

### **Comply with Specific 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 OGE has completed. Agreements between OGE and a government agency may involve special contracting and accounting requirements that must be met.

Gifts and invitations offered with an expectation of receiving favorable treatment in the award or performance of a government contract are a serious violation of government laws and regulations and can result in heavy fines and imprisonment.

Members 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.



## MEMBER EXPECTATIONS:

All members are responsible for reading, understanding, and upholding the spirit and letter of our Code of Ethics, OGE policies and procedures, and applicable laws and regulations. Additionally, we must conduct company business in accordance with OGE's Values of Individual Safety and Well-being, Transparency, Teamwork, Respect, Integrity, and Public Service. Every member is expected to:

- Read, understand, and uphold the spirit and letter of this Code;
- Comply with OGE policies and procedures, and all applicable laws;
- Exhibit appropriate ethical behavior in accordance with the OGE Values and Beliefs; and
- Speak up if you suspect ethical misconduct by using one of the Ethics Reporting Methods listed on Page 7.

### Speak Up on Ethics Issues by

- Immediately reporting suspected ethics violations using one of the Ethics Reporting Methods listed on Page 7.
- Seeking guidance from your supervisor or an officer when in doubt as to how to apply a policy or law in a specific situation.



## SUPERVISOR ADDED EXPECTATIONS:

As leaders, you are expected to model ethical business conduct and to communicate to members the behaviors expected of them. Leaders are responsible for promoting and ensuring compliance with this Code, OGE policies and procedures, and applicable laws and regulations. Each leader is expected to:

- Model ethical business conduct that is consistent with this Code and the OGE Values and Beliefs;
- Communicate to members the behaviors expected of them;
- Promote a positive work environment where members feel comfortable asking questions and reporting concerns (i.e. comfortable speaking up);
- Encourage members to report suspected misconduct using one of the Ethics Reporting Methods listed on Page 7; and
- Take action as set forth in this Code if you witness, or become aware of, suspected ethical misconduct, inappropriate or disrespectful behavior, or retaliation.

### Speak Up on Ethics Issues by

- Immediately reporting suspected ethics violations using one of the Ethics Reporting Methods listed on Page 7.
- Seeking guidance when in doubt as to how to apply a policy or law in a specific situation.
- Forwarding all ethical concerns reported to you to the Director of Ethics, Equity & Inclusion.

# CODE OF ETHICS

**OGE mPOWERLINE**  
1-877-TELLOGE  
(1-877-835-5643)

| Report Ethical  
Misconduct [here](#)



**Director of Ethics,  
Equity & Inclusion**  
405-553-3446

