



Code of Conduct

September 2022

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Letter from the CEO

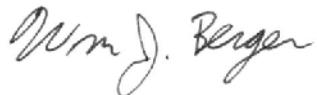
Dear Employees,

Our mission as a company is to Power Energy Independence™, and we achieve this mission when we conduct ourselves ethically, respectfully and honestly. The Sunnova Code of Conduct describes the very foundation by which we go about our business each and every day and the driving entrepreneurial spirit upon which this company was built.

We must meet the highest expectations of our customers, shareholders, employees, and the communities we serve; I am personally committed to making sure we embody the strong ethical principles captured in this key document. Together, we need to demonstrate inclusive, respectful, honest and ethical behavior when we interact with each other, our customers and the public.

By upholding our Code of Conduct, you will help ensure that we achieve the right results in the right way. I believe that by living these standards, we will continue to pioneer best practices in the solar energy industry. Thank you for being engaged and committed to making the principles and practices of our Code of Business Conduct part of your daily work.

Sincerely,



Chairman of the Board, President and Chief Executive Officer

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Code of Conduct

Purpose of Our Code

The purpose of our Code of Conduct (our "Code") is to convey the principles of ethical business conduct expected of all our employees and those who represent Sunnova Energy International Inc., and its subsidiaries (the "Company"). The reputation and success of the Company depend on the way we conduct our business and the way we are perceived by the public and regulators. Our Code emphasizes the application of certain values that will help us keep our commitment to conduct our affairs with integrity and the highest legal and ethical standards.

The Company, its employees, and all parties with whom it transacts business are expected to comply with all laws, rules, and regulations applicable to the Company's activities. Employees are trained annually on the Code and are held accountable to follow the letter as well as the spirit of our Code. Unethical actions or the appearance of unethical actions are not acceptable and will not be tolerated. The Company is committed to conducting investigations of alleged violations of the Code and taking appropriate corrective action where violations are found to have occurred.

Our Code contains eight sections:

- We Live Our Core Values
- We Are Committed to Each Other
- We Protect Company Assets (and information)
- We Avoid Conflicts of Interest
- We Use Resources Responsibly
- We Respect Records Retention, Disclosures, and Data Privacy
- We Follow the Law and Our Policies
- We Take our Responsibilities Seriously

Any questions about our Code should be directed to your immediate supervisor, a member of management, a human resources representative, or the legal department.

Reporting Violations

Employees have a responsibility to report any conduct that appears to be unethical or illegal or that appears to violate our Code, our other policies or applicable laws and regulations. Reports should be made immediately either anonymously via our *Hotline*, an anonymous and confidential incident reporting system hosted by a third-party service, or confidentially through our General Counsel as follows:

Hotline

Telephone: **1-855-375-6718**

Internet: **www.sunnova.ethicspoint.com**

General Counsel

Email: **ethics@sunnova.com**

Telephone: **281.417.0960**

Mail: **Sunnova Energy Corporation
20 Greenway Plaza, Suite 540
Houston, TX 77046
Attn: General Counsel**

Investigations

The Company will promptly and thoroughly investigate all reports of Code violations, violations of other Sunnova policies, and/or violations of applicable laws made in good faith. General Counsel will review all complaints and may assign someone with familiarity with the subject of the complaint to investigate. At the direction of the General Counsel, investigations may be led by the Company's Legal Department, Human Resources, or an outside investigator as deemed appropriate. Investigations will be conducted confidentially to the greatest extent possible.

Actions taken as part of an investigation may include (but not be limited to) the following:

- documenting the concern in order to initiate an investigation
- gathering data and interviewing appropriate parties to determine the facts of the situation
- working to resolve the issue through appropriate channels
- taking appropriate corrective action
- relaying the information to the appropriate people/authorities
- monitoring for future occurrences

No Retaliation

The Company strictly prohibits retaliation, in any form, against anyone who makes a good faith report of violations or suspected violations of our Code, Company policies or applicable law, or who assists in the investigation of a reported violation. Anyone who believes that they have been the subject of retaliation or who is aware of any such conduct by a Company employee, contractor or dealer shall immediately report such acts to the Company's General Counsel, Human Resources, or through the Hotline. Any employee found to have retaliated against another employee in violation of our Code is subject to discipline, including, but not limited to, termination.

We Live Our Core Values

The following values underpin the ethical and safe way we work. Employees should internalize these core values and exemplify them in all we do:

Service

We believe in providing a better energy service.

We are a technology-enabled energy services provider who delivers with quality and steadfast dedication in the communities we serve.



Synergy

We believe in achieving more by working together.

We are focused on collectively advancing Sunnova and the energy industry through collaboration, integrity, respect and long-term trusted relationships.



Sustainability

We believe in doing well by doing good.

We provide the world with cleaner, renewable and more reliable energy by focusing on responsible growth, energy resiliency and innovation to create lasting value.



Our Commitment to Each Other

It is each employee's responsibility to contribute to a safe work environment, to do no harm to the environment, and to ensure everyone is treated fairly and honestly. To achieve this commitment, we are all responsible for compliance with applicable laws and regulations, including those relating to safety and fair treatment of our employees, our dealers, our customers, and the communities in which we operate.

Safety

It is each and every employee's responsibility to proactively ensure the safety of our team, our customers, and the communities in which we work. The Company will take all reasonable steps to maintain a safe and secure workplace and needs all employees to understand that if they see or hear anything that is or might be unsafe, they should stop the work and have management assess the situation before work continues. All safety incidents should be reported to management and the Director of Safety as soon as possible.

Equal Employment Opportunity

Simply put, without diversity, Sunnova wouldn't be the company it is today. Our success has been made possible due to the foundation of meritocracy that Sunnova is built upon. We remain committed to respecting all individuals, regardless of race, gender, age, religion, sexual orientation, gender identity, or any other characteristic protected by law because we strongly believe that different perspectives bring tremendous value to both our business and

personal lives. We want to unleash the limitless power of our people through our diverse workforce which allows an inclusive and innovative culture to power our long-term growth. We seek an environment where everyone can be themselves – and where they can feel valued for the skills and results that they bring and know that they will be treated fairly without discrimination. We believe that differences are to be celebrated and that a company must be deeply committed to being a warm and open home for everyone in society. At Sunnova, we choose to respect such differences, work hard, and contribute value to our company, communities, and each other.

Sunnova is an equal opportunity employer and complies with all applicable federal, state, and local fair employment practices laws. Sunnova strictly prohibits and does not tolerate discrimination against employees, applicants, or any other covered persons because of race, color, religion, creed, national origin or ancestry, ethnicity, sex (including pregnancy), gender (including sexual orientation, gender nonconformity and status as a transgender individual), age, physical or mental disability, citizenship, past, current, or prospective service in the uniformed services, genetic information, or any other characteristic protected under applicable federal, state, or local law. All Sunnova employees, other workers, and representatives are prohibited from engaging in unlawful discrimination. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, training, promotion, discipline, compensation, benefits, and termination of employment.

Sunnova complies with the Americans with Disabilities Act (ADA), as amended by the ADA Amendments Act, and all applicable state or local law. Consistent with those requirements, Sunnova will reasonably accommodate qualified individuals with a disability if such accommodation would allow the individual to perform the essential functions of the job, unless doing so would create an undue hardship. If you believe you need an accommodation, please contact Sunnova's Human Resources department. Sunnova will also, where appropriate, provide reasonable accommodations for an employee's religious beliefs or practices.

Harassment-Free Workplace

The Company is committed to ensuring a work environment that is free from all forms of discrimination and harassment based on a legally protected characteristic. Employees must treat each other with dignity and respect, which includes having a work environment free of hostile or offensive behavior and statements. If you believe you are being harassed, or if you have witnessed harassment of a colleague, you have a responsibility to report this to your manager, Human Resources, our General Counsel or via the Hotline, as set forth in "Reporting Violations" above. All complaints will be promptly and thoroughly investigated as delineated above. The Company recognizes the sensitive nature of these matters and, to the extent that it is practicable, will handle the allegations with confidentiality and protect the identity of the individuals involved. The Company will not tolerate retaliation against any employee who makes a good faith report of harassment.

Violence-Free Workplace

Any acts or threats of violence in the workplace will not be tolerated. We also prohibit threatening or violent behavior toward other employees while outside of our workplace. The Houston office will be weapons-free as per Section 30.06 and 30.07 of the Texas Penal Code that prohibits the open or concealed carrying of guns. All other Sunnova offices and worksites are weapons-free in accordance with local laws and regulations. For all employees who

drive as part of their job responsibilities, weapons must not be carried in Company vehicles or in personal cars while driven for business purposes.

Drug and Alcohol-Free Workplace

We have a zero-tolerance approach to impairment due to alcohol and drugs while performing any work or service on behalf of the Company. For the safety of all employees, no one is allowed to work on Company premises while under the influence of alcohol, marijuana, or illegal drugs, or even prescribed drugs which may impair the person's ability to work safely and/or respond appropriately to emergency situations. The consumption of alcohol is not permitted on our premises and the use, possession, sale, purchase or distribution of illegal drugs or misuse of prescription or over-the-counter drugs is prohibited on Company premises or while conducting business for the Company; this prohibition includes marijuana in states where medical and/or recreational marijuana use is permitted. The only exception is moderate consumption of alcohol at a social event or dinner where alcohol is served. After consuming alcohol at such a social function, an employee should never return to the office and is required to adhere to safe and reasonable practices consistent with applicable laws and the Company's values (including, but not limited to, not operating a motor vehicle while under the influence).

We Protect Our Company Assets

Corporate assets include employee time, equipment, office supplies, fuel, financial resources, computers and systems, vendor and partner information, employee information, internet usage, or business information the Company acquires or produces.

Use of Assets

We provide assets and information to our team for use in Company business only. We must actively and vigilantly protect all Company assets from theft, loss, abuse, simple waste, and harm. Our property includes confidential or proprietary information, software, computers, office equipment and supplies. Each employee has the duty and responsibility to guard against unauthorized use or disclosure of Company assets or information. This includes the responsibility to keep such information (such as on your computer) locked when unattended. Employees may not use, download, copy, or transfer the Company's proprietary business information for their personal benefit.

Computer, Internet, Email and Social Media

Employees may use Company systems and equipment for very limited personal use and are advised that they have no expectation of privacy while using the Company's computers, internet, hardware, software, and electronic systems. Further, employees are advised that the Company actively monitors its systems for inappropriate employee use. All data stored on Company computers, telephones or other electronic devices, including email and text messages/IM's, is Company property and is not private, except as required by law.

Sharing confidential material, trade secrets, or proprietary information outside the Company, or copying or removing these materials from the Company's secure system is strictly prohibited, unless an employee has written authorization. As described later in our Code, all employees are responsible for protecting the Company's information and system.

Even if employees limit their personal use of the Company's system, at no time may employees use Company resources for anything that is considered inappropriate under our Code or our policies. The Company strictly prohibits sending or viewing pornography, gore, discriminatory humor, degrading imagery, workplace inappropriate material, or other material which could be considered discriminatory, harassing, or offensive to our colleagues.

You may never sign on to any network equipment using the password or username of another employee. No employees should access, attempt to access, alter, or delete any network document except in furtherance of authorized Company business.

No employee may make a disclosure of confidential or material inside information to anyone outside of the Company and in a manner to broadly disseminate such information to the public without authorization, including, but not limited to, emails, posts on blogs, message boards, chat rooms, and other social media sites. The Company does, however, encourage employees to post positive news about the Company on employees' social media accounts (so long as there is no attempt to post on behalf of the Company, and the news and related posting is truthful), but must do so in accordance with the Code, other Company policies for all such activities, and any applicable instructions from the Company. Employees should use integrity and respect in postings, avoiding any disparaging, harassing, or offensive language and may not post any unauthorized images, videos, or recordings of Company facilities or operations – including use of the Company logo. Employees whose social media accounts contain offensive content should avoid posting about the Company. Additionally, employees should not use Company email addresses for personal social media profiles or postings.

Respect for Intellectual Property

Employees must protect and responsibly use Sunnova Energy Corporation trademarks, copyrights, trade secrets and other intellectual property.

In no case may employees download or use information in any way that violates patent, trademark, copyright, trade secret, or other intellectual property rights of others, nor may you use Company resources for any illegal activity of any kind. To the extent that you receive authorization to use intellectual property of others, you must responsibly use such intellectual property, including compliance with all applicable licenses and terms of use.

Please check with the legal department if you are uncertain about whether specific material is protected by intellectual property laws.

Confidential and Proprietary Information

Employees must maintain the confidentiality of information entrusted to them by the Company and must take all reasonable steps to protect confidential and proprietary information. This includes non-public information that is received by or created by employees in the course of their work, except when disclosure is authorized by the Company or legally mandated.

Confidential and proprietary information includes, but is not limited to:

- All forms and types of information, including business, scientific, technical, economic, or engineering information, and any formula, design, prototype, pattern, plan, compilation, program device, program, code, device, method, technique, process, procedure, financial data, or list of actual or potential customers or suppliers, whether tangible or intangible and whether or how stored, compiled, or memorialized physically, electronically, graphically, photographically, or in writing.

- Communications that are privileged for any reason, including information that is subject to the attorney-client privilege or protected by the work-product doctrine. If you are unsure whether information falls into this category, ask the legal department.
- To the extent you have joined Sunnova from a former employer, the definitions of “confidential and proprietary information” in this section apply to information obtained from a former employer. Sunnova expects that none of its employees will use confidential and proprietary information that they have gained from a former employer. Use of a former employer’s confidential and proprietary information is prohibited and is considered a violation of this Code.

Business Opportunities

Employees may not take advantage of information or knowledge that they gain due to employment with the Company or divert to others any business or other opportunity in which they should reasonably anticipate the Company might be interested. Each employee is responsible for making the Company aware of any potential business opportunities of which he or she becomes aware. You are prohibited from using the Company’s property, information or your position for personal gain or in competition with the Company.

We Avoid Conflicts of Interest

A conflict of interest occurs when the private interests of an employee and his/her responsibilities as an employee of the Company are in conflict. As an employee, you are expected to act in the Company’s best interests at all times. Employees must ensure they do not place themselves in a position that could have the appearance of being, or be construed to be, in conflict with the interests of the Company.

Conflicts of interest may arise where the employee has a financial or other personal interest that might interfere with his or her objectivity in performing Company duties and responsibilities.

Examples include working with or supervising relatives, ownership interests in partners, vendors or competitors, accepting excessive gifts or entertainment from vendors or partners or taking advantage of the Company’s business opportunities. Details are provided in the Conflicts of Interest Policy. Employees must immediately disclose any conflict or potential conflict of interest to the Legal Department or Human Resources and abide by the Company’s direction regarding such conflict or potential conflict. If there is any doubt regarding a potential conflict, employees should err on the side of disclosure.

Any employee who is party to an employment or other agreement with the Company that contains restrictive covenants related to any matters covered by this Code, including confidentiality, outside involvements, non-compete obligations or interests in other businesses, must comply with the provisions of such agreement as well as the provisions of this Code, and nothing in this Code is intended to waive any obligations that an employee may have under such an agreement.

We Use Resources Responsibly

Vendor Relationships

Vendors must be selected based on the merit of their price, quality, and service. Employees must not choose any vendor based on a personal relationship or private dealings with the vendor. In no case should an employee serve as the decision-maker in a vendor selection process in which he or she or a relative has a financial interest or relationship in a potential vendor and must disclose such relationship if it exists.

Professional Relationships

We avoid favoritism and the appearance of favoritism. While employees and supervisors may socialize outside of work from time to time, supervisors must take special care that they do not exclude anyone on their team from the opportunity to advance the working relationship through social interaction in appropriate venues. Thus, leaders should not have personal relationships with any employees or contract personnel that go beyond the level of relationship they would have with all employees on their teams. Likewise, employees who are not leaders but handle sensitive or confidential Company information must also follow the standards expected of the leaders of the Company. Dating, romantic, or sexual relationships, even if consensual, between a supervisor and an employee who are in a reporting relationship are prohibited. Further, any dating, romantic, or sexual relationships, even if consensual, between an employee and any contract personnel are prohibited.

Employees should communicate concerns about personal relationships to the Legal or Human Resources department. This is further delineated in the Company's policy on Discrimination and Harassment.

Gifts and Entertainment

We must be cautious when giving or receiving gifts or entertainment to or from vendors and other third parties. Other than for modest or nominal gifts such as logo items or entertainment given or received in the normal course of business which is directly related to a legitimate business purpose, no employee or their relatives may give or receive gifts or entertainment from our current or prospective dealers, competitors, customers or vendors. While industry practice may vary, we have chosen to set a specific standard of \$150 for acceptable gifts and entertainment. Any unsolicited gifts valued at over \$150 should be returned. If it is not feasible to return the gift, the unsolicited gift should be turned in to human resources for disposition and will be documented in the disclosure log. Any gifts valued at over \$50 must be disclosed and will be documented in the disclosure log. Only Senior Executives may approve gifts to clients, dealers, or outside parties.

The giving or receiving of cash or cash equivalents (e.g., gift cards exchangeable for cash) is prohibited. Gifts and entertainment given to, or received from, the same individual or entity on multiple occasions should be aggregated which will likely render them unreasonable, improper and unacceptable as well.

Likewise, vendors of the Company may not give individual gifts to employees over \$150 in total annual value but may give items which are meant as educational or for the advancement of our industry knowledge. Meals or lunch may be brought into the office by vendors for teams and these types of occasions may exceed the \$150 limit.

Meals

We may accept meals intended to facilitate legitimate business relationships so long as the value does not exceed \$150 per person and any meal over \$50 per person is disclosed.

Entertainment and Travel

We do not accept entertainment from vendors, dealers or other external parties that exceeds \$150 in value for any one event, including tickets to events. Any entertainment over \$50 must be disclosed. Further, while we do often attend events which are intended to advance our industry knowledge or to network, no travel may be accepted.

We never solicit gifts, meals, or entertainment from a vendor, dealer, or any other outside party. Further, employees should be particularly careful in accepting meals or entertainment at times when contract negotiations with outside parties are taking place. In the event of any doubt, employees should seek guidance from their manager or the legal department.

We Respect Records Retention, Disclosures, and Data Privacy

Accuracy

The Company is committed to the accurate management and retention of its business records to properly manage decisions and to fulfill the Company's financial, legal, and reporting obligations. All of the Company's records must be complete, timely, accurate and reliable in all material respects. All transactions must be properly documented and accounted for on the books and records of the Company, and no off-book funds or transactions are permitted.

When required to report data externally, the data must be verified internally as accurate before submitting. No tolerance is allowed for falsifying or not verifying regulatory, tax, or other compliance data.

All reports, vouchers, bills, invoices, payroll, business measurement and performance records, and other essential data must be prepared and maintained with care and honesty. No such data may be falsified or altered to conceal or distort assets, liabilities, revenues, expenses, or performance results.

Record Retention

All documents must be maintained and destroyed in accordance with our Records Retention Policy. Records relevant or related to an ongoing or anticipated legal proceeding, government investigation, legal hold, or audit must not be destroyed, even if scheduled for destruction, until the legal department advises such destruction is permissible.

Employees are responsible for safeguarding the Company's assets, data, and properties under their control and for providing auditable records. Therefore, records should be managed based on appropriate records retention schedules set forth in the Records Retention Policy and only be destroyed in accordance with the applicable retention schedule.

Reporting Accounting Activity

Employees with concerns regarding questionable accounting, auditing matters or other records or reporting practices should raise concerns immediately with their immediate supervisors, a senior member of management, a human resources representative, the legal department, the Audit Committee of the Board of Directors, or by following the procedures set out in "Reporting Violations" above.

Data Privacy and Security

The Company is committed to complying with all applicable laws regarding the collection, protection, and dissemination of personal identification information collected from employees, customers, and third parties. The Company limits the personal information it requires employees and customers to provide to that which is necessary for the Company to conduct business in an effective manner.

Access to personal employee information, including medical records, is strictly limited by our policies and governmental privacy laws and regulations. To further protect privacy, employees are prohibited from accessing personal data unless authorized in advance and there is a "need to know" because of their position or responsibility. Employees are expected to follow all internal controls outlined by the Company for the review, collection, storage, and dissemination of personal information, both their own information as well as that of others.

Sunnova has a responsibility to protect its customers' privacy and their confidential information, and access to this information is strictly limited to those employees who need it in order to conduct Sunnova business.

While we respect employees' privacy, we reserve the right to inspect our offices and property, including computers, telephone records, emails, text messages, files, business documents and workplaces. Employees have no right to privacy when using services or equipment provided by the Company or while on Company premises.

We Follow the Laws and Our Policies

Employees must follow the internal controls established by the Company. Intentional circumvention of required approvals will not be tolerated.

Legal and Regulatory Compliance

All officers and employees must seek to comply with all applicable laws and regulations. All employees, officers, and representatives of the Company are expected to consult with internal subject matter experts on compliance questions and to consult with the Company's legal department where appropriate concerning such matters.

Insider Trading

It is a violation of law to pass material non-public information, commonly referred to as "inside information," on to others or to buy or sell securities to take advantage of inside information. Trading in securities of the Company, including within any 401(k) plan or IRA or other entity, tipping others who may engage in such trading while the employee has material non-public information about the Company or other entity, and other inappropriate uses of the Company's

nonpublic information violates our Code and is illegal. Such trading may result in civil penalties of up to three times the profit made or loss avoided on the trade, and/or criminal penalties including fines and imprisonment, and is also a violation of our Code.

Anti-Corruption and Anti-Bribery

Our employees must adhere to the highest ethical standards consistent with our policies, all applicable laws and regulations. Unauthorized payments or acts that create even the appearance of offering, promising or the payment of anything of value, intended to influence any governmental official, political party, or any other person, including, but not limited to, customers, dealers or vendors, for the purpose of influencing any act or decision in order to obtain or retain business or a business advantage, including beneficial treatment for any business purpose, is prohibited.

It is unlawful to bribe, either directly or indirectly through third parties, domestic or foreign officials, including, but not limited to, government employees, any person acting in an official capacity on behalf of a government entity, any political party or official thereof, or any candidate for political office. Therefore, Company employees and any entity or person authorized to act on the Company's behalf cannot offer, pay, or promise to pay money or anything of value to a foreign official for the following purposes:

- Obtaining or retaining business
- Influencing any decision of a foreign official or
- Securing any other improper advantage.

Further, as with all of the Company's other business, in conducting business with the federal, state, or any local government, the Company will endeavor to ensure that all requests for payment are lawful and that the information supporting the request is truthful.

Antitrust/Competition Law

Any commercial transaction with a competitor, government, or vendor should be done on an arm's-length basis. Collusion on terms or price are not allowed; therefore, employees must not share any competitive information with competitors, suppliers, and vendors. The antitrust laws also prohibit any agreement among competitors to set, raise, fix, stabilize or otherwise affect price; therefore, Company employees should not discuss prices, credit terms, discounts or warranties with competitors. In addition, the antitrust laws prohibit any understanding or agreement between competitors to divide customers, territories or otherwise. Likewise, no Company employee should agree with an employee of a competitor or any other company to "boycott" or refuse to deal with a third party. These antitrust considerations may arise during discussions at association or industry gatherings. To ensure compliance with antitrust laws, please see the legal department for additional guidance on appropriate conduct before such an event.

Political Involvement Activity, and Contributions

It may be in the Company's vested interest and appropriate to protect and enhance long-term stockholder value to use Company's resources to make political contributions targeted to ethically and constructively promote legislative and regulatory actions that further the Company's business objectives. All political contributions will be made in a manner consistent with U.S. federal, state, territorial and local laws and in accordance with this Code, our Anti-Corruption Policy and our Corporate and Political Contributions Policy. Employees

are encouraged to participate, as private citizens, in the political process and/or make campaign contributions as private citizens but may not make political donations on the Company's behalf. The Company may also make its position known, within lawful limitations, on issues affecting the industry, the Company, stockholders, and the communities in which the Company operates.

Employees may not provide gifts or entertainment to government officials while acting as an employee of the Company, including (1) House of Representative or Senate members and their staffs and immediate family members; (2) Executive Branch political appointees, their family members, and other designees specified by the appointee; (3) members of the federal or state judiciary; (4) a federal agency, active military, and state and local government personnel; and (5) candidates for political office.

No direct or indirect use of Company funds shall be used for any illegal political purpose, no matter how small the amount and regardless of whether the payment is thought necessary to promote a legitimate activity of the Company. To ensure appropriateness, any use of company assets for political reasons must be approved by the CEO, the EVP, Policy and Communications, and the General Counsel.

Obstruction of Justice

Employees may not testify falsely under oath or obstruct justice by refusing to testify, making false statements (for example, in interviews or in responding to subpoenas or interrogatories) or destroying, altering or falsifying documents or evidence related to legal proceedings (for example, in litigation and regulatory hearings) and government investigations.

Cooperation with Audits and Investigations

Employees are required to cooperate with all Company investigations and audits, which may include participating in interviews, providing documents or information, producing the employee's phone or computer, and providing testimony as reasonably requested. All information requested in an audit or investigation, whether by our internal audit staff, legal staff or by outside counsel or investigators, including governmental investigators, must be provided promptly. Please coordinate with the Company's legal department, which will assist in this process. If you are notified that any document (including, but not limited to, documents stored electronically) in your possession is subject to a legal hold or is otherwise needed as a part of an investigation, you may not destroy, conceal or alter this document in any way.

We Take Our Responsibilities Seriously

Employees must hold themselves to the highest ethical and legal standards and must immediately report any situation that is, or that may be, in conflict with our Code whether or not the employee is directly involved in the situation. If it is determined that an employee was aware or should have been aware of inappropriate behavior but did not report it, that employee may be subject to disciplinary action, up to and including termination.

If you are ever in doubt or have a question about whether a situation meets the standards set out in our Code, please speak to your immediate supervisor, a member of management, Human Resources, the legal department, or use the Reporting Procedure set forth in our Code.

Upon commencement of employment and annually thereafter, employees will be required to provide a written certification that they have reviewed and understand our Code to ensure continued understanding of expectations.

Enforcement and Waivers

No Retaliation

In the event you are approached by the Company regarding an investigation that the Company has determined should be kept confidential, you should fully cooperate and keep your knowledge of the investigation confidential. Failure to report a suspected violation or to cooperate, provide truthful answers, or maintain confidentiality when asked regarding an investigation will be a violation of our Code.

The Company will not tolerate retaliation for reporting potential violations of our Code which are made in good faith, or for cooperating with an investigation of possible misconduct. Likewise, the Company will not tolerate claims that are not made in good faith but are made for the purpose of misleading, harming, disparaging, or otherwise demoralizing, employees, leaders, or the Company.

Enforcement Approach

We take our Code very seriously, and the Company will take appropriate steps to investigate all reports regarding possible non-compliance. Any employee who violates our Code, other policies, standards and procedures or the law, or knowingly permits a subordinate to do so, will be subject to disciplinary action up to and including termination, and may be subject to civil prosecution or claims for damages or losses in certain circumstances.

Disclosures and Waivers

If you have a situation that you believe may need to be waived, the situation must be raised through the General Counsel who will review in turn with the Chief Executive Officer as applicable.

Violations of law may subject employees and the Company to civil and criminal penalties. Thus, waivers of any requirement of our Code will only be granted in exceptional circumstances, after disclosure through the General Counsel and careful consideration followed by an appropriate review by the Chief Executive Officer and as appropriate in certain cases, the Audit Committee of the Company's Board of Directors or the full Board.