

## ONCOR SUPPLIER CODE OF BUSINESS CONDUCT

<i>Title:</i>	<b>Oncor Supplier Code of Business Conduct</b>
<i>Responsible Officer:</i>	<b>Allen Nye</b>
<i>Policy Contact:</i>	<b>Coler D. Snelleman, (817) 215-6855</b>
<i>Effective Date:</i>	<b>March 25, 2020</b>

***Letter from Allen Nye  
Oncor Chief Executive***



Oncor Electric Delivery Company LLC (“Oncor”) has always been committed to conducting business in accordance with the highest ethical standards and in compliance with applicable laws and regulations. Our core values embrace this commitment, particularly with regard to the core values of Excellence, Respect, and Ethical Conduct.

The Supplier Code of Business Conduct expands upon this fundamental commitment by providing guidance in making the right choices regarding behavior. All Oncor suppliers must be committed to following the Supplier Code of Business Conduct, as well as all applicable laws and regulations. Noncompliance can alter or result in the termination of our business relationship.

Oncor leadership and our employees know each of our suppliers will join us in complying with the Supplier Code of Business Conduct, and in demonstrating the highest standards of openness and integrity. Thank you for being a vital part of our ongoing success and for not only doing things right, but also doing the right things.

*This Supplier Code of Business Conduct contains general requirements applicable to all suppliers to Oncor. Specific supplier agreements may contain more specific provisions addressing some of these same issues. Nothing in this Supplier Code of Business Conduct is meant to supersede any more specific provision in a particular written agreement between Oncor and a supplier, and to the extent there is any inconsistency between this Supplier Code of Business Conduct and any other provision of a written agreement between Oncor and a supplier, such written agreement will control.*

## **ETHICAL AND LEGAL COMPLIANCE**

Ethical conduct is a core value at Oncor and we are strongly committed to conducting our business in accordance with the highest ethical standards. Oncor suppliers are expected to share Oncor's commitment and act ethically in every aspect of the business that we do together, including relationships, practices, sourcing, and operations. Ethical requirements include but are not limited to:

- **Business Integrity.** Suppliers shall not engage in corruption, misrepresentation, extortion, embezzlement, or bribery to obtain Oncor business.
- **Compliance with Laws and Regulations.** Suppliers and their agents will conduct their business activities in compliance with all applicable laws and regulations, including but not limited to those relating to:
  - antitrust and fair competition;
  - insider trading (including regarding trading in securities of Oncor or its affiliates while in possession of material non-public information about those entities, suggesting the purchase or sale of such securities to others while in possession of material non-public information about those entities, or passing on such information to others);
  - anti-corruption laws of the countries where the supplier does business;
  - economic or financial sanctions or trade embargoes imposed by the US government or state of Texas or any agencies or departments thereof;
  - export and import of domestic and foreign origin parts and components and related technical data, including the US Export Administration Regulations;
  - employment (including child labor, freely chosen employment, verification of employment eligibility, equal opportunity and non-discrimination, workplace harassment, relevant standard industry wages and benefits, voluntary overtime and limited working hours, corporal punishment, and freedom of association);
  - working, and living (if applicable), conditions must meet, at a minimum, standards set by local law. Workers must not face any undue health or safety risks from working or living conditions. The foregoing requirements shall be applicable to any lodging provided to workers as part of or in connection with their employment.
- **Supplier Representation and Warranty.** Oncor expects its suppliers to cooperate with Oncor in Oncor's compliance with the Lone Star Infrastructure Protection Act and to represent and warrant, when applicable, that the supplier does not meet any of the ownership, control, or headquarters criteria listed in Lone Star Infrastructure Protection Act, Chapter 113 of the Texas Business & Commerce Code, as added by Act of June 18, 2021, 87th Leg., R.S., Ch. 975 (S.B. 2116) (relating to China, Iran, North Korea, Russia, and any other country designated by the Texas governor as a threat to critical infrastructure).

## **HEALTH AND SAFETY**

Oncor expects its suppliers to develop and implement safety rules and work practices for their employees to help preserve the safety and health of all and to comply with applicable regulations. All suppliers are expected to know and communicate safety rules and applicable regulations pertaining to their employees' job assignments, and ensure that their employees comply with these rules and regulations in the performance of their jobs. Oncor is committed to the overall safety of our suppliers and does not tolerate any conduct by suppliers or their employees that jeopardizes workplace safety. Examples of prohibited conduct include making threats; using abusive or profane language; engaging in threatening or violent physical conduct; or other inappropriate behavior including the unauthorized possession of weapons, explosives, or illegal drugs.

## **CONDUCT IN THE WORKPLACE**

Oncor is committed to providing a safe work environment, free of discrimination and harassment. Oncor expects that Suppliers and their employees will comply with Oncor's commitment to treat others with respect and dignity. Suppliers and their employees are prohibited from discriminating against or harassing any individual, or allowing discrimination or harassment to go unreported. Inappropriate conduct or comments

based on race, color, religion, sex, sexual orientation, national origin, age, disability or veteran status, or any other conduct contrary to creating a workplace environment free of discrimination and harassment, will not be tolerated and will result in the supplier's employee's removal from Oncor projects or facilities and may also result in alteration or termination of the business relationship. Additional workplace conduct rules that apply to Oncor's suppliers include:

- Intoxicants, Drugs, and Narcotics. Suppliers must ensure that their employees come to work unimpaired and able to safely perform their job duties. Usage at the workplace of illegal drugs or of drugs that impair an individual's ability to safely perform their job duties can create a danger to Oncor's employees as well as suppliers' personnel and the general public and is strictly prohibited.
- Possession of Weapons and Firearms. The possession of weapons, firearms (with or without a license) and ammunition, whether classified as legal or illegal, is strictly prohibited on Oncor property, including buildings, parking lots, recreation facilities, equipment and vehicles.

## **BUSINESS CONTINUITY**

Oncor expects its suppliers to manage business continuity risk in terms of ensuring availability of critical services during a disaster event. Therefore, we include in our contractual agreements the expectation that our suppliers have plans in place for their business to continue with minimal interruption in the event of an emergency, natural disaster, pandemic, or any related event that negatively impacts production and/or availability of services to Oncor. Suppliers are expected to share these plans as requested by Oncor.

Suppliers shall inform Oncor of financial, economic, supply changes or other material conditions that might affect the supplier's ability to perform its obligations or to meet Oncor's ongoing business requirements.

## **REGULATORY REQUIREMENTS AND AFFILIATE RULES**

Oncor is subject to state regulatory rules and laws, including regulations and orders of the Public Utility Commission of Texas (PUC). Suppliers are required to understand and comply with the regulatory requirements that apply to them when conducting activities for or on behalf of Oncor.

Under the PUC Affiliate Rules, a regulated utility, such as Oncor, must comply with standards of conduct that govern transactions between Oncor and its affiliates. These standards of conduct are intended to encourage well-functioning markets by preventing preferential treatment as well as preventing Oncor from subsidizing the business activities of affiliated entities.

## **CONFIDENTIAL INFORMATION, ONCOR ASSETS, AND CYBERSECURITY**

Suppliers are responsible for safeguarding the confidential and proprietary nonpublic business information of Oncor and the confidential and proprietary information of its customers (all such information is collectively referred to in this policy as "confidential information") from loss, theft, unauthorized disclosure, or misuse. Oncor prohibits suppliers from divulging, disclosing, or communicating, either directly or indirectly, any confidential information to any person, firm, or entity not authorized to receive such information. The unauthorized use of confidential information for a supplier's benefit or for the benefit of any other person, company, or entity is prohibited.

Oncor recognizes and values its customers' rights relating to data privacy and is committed to protecting the privacy and security of customer information and expects suppliers to uphold the same commitment. Oncor has specific legal rights and protections with respect to our intellectual property. Oncor owns numerous copyrights, trademarks, patents, and trade secrets, including Oncor logos, publications, engineering designs, and software that we have created or developed. Suppliers and others outside Oncor may not use Oncor's logo or other intellectual property without Oncor's prior written consent.

Suppliers shall use Oncor's assets and technology responsibly and only for legitimate business purposes. These assets and technology include, but are not limited to, Oncor facilities, equipment, systems, technology, and supplies. Suppliers shall have no expectation of privacy on any Oncor network. Suppliers

shall not write in or insert any technically limited devices into Oncor software, applications, or systems (such as Trojan horses, trap doors, logic bombs, viruses, or worms), or attempt to circumvent or attack security controls on an Oncor computer system or network.

Oncor will actively seek Suppliers that are committed to the highest level of cybersecurity in their own operations, in their subcontractors, and in their suppliers. To this end, Oncor expects its Suppliers to perform their work in a way that protects Oncor information and operations. Should a Supplier become aware of an actual or potential cyberbreach that impacts Oncor or the security of Oncor's operations or data, the Supplier must immediately contact Oncor Technology Security at this email address: [DGMSecurity@oncor.com](mailto:DGMSecurity@oncor.com). Suppliers are expected to adhere to any applicable regulations or standards of cybersecurity applicable to their business or operations.

## **CONFLICTS OF INTEREST AND BUSINESS COURTESIES**

Suppliers shall disclose to Oncor any situation that could constitute a conflict of interest, such as Oncor employees receiving financial advantages from or having personal interests in any of the supplier's businesses.

The giving and receiving of nominal gifts, entertainment, meals, and other business courtesies can be an appropriate way of building and maintaining proper business relationships but are never expected or required for doing business with Oncor. In no event should suppliers provide cash or its equivalent, such as a gift card, as a gift. Additionally, in some cases, exchanges can create conflicts of interest or the appearance of conflicts of interest. Therefore, suppliers must not offer any business courtesy to Oncor employees that is intended to or may appear to be intended to influence our business decisions.

## **DIVERSITY AND INCLUSION**

Oncor believes in recognizing and valuing our differences in all aspects of our business and our supply chain to deliver superior results. Bringing together people with diverse backgrounds, including race, gender, education, language, and experience, enables ideas and innovation to flourish. Oncor has a strong commitment to an inclusive supply chain, recognizing the direct impact those opportunities have on the communities that we serve. This includes a commitment to supplier diversity and striving to optimize opportunities for minority-owned, woman-owned, and other small and historically underutilized business enterprises to do business with Oncor. As part of that commitment, Oncor expects its suppliers to be inclusive both within their internal workforce and within their supply chain, to ensure that their employees, suppliers, and other stakeholders are always treated with dignity and respect, and to prohibit discriminatory or harassing behavior or activities. Oncor expects its suppliers to prohibit discrimination or harassment against anyone based on an individual's ethnicity or national origin, race or color, religion or ideology, gender, sexual orientation, gender identity, age, disability, veteran status, citizenship, or political or union affiliation.

## **ENVIRONMENTAL COMPLIANCE AND STEWARDSHIP**

Environmental commitments that achieve regulatory compliance are interwoven into every level and every activity of Oncor. Suppliers are expected to comply with environmental laws and regulations and maintain the Company's standards.

Oncor believes that environmental sustainability means (1) minimizing our own impact on the natural environment while also (2) finding ways to leverage environmental innovation for business advantage, and (3) maintaining effective dialogue with the full range of our stakeholders.

While recognizing the regional diversity of our service territory, Oncor expects full supplier commitment to the following principles:

- Suppliers will conduct all operations in an environmentally compliant manner, satisfying all applicable legal, regulatory and code requirements, as well as promoting consistency with relevant industry best practices and company standards.

- Suppliers will integrate environmental considerations into business planning and decision making to reduce environmental impacts to the maximum extent practicable while preventing pollution and promoting waste minimization and recycling.
- Suppliers will continue to take prudent steps to voluntarily reduce emissions of greenhouse gases.
- Suppliers will maintain effective systems to manage environmental obligations and deliver continuous performance improvement, including the periodic review of environmental objectives and targets.
- Oncor values suppliers who disclose their sustainability results and set measurable goals that reduce environmental impacts.
- Suppliers will engage with Oncor to help refine and broaden awareness, understanding, and application of more sustainable environmental practices and current/emerging environmental issues applicable to their goods and/or services provided to Oncor.

## **VOLUNTEERISM AND PHILANTHROPY**

Through decades of generous community involvement and support, Oncor has established a rich legacy as a good corporate citizen. This practice has been effective in creating goodwill and is considered an important element of Oncor's corporate responsibility.

Oncor welcomes the opportunity to partner with suppliers through civic projects and programs that benefit our community. However, contributions are never required as a condition of working with Oncor.

## **COMPLIANCE AND AUDITING**

Oncor expects suppliers to maintain adequate and effective management systems, policies, procedures, documentation, and training to ensure ongoing compliance with this Supplier Code. The management process should support the continual identification of operational risks and ensure prompt corrective action as necessary.

Suppliers must maintain and ensure accurate financial and operational records and reporting related to their work with Oncor. Oncor reserves the right to verify compliance with this Supplier Code through internal and external assessment processes.

## **REPORTING**

Suppliers have an obligation to report any conduct of an Oncor employee or a supplier that a supplier honestly believes may constitute a violation of Oncor's policies or, with respect to a supplier, a violation of this Supplier Code of Business Conduct, by either notifying your primary Oncor relationship manager or by contacting the Ethics and Compliance Helpline at 1.877.776.1003 or <https://oncor.alertline.com>. Oncor's Helpline is available twenty-four hours a day, every day, and reports may be made anonymously. Oncor will not tolerate any retaliation taken against an individual for the act of making a good faith report regarding a possible violation.

We appreciate your commitment to making ethics and compliance a top priority while working with Oncor.

## **Revision History**

March 25, 2020	Adoption of Oncor Supplier Code of Business Conduct
April 29, 2021	Revision to Environmental Compliance and Stewardship
July 29, 2021	Revision to Ethical and Legal Compliance
December 20, 2021	Revision to Ethical and Legal Compliance
November 7, 2022	Revision to Ethical and Legal Compliance and Health and Safety
October 16, 2023	Revision to Ethical and Legal Compliance