



CODE OF Conduct



Energy Future Holdings

Luminant

TXU Energy



Compliance Helpline (800) 453-0801







A Message from John Young



Our company has a longstanding commitment to operate with the highest ethical standards and in compliance with the law. Our core values embrace this commitment and our company's Code of Conduct builds on it. The Code of Conduct is a collection of principles and standards of behavior that guide the decisions we make, large and small. For that reason, we require Code of Conduct training for each Company employee.

Although the Code of Conduct is comprehensive, it and related training simply cannot address every situation that you might face. If you ever have a question about the meaning or application of any policy including the Code of Conduct, you should speak with your manager or supervisor. The heads of Human Resources, Internal Audit, Legal, Corporate Security, and Ethics & Compliance are also available to address questions or concerns, and the Compliance Helpline (800) 453-0801 is always available as well.

Each of us has a responsibility to report suspected violations of the Code of Conduct, policies, procedures, laws, or regulations. The company will keep the reporting person's identity confidential to the fullest extent possible and will not retaliate against an employee who reports a concern in good faith.

I know each of you joins me in a commitment to comply with the Code of Conduct and will continue to demonstrate the highest standards of openness, fairness, honesty, and integrity.

It is imperative that we not only do things right, but that we do the right things.

John F. Young

President and CEO, Energy Future Holdings

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The most current version of this Code of Conduct is available on the Intranet.

When this document is viewed online, underlined words and phrases link to important additional information. Since employees are required to understand and comply with all policies, they should ask for assistance as necessary to gain access to such additional information.



SCOPE

The Code of Conduct applies to employees, interns, and board members of Energy Future Holdings Corp. and all of its subsidiaries except Oncor ("Company").

Why does the Code not apply to Oncor?
Oncor has its own Code of Conduct.

Using This Code Of Conduct

The Code of Conduct provides rules, guidance, and expectations for ethical conduct. Employees are required to comply with the Code of Conduct and other policies and standards that apply to their jobs and their conduct away from work. Failure to abide by these standards could result in disciplinary action, up to and including termination.

While the Code of Conduct is fairly comprehensive, it and other policies in the Policy Manual cannot address every imaginable situation. You must use them together with good judgment. If you are uncertain whether an action by you or someone else could be a violation of the Code of Conduct, you should consult your supervisor or one of the dedicated compliance professionals indicated to the right. Alternatively, a Compliance Helpline, (800) 453-0801, is always available for you to ask questions or raise concerns. It is staffed by an independent, third-party and can be used anonymously at the caller's option.

Confidentiality and No Retaliation – The Company will keep concerns confidential to the fullest extent possible and will not retaliate against an employee for reporting a concern in good faith.



Contact Any Compliance Professional:

Jeff Stone, Human Resources, 214.875.9142, especially for matters involving discrimination, harassment, or labor and employment

Rob Walters, Legal, 214.812.6004, especially for matters involving laws or regulations, including antitrust and marketplace conduct

Drew Cameron, Internal Audit, 214.812.3034, especially for matters involving alleged accounting or financial irregularities

Dave Andrews, Corporate Security, 214.812.7124, especially for matters involving law enforcement agencies; alleged criminal activity; security; theft, weapons or violence; or misuse of the Internet or email

Brian Wenning, Ethics & Compliance, 214.812.8333, for all other matters, including affiliate standards



Manager Responsibilities

Company managers are responsible for the following:

- identifying and communicating policies, laws, and regulations which apply to the work group;
- assessing the potential for unethical or illegal conduct in their area of responsibility;
- maintaining a reporting system that protects employee confidentiality and anonymity to the fullest extent possible and that ensures there is no retaliation against any employee for reporting a concern in good faith;
- contacting the appropriate compliance professional in order that they may lead or assist in an investigation, should a suspected violation arise; and
- enforcing the Code of Conduct including assisting with investigations and, when warranted, taking appropriate disciplinary action in consultation with Human Resources.

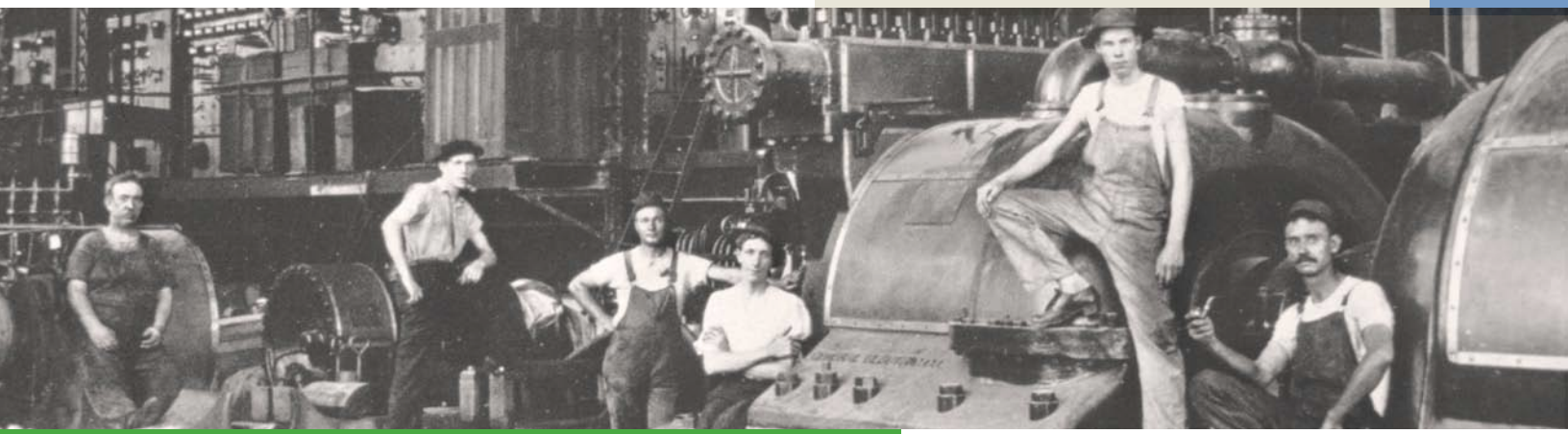
Enforcement

The Company enforces its policies through various means including monitoring, investigations, discipline, and searches as appropriate.

Discipline – The Company believes complying with the Code of Conduct is so important to our business that any employee who fails to comply may be disciplined, up to and including termination of employment. That includes an employee who suspects a violation of the Code of Conduct and fails to report it, and an employee who does not cooperate with a Company investigation of misconduct. Under the Company's Discipline policy, an

Examples of situations where **suspension may be used** at the Company's discretion with or without warning include when there is reason to believe that an employee has engaged in:

- violation of the Code of Conduct including harassment, conflict of interest, or falsifying records
- threatening conduct or failure to follow safety practices
- theft, or willful or negligent destruction of property
- neglect of duty or refusal to perform assigned work
- violation of policy on use or possession of intoxicants, drugs, and narcotics
- failure to fully cooperate in an investigation, including withholding information or giving false or misleading information

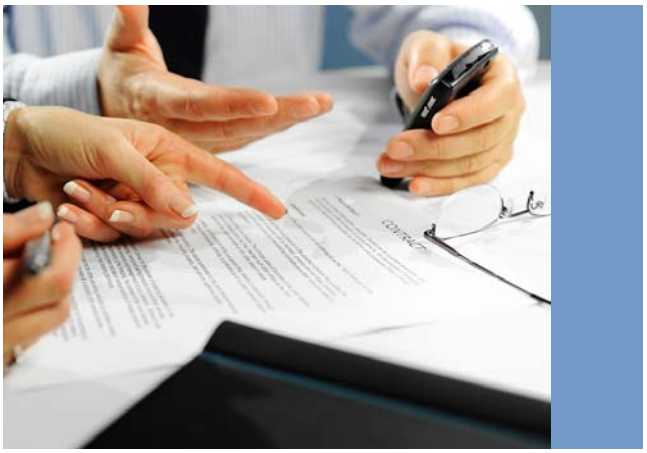


employee may be suspended, terminated, or otherwise disciplined with no oral or written warning.

Company Searches – All employees, employee vehicles, personal belongings, offices, lockers, and Company property are subject to search. Refusal on the part of any employee to submit immediately to a search of their person or property will subject the employee to discharge.

Off-Duty Conduct

Problems that involve an employee's off-duty conduct may affect an employee's ability to perform his or her job, a co-worker's confidence in or ability to work with this employee, or the public trust in the ability of the Company or an employee to carry out the Company's responsibilities. In these cases, the Company may suspend the employee without pay for an indefinite period of time pending the outcome of an investigation. Depending on the results of the investigation, the employee may be reinstated, terminated, or otherwise disciplined.



No Waiver

Generally, the Company will not waive the requirements of the Code of Conduct. However, if necessary, waiver requests must be made in writing to and approved by the chief audit executive and the Company's General Counsel. Any waiver applicable to officers or directors must also be approved by the Energy Future Holdings Corp. Board of Directors or its Audit Committee.





Use Of Company Assets

Employees must safeguard Company assets which include cash, facilities, property, equipment, tools, supplies, materials, services and labor, innovations and ideas developed by or for the Company, and confidential or proprietary information.

Safeguarding Assets

Company assets may be used for only legitimate business purposes, and should be protected from loss, theft, or misuse. They are not to be used for personal benefit without permission of the employee's supervisor.

Protecting Company Information

Employees have a duty to protect confidential or proprietary customer and company information. With respect to confidential and proprietary information, employees are prohibited from:

- providing it to anyone, including Company employees, who are not authorized to receive it;
- using, copying, or transferring it other than as necessary in carrying out their duties on behalf of the Company, and then only with proper authorization from the appropriate Company manager, director, or officer; or
- taking, using, or disclosing it for their personal benefit, for the benefit of another, or to the detriment of the Company.

When it is time to dispose of confidential or proprietary information, you should do it in a way that preserves

Confidential or proprietary information means non-public information used in the Company's business, including information possessing one or more of the following characteristics:

- exclusive to the Company, about the Company, or created by the Company;
- gives the Company a competitive business advantage or the opportunity to obtain such an advantage;
- typically not disclosed by the Company, or unknown by persons outside the Company;
- may be detrimental to the interests of the Company if disclosed; or
- designated as confidential information by the Company or, considering the circumstances, should reasonably be considered to be confidential to the Company.

Examples of confidential or proprietary information are in the Definitions section.



Employees are custodians of confidential customer and company information and should be particularly cautious about inadvertent disclosure. Confidential or proprietary information should not be openly discussed in public (e.g., in an elevator, airplane, or restaurant) or left in an unsupervised place where it could be viewed or picked up by an unauthorized individual (e.g., left unsecured on a desk or placed on a computer drive without password protection). Special care should also be taken to protect such data when transmitting it (e.g., via email or fax) and to dispose of it properly (e.g., shredding).

confidentiality (e.g., shredding). Important guidance on how to protect sensitive information is located in the Procedures for Protection of Confidential Information, Security of Sensitive Employee Information and Sensitive Customer Information, Principles for Privacy of Customer Data, and Records Management policies.

These confidentiality provisions do not end upon separation of employment. Departing employees also must return to the Company all originals and copies of any materials in their possession, custody, or control that contain confidential or proprietary customer or company information.

Sharing Company Information

Communicating via the Internet is restricted by policies including the Social Networking policy. Communications with the news media must be coordinated through a Communications representative as addressed in the News Media policy. And any workplace photography, video or audio recording must be approved by an appropriate officer or Communications representative.

Handling Material Non-Public Information

Employees must comply with the Transactions in Company and Subsidiary Securities policy, which prohibits, among other things, buying or selling securities while in possession of material non-public information related to those securities, or tipping such information to others. In order to comply with federal law and the Information Disclosure policy, any disclosure of material non-public information to investors or securities market professionals must be coordinated through the office of Financial Reporting.

Employees should keep passwords secret and not share them with anyone, even other company employees.



Using Internet and Electronic Communications Systems

The Company encourages the use of the Internet and electronic communications systems to share information and knowledge in support of the Company's business. Such resources include voicemail, wireless telephones, file servers, computers, laptops, email, commercial online services, and instant messaging. While use of these resources is of tremendous value to our Company when used appropriately, misuse of them through excessive non-business or other inappropriate use can put both employees and the Company at risk. Therefore, it is the responsibility of every user of these resources to ensure such use is in accordance with the Company's policies including the Electronic Networks policy, the Social Networking and Online Forums policy, and the Instant Messaging policy.

No Expectation of Privacy – Users of the Internet and electronic communications systems should have no expectation of privacy in connection with their use. The Company has, and expressly reserves, the right to monitor and inspect any use of these resources. Such monitoring or inspection may take place at any time, with or without notice, and for any purpose deemed acceptable by the Company in its sole discretion.



Besides needing to be kept to a minimum, **non-business use** of the Company's electronic networks means, for example, not using them to:

- send or store bulk email, a chain letter, spam, or a large file;
- create or manage a personal home page, web page, or computer program; or
- conduct an outside business activity.

Click here for the Electronic Networks policy.



Conduct Affecting The Workplace

The Company is committed to providing a safe work environment, free of discrimination and harassment. Employees are expected to treat others with respect and dignity, as detailed in the Company's core values.

Health and Safety

Safety is our highest priority. Our safety rules and work practices have been developed to comply with the law and help ensure the safety and health of employees and the public. You are expected to know and follow the safety rules that apply to your job assignment and seek clarification if you have a question. You must report any unsafe conditions to your supervisor or other manager. The Company will not tolerate any conduct that jeopardizes the safety of the workplace, other employees, or the public.

Did you know that if an employee is injured on the job, the injury must be reported immediately to the employee's supervisor? An Employee Injury Report must be completed and any employee involved must cooperate in preparation of the report.



Intoxicants, Drugs, and Narcotics

The use or possession of intoxicants, drugs, or narcotics can create a danger to employees and the general public. In order to comply with all applicable government regulations and promote a safe, healthy working environment for all employees, the Company has adopted two comprehensive policies regarding these substances:

- Under the Substance Abuse policy, any employee who is under the influence of or brings, attempts to bring, or otherwise has in his or her possession any illegal drug, prescription drug without a valid prescription, or alcohol while on Company property or on duty, will be subject to immediate discharge. Because the use or possession of illegal drugs jeopardizes the successful operations of the Company and erodes the trust and confidence of the general public, all employees are prohibited from use or involvement with illegal drugs on or off the job.
- All employees and prospective employees are subject to being tested under the Company's Substance Abuse Testing procedures.

It is each employee's responsibility to be familiar with the Company's substance abuse policy and report an unsafe or hazardous condition, including one caused by the use or possession of intoxicants, drugs, or narcotics.



Employee Assistance Program

The Company's Employee Assistance Program is designed to confidentially help employees and their dependents manage issues with emotional, marital, family or other personal difficulties including dependency on drugs or alcohol.

Respect in the Workplace and Harassment

All employees are expected to act in a responsible and professional manner and to help maintain a respectful working environment free of discrimination and harassment. 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 will not be tolerated and will subject an employee to severe disciplinary action, up to and including termination.

Harassment – Harassment includes, but is not limited to, verbal, physical, or other conduct that harms or exhibits hostility or aversion toward an individual because of his or her race, color, religion, sex, sexual orientation, national origin, age, disability, veteran status, or that of his or her relatives, friends, or associates, and that:

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment opportunities.

Sexual Harassment – Sexual harassment includes unwelcome touching or sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, including when:

- submission to such conduct is an explicit or implicit condition of employment;
- submission to or rejection of such conduct is used as

Examples of Prohibited Conduct include:

- language, materials or conduct that is disparaging, profane, abusive, or sexual
- slurs or negative stereotyping
- threatening, intimidating, or hostile acts, including jokes or pranks that might reasonably be perceived as hostile or demeaning
- unwelcome touching
- criticizing or showing hostility or aversion toward an individual or group

Click here for the policy regarding harassment





the basis for employment decisions; or

- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive, or hostile work environment.

Use of Cellular Phones and Wireless Devices

All employees are prohibited from using cell phones or other wireless devices while conducting Company business in situations in which it is reasonably likely that the use of such devices will increase the risk of injury to the employee or to the public. Employees are encouraged to use a hands-free device or to safely stop the vehicle before using a cell phone or other wireless device while driving. Under no circumstances are employees allowed to place themselves or others at risk to fulfill the Company's business needs.

Smoking

Smoking is prohibited in all Company buildings, facilities, vehicles, and equipment owned or leased by the Company unless otherwise provided in the Smoking policy.

Possession of Weapons and Firearms

The Company policy regarding possession of weapons, firearms and ammunition strictly prohibits the possession of weapons, firearms (with or without a license), and ammunition whether classified as legal or illegal on Company property, including buildings, parking lots, recreation facilities, equipment, and vehicles, with limited exceptions. This policy applies to all employees, visitors, vendors, clients, job applicants, contractors, and consultants.





Conflicts Of Interest

Conflicts can arise when employees are presented with gifts, gratuities, and entertainment, or have personal interests that intersect with Company interests.

Employees must promptly and fully disclose to a supervisor any situation that could reasonably present a conflict of interest. Any activity that may even appear to represent a conflict of interest should be disclosed and avoided.

Conflicts of Interest including Gifts and Entertainment

Employees are expected to avoid conflicts between their personal interests and those of the Company. All relationships between the Company and third parties should be on an arm's length basis. No employee or member of his or her immediate family should solicit or accept a gift or other benefit (including cash, voucher, entertainment, or personal favor) from any competitor, vendor, supplier, customer, or other person that does business or is trying to do business with the Company. Exceptions include items of nominal value that are neither excessive nor exceed customary courtesies. Cash or its equivalent in any amount should never be accepted. Nothing should be accepted that could impair, or give the appearance of impairing, an employee's ability to perform in a fair and unbiased manner.

Employment of Relatives

Immediate relatives should not have a common immediate supervisor, be in a direct line reporting relationship, work in close physical proximity, or be in any other situation which may present an actual or perceived conflict of interest. No action (including hiring, transfer, or promotion) should be taken that would create one of these prohibited arrangements.



Customary courtesies include promotional items such as a supplier logo-branded coffee mug or pen, or infrequent business meals with the third party's representatives in attendance. These customary courtesies do not have to be disclosed. However, other courtesies may be "customary" for a third party but nevertheless be significant enough to require disclosure, such as guns, crystal, jewelry, televisions and other electronics, and trips.

Similarly, an employee may be invited by an outside company or person to a meeting or trip that emphasizes recreation of some type. Employee participation in such events should be limited to those where a benefit to the Company is expected to result. In those circumstances, as much of the employee's expenses as possible and practical should be paid by the Company. The sponsor of the event should be in good standing with the Company based on prior performance, and our employee should attend such events only when other representatives from a broad spectrum of industry also will be in attendance. Prior written approval of participation must be obtained from an officer above the employee.

Financial Interests

Employees should not directly or indirectly sell goods or services to the Company. An employee or member of their immediate family should not:

- receive compensation from, or have any financial interest in, a current or prospective supplier, customer, or competitor if that compensation or financial interest constitutes a conflict of interest for the employee; or
- have a significant financial interest in any business that supplies the Company with a substantial amount of goods or services or whose sales to the Company are a substantial part of the business' revenues.

Any exceptions must be approved by the employee's manager in writing and a copy should be forwarded to the Corporate Compliance Office.

Outside Activities

Employees should not participate in any outside activity (including as an officer, director, owner, consultant, or employee) that could, or appears to, interfere with performance of their duties and responsibilities, affect their independent and objective judgment, compete with or divert business opportunities away from the Company, or discredit the Company. Each employee's primary business obligation should be to the Company, and personal business affairs or outside employment should be kept separate and distinct from those of the Company in every respect.

Employees should not conduct outside activities on Company property or use Company assets, materials, or property for outside activities. Company assets include using the services of other Company employees during Company work hours. Exceptions may be granted by an employee's manager, when the situation warrants.

Employees should not use Company prestige or influence, directly or indirectly, for personal gain or benefit. For example, an employee should not solicit Company customers to hire or contract with him or her for outside work of any kind.

Service by employees on boards of for-profit organizations is not allowed without prior approval by the Company's General Counsel.

Public Office

Employees are encouraged to take an active interest in political affairs. However, such activity should generally be done as an individual and not on behalf of the Company. Participation in an appointed or elected capacity can represent a potential conflict of interest. Employees who wish to serve as an appointed or elected public official must notify their function level manager prior to taking any action. When, in the judgment of the Company, a perceived or actual conflict of interest arises, the Company will take, or require the employee to take, appropriate action to resolve the conflict.

Why do I have to notify my function level manager if I want to run for public office, for example, as a member of a city council or a tax appraisal board?

Company business frequently involves interaction with governmental bodies. An employee serving in government could frequently face a conflict of interest. For example, the employee might support a measure that is in direct conflict with Company interests. Worse yet, the employee could support a position favored by the Company, but opposed by a significant percentage of his or her constituents, and thus give the appearance of having been influenced by the Company.







Laws And Regulations

Company activities are subject to a broad set of federal, state, and local laws, and employees must adhere strictly to both the letter and the spirit of all applicable laws and regulations, some of which are highlighted below.

Accuracy of Records and Reporting

The Company is committed to maintaining records that accurately and fairly reflect all transactions and it is critical that employees throughout the Company record information properly in order to satisfy this commitment. Accordingly, all records and reports must be prepared with care, accuracy, and honesty, and comply with the Company's accounting procedures and internal controls.





What documents may be reproduced without violating copyright laws?

Federal copyright laws are intended to protect the authors of copyrighted materials against infringement of their ownership interest in the materials. Under the "fair use" concept, employees have the right to copy, for certain purposes, works that are otherwise protected by copyright. Deciding whether copying copyrighted material is permitted usually depends on, among other things, the purpose and character of the copying; the nature of the work copied; the amount and importance of the portion copied in relation to the work as a whole; and the effect of the copying on the market for or value of the work. For example, it is acceptable to copy newspaper articles that relate to the utility industry, but not acceptable to copy training materials for use in a general training program without permission from the publisher.

Copyright or Patent Infringement

Employees must not violate the intellectual property rights of others and should verify that duplication is permissible before reproducing any copyrighted material including from books, magazines, newspapers, videotapes, computer programs, the Internet, or design drawings. In addition, employees should be aware that certain designs, processes, and devices are subject to patents.

Environmental Protection

The Company strives to be a leader in environmental stewardship, seeking to achieve improvements that lead to cleaner air, land, and water, as more fully described in its statement of Environmental Principles. Employees are expected to comply with environmental regulations and maintain Company standards.

Political Contributions and Activities

The Company values its right to participate in the political process, both as a legislative advocate and as a participant in the electoral process. Such participation, however, must be guided by our responsibility to always conduct our activities with honesty and integrity and in compliance with the laws and rules that regulate such activities. The regulations and statutes that apply to the Company's political activities establish a minimum for ethical behavior. In some instances the Company's standard of behavior is more conservative than that required by law.

State and Federal Regulations and Standards

Various state and federal agencies issue regulations and standards of conduct that the company must follow in conducting its business. Employees are responsible for complying with these regulations and standards as they carry out their day to day job responsibilities. Examples of state agency rules that may impact the conduct of a broad group of company employees are summarized below.

Affiliate Rules – The Public Utility Commission of Texas has adopted detailed rules that govern the transactions and interactions between the electric utility and its affiliates. The rules address topics including nondiscriminatory access to the electric utility's services, sharing electric utility information with a competitive affiliate,



protecting proprietary customer information, prohibiting the electric utility from providing unfair advantages to its competitive affiliates, and prohibiting the electric utility from subsidizing its affiliates.

Wholesale Market Rules – The Public Utility Commission of Texas has also adopted rules that govern entities participating in the wholesale electricity market administered by the Electric Reliability Council of Texas (ERCOT). The rules include standards that require compliance with ERCOT protocols and reporting of accurate information to market publications and the Commission. Those standards also prohibit operating generation to create artificial transmission congestion, engaging in wash- or round-trip trades, offering resources for reliability services that cannot or will not be delivered, engaging in fraudulent behavior, colluding with other participants to manipulate prices or restrain competition, and engaging in market power abuse including withholding production.





Relationships With Customers, Suppliers, And Others

Relationships with customers, affiliates, suppliers, competitors, government officials, and others should be conducted with the highest standards of personal conduct and business ethics, and be free of even the appearance of a conflict of interest. This includes providing high-quality service, displaying dignity and courtesy in business dealings, and competing vigorously, effectively, and fairly.

Antitrust and Dealing with Competitors

Federal and state antitrust laws prohibit various practices that could limit competition or restrict fair trade. Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict competition. Examples of an antitrust violation include:

- agreeing with one or more competitors to fix prices so that competition is impaired;
- agreeing with one or more competitors to fix levels of production; or
- agreeing with a competitor, customer or other buyer of the same goods or services not to deal with any other person, whether that person is a supplier or customer.

Since antitrust laws are sometimes complex, employees, especially those who interact with customers, competitors and suppliers, should contact a compliance resource for assistance.



An agreement does not necessarily have to be in writing to be an antitrust violation. **A violation can include a verbal understanding** between competitors.



Competition and Marketing

The Company should compete solely on the merits of its products, services, and ability to serve. Employees are expected to be accurate and truthful when communicating with customers, suppliers, and competitors and not misrepresent themselves or the quality, features, price, or availability of the Company's products and services. Prohibited activities include:

- using deceptive or misleading statements;
- inducing a competitor or customer to breach a contract with a third party;
- obtaining unauthorized access to confidential or proprietary data or documents;
- securing an unfair competitive advantage; or
- engaging in any activity that could damage the Company's reputation.

Business Solicitation

Employees may not offer gifts or other inducements to existing or potential customers or suppliers in order to obtain business or preferential treatment. Purchasing and sales decisions must be independent of each other. This means that the Company's decision to buy from a supplier must not depend on the supplier's decision to buy from the Company.



Procurement Activities

Employees responsible for, or in a position to influence, procurement decisions should adhere to sound business practices that result in the fair and ethical treatment of suppliers. This standard applies whether procuring supplies, equipment, or services and requires us to be impartial, truthful, and independent when evaluating and working with suppliers.

Bribery or Kickbacks

Gifts or other benefits (including cash, voucher, entertainment, or favor) should never be offered to a government official with the hope of influencing that individual. Company funds, services, or labor must not be given, directly or indirectly, to anyone in an improper effort to obtain or retain business or special treatment for the Company. Expenditures and transactions of any kind involving a government official, including social meetings, must be discussed with function level management in advance. The Company has strict policies in place for recording and reporting all such activities.

Endorsements

Employees, on behalf of the Company, should not endorse, promote, or give testimony for products, services, or equipment of suppliers, customers, or competitors, unless specifically authorized to do so by a vice president or higher.





Certain Other Policies

The Company has established certain other policies, some of which are summarized below. See the online Policy Manual for important Company policies.

Employment

It is the policy of the Company to comply with all employment laws and to afford equal employment opportunity to all individuals without regard to race, color, religion, sex, national origin, disability, age, or status as a disabled veteran, veteran of the Vietnam era or other covered veteran. This Employment policy applies to recruitment, hiring, promotion, demotion, transfer, discipline, layoff, termination, rates of pay, selection for training, and every other type of pre- and post-employment personnel activity. All hiring, terminations, and selections for job opportunities will be based on the Company's business needs and the qualifications, skills, and performance of the candidates, and not on impermissible considerations.

Providing Information

Employees must never provide incorrect, misleading, or fraudulent information to: the Company or any Company representative; any public official, governmental agency, or internal or external auditor; or in any public communications.

Employees must fully cooperate and shall not withhold



information or give false or misleading information in any investigation conducted by the Company or external party.

Reimbursable Employee Expenses

It is Company policy to reimburse employees for actual expenses incurred in conducting Company business. The expenses to be reimbursed must be business related and reasonable. Appropriate receipts and documentation must be submitted. Personal expenses incurred by employees are considered non-business and will not be reimbursed by the Company. A Company credit card such as a Travel Card or Purchasing Card should be used for authorized business expenditures only and not for personal use, even if the balance is paid each month by the employee.



Solicitation of Employees and Distribution of Literature

The Company's Solicitation policy does not permit third-party solicitation of employees at the workplace, except when on behalf of specific charitable organizations approved by an officer at the executive vice president level or above. Prohibited third party workplace solicitation includes solicitation made on Company bulletin boards or via electronic networks including Company email and voicemail. The solicitation of Company employees by other Company employees and the distribution of literature or handouts are prohibited on Company property except as follows:

- Employees may solicit only during non-work time at their work location. Non-work time includes time before and after the regularly scheduled shift, mealtime, and recognized rest or coffee breaks.
- Employees may distribute literature only during non-work time in non-work areas at their work location. Non-work areas would include, but not be limited to, break rooms, hallways, cafeterias, parking lots, and Company entrances.
- Employees may post on Company bulletin boards, where permitted, notices for the sale of items of their personal property and notification of social activities, provided these postings are neither on a continuous basis nor for business purposes.

The activities permitted above must not interrupt or interfere with the work of employees, be disruptive to the work environment, or otherwise violate policy.



Organization Memberships

It is the policy of the Company to be a good corporate citizen and to actively participate in community and civic affairs in the communities in which it conducts business. For the Company to sponsor such membership, an employee must first obtain approval from their management at the function level or above.

Employees may participate in organizations of a personal nature (e.g., churches, Scouts, parent-teacher associations, alumni associations, and fraternal organizations). However, such memberships do not qualify for Company sponsorship and the employee should first obtain approval from the appropriate manager if participation will require significant time away from his or her job.





Definitions

Immediate family in this policy means a spouse, mother, father, son, daughter, brother, sister or any of the step- or in-law relations, whether established by blood or marriage.

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

- material nonpublic information relating to the Company's past, present or future business activities
- ideas, discoveries, developments, improvements, and inventions, whether patentable or not
- trade secrets, processes, methods, formulas, know-how, and other technical information
- business models, practices and methodologies
- financial data and information
- research and development projects and information
- performance and operational information
- transaction information
- business and operational plans, projects, studies, strategies, reports, and analyses
- computer programs and related documentation, algorithms and software systems
- customer data
- nonpublic compilation of customer and prospect lists, customer and prospect data and other information related to customers and prospective business relationships
- marketing and sales plans and related information
- personnel records, personnel data and other personnel information
- communications plans, including developmental advertising and press releases and media purchases
- all nonpublic pricing and related information, including pricing curves, guidelines, models, and methodologies
- training methods and processes
- nonpublic governmental filings, positions, and reports
- consulting reports and studies
- legal advice and opinions

A significant financial interest in this policy means:

- owning more than one percent of the securities of a corporation listed on a recognized stock exchange
- being a consultant, officer or director, or having a family member or yourself be in a position to influence the actions of an enterprise that does business with our Company

Political activities are restricted by the following relevant statutes, regulations and guidance, expressly incorporated as Company policy: Chapter 36 of the Texas Penal Code, Chapter 302, Government Code, Chapter 305, Government Code, Chapter 34 of the Rules of the Texas Ethics Commission, Title 15 of the Texas Election Code, and Texas Ethics Commission's Lobbying In Texas – A Guide to the Texas Law.