

**Ethics and Compliance Code
of Conduct for Consultants,
Contractors, Suppliers and Vendors**



Our Values

Safety We are always committed to safety. We strive to create a culture of safety excellence at all levels of our company. We will perform our duties safely or we won't do them.

Integrity We do what is right for our customers, our communities, our shareholders, our partners and each other. Without fail, we follow our values, our rules and policies, and the law.

Accountability We are straightforward in our actions and truthful in our relationships. When we say we will do something, we follow through and keep our commitments. We accept personal responsibility for our decisions. We are all accountable for making sure our own conduct reflects and supports our values-based culture.

Initiative We are not afraid to take bold and innovative action. We make hard decisions and tackle tough choices. We speak up. We use our resources and assets wisely.

Respect We show respect to everyone. How we treat our fellow employees and customers is just as important as the results that we achieve. We are considerate and show appreciation for diverse thinking. Every individual with whom we work deserves our best efforts. We are responsible to our stakeholders and work to earn their trust every day.

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Welcome to CenterPoint Energy!

Our 150-year history is built upon our strong tradition of doing business the right way. Our core values – Safety, Integrity, Accountability, Initiative and Respect – provide the foundation for our ethical business practices and standards. We value our relationship with all of our service providers. **We define service providers as consultants, contractors, suppliers, vendors and their employees, agents or subcontractors.** Just as we require our employees to conduct themselves in a manner consistent with our core values, we also expect you, our service providers, to act in a similar manner as a critical part of CenterPoint Energy's value chain.

CenterPoint Energy's vision is to lead the nation in delivering energy, service and value. As a service provider, you are a valuable part of making this vision happen. When you commit to working with CenterPoint Energy, you also commit to maintaining the standards, ethical business practices and compliance requirements as stated in the CenterPoint Energy Ethics and Compliance Code for Consultants, Contractors, Suppliers and Vendors (the Code).

We also expect your commitment to integrity by complying with and training your employees, agents and subcontractors on the Code and/or other required regulatory training. Please share the Code with all individuals assigned to perform work for or on behalf of CenterPoint Energy.

If you have a question or you see a CenterPoint Energy employee or another service provider engaging in questionable behavior or a possible violation of the Code, we encourage you to notify your primary

CenterPoint Energy contact to resolve your concern. If this is not possible or appropriate, contact CenterPoint Energy through any of the following resources:

- Your CenterPoint Energy procurement or job representative
- The Concerns Helpline at 888-888-3155 or <https://www.Reportlineweb.com/CenterPointEnergy> The Concerns Helpline is managed 24 hours a day by an independent third-party provider.
- E-mail the Ethics and Compliance department at Compliance.Officer@CenterPointEnergy.com
- Send a secure fax to the Ethics and Compliance department at 713-207-9056
- Send a confidential note to the Ethics and Compliance department:
Chief Ethics and Compliance Officer
CenterPoint Energy
P.O. Box 61867
Houston, Texas 77208-1867

CenterPoint Energy (CNP) will maintain confidentiality to the extent possible and will not tolerate any retaliation taken against any individual who has, in good faith, sought out advice or reported questionable behavior or a possible violation of the CenterPoint Energy Ethics and Compliance Code of Conduct for Consultants, Contractors, Suppliers and Vendors.

We are committed to our core values, and we hope you are as well.

We Provide a Safe and Healthy Work Environment

Safety is always our first consideration. It is not optional. We expect our service providers to apply safe and healthy work practices to all activities and exercise good judgment, including the following:

- Promote and follow all safety and health regulatory requirements to prevent accidents, minimize exposure to health risks and curtail any harmful impact to the community
- Conduct your operations in an environmentally responsible manner and in accordance with applicable environmental laws
- Ensure that your employees are fit for duty and dressed appropriately, and that their vehicles and uniforms display the proper identification
- Report all injuries, incidents and actual or potential safety, health or environmental hazards involving work on CenterPoint Energy premises or project sites immediately to the CNP job representative
- Prohibit smoking in our facilities and vehicles
- Uphold our drug-free work place
- Ban firearms or other weapons on company premises or vehicles unless you are licensed and are required to carry a firearm
- Perform background checks on your employees to help ensure a safe and healthy work environment

Question: Do I really have to report a minor accident? No one lost any work time.

Answer: Yes, report all accidents, no matter how minor. When you report even minor accidents, we have the information to identify hazards and take corrective action before serious injuries can occur.



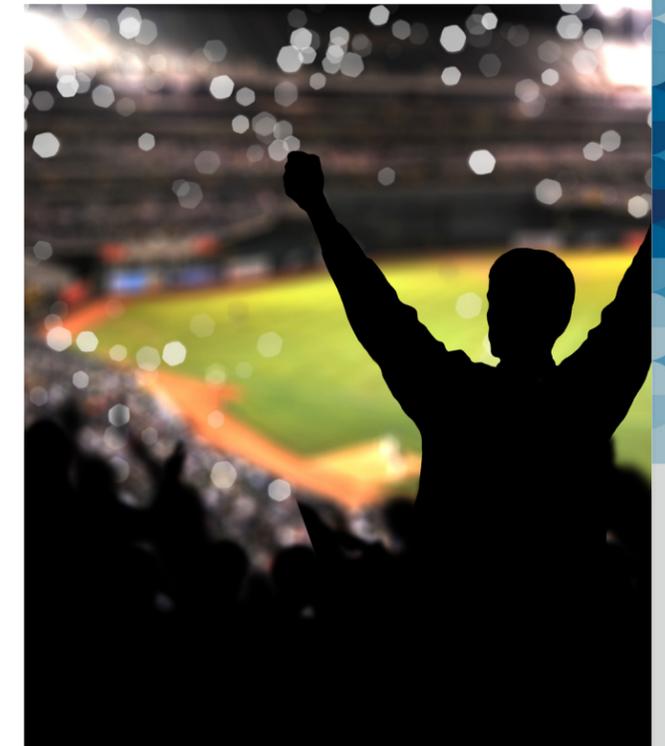
We Avoid Conflicts of Interest

CenterPoint Energy makes business decisions on the merits of the services or products offered by our service providers. We avoid any situations that may create or appear to create a potential conflict of interest.

- Do not give or offer our employees or their family members gifts above nominal value. Items such as pens, coffee mugs or baseball hats are acceptable nominal gifts.
- Do not give or offer gift cards or cash to our employees or their family members.
- Do not give or offer our employees or their family members any type of payment (direct, indirect, under-the table), kickback or rebate based upon CenterPoint Energy's purchase or sale of goods or services.
- Please inform us before entering a business transaction with CenterPoint Energy if:
 - » you have a family member working at CenterPoint Energy or its affiliates
 - » you own or have a revenue interest with a subcontractor or agent that provides a service to CenterPoint Energy or its affiliates
- Common business courtesies such as lunches and tickets to sports events are acceptable as long as the intent does not improperly influence a business decision or create a potential conflict of interest.

Question: Can I ask a CNP employee out to dinner?

Answer: Yes, if it is occasional and you have a signed contract in place with our company.



We Protect Confidential Information, Including Trade Secrets, Data Privacy and Nonpublic Information

Protecting CenterPoint Energy's information – whether it is our employees' information, our customers' information or proprietary information – is paramount in our daily business transactions. We expect our service providers to take the utmost care in handling, safeguarding, discussing or transmitting sensitive or confidential information. If confidential information is lost or released without authorization, notify CenterPoint Energy management or the Law department immediately.

As a service provider working on behalf of CenterPoint Energy, do not buy or sell CNP securities while in the possession of material, nonpublic information about our company. These restrictions also apply to material, nonpublic information about CenterPoint Energy's affiliates, subsidiaries, customers and business partners. We expect our service providers to safeguard confidential CNP information after completion of the work with CenterPoint Energy.

Mobile devices, electronic media, Internet and email use

Service providers who have access to CenterPoint Energy's electronic environment (Internet, email, voicemail or other) shall:

- Protect CenterPoint Energy's confidential information and electronic media
- Encrypt or password protect data
- Comply with local data protection laws
- Use these tools for CNP business purposes only
- Not download, view or forward materials of a discriminatory, harassing, threatening, sexual, pornographic, racist, sexist, defamatory or otherwise offensive nature
- Receive written permission from CNP's Technology Operations department to install/run/move any files and programs.
- Have no expectations of privacy on CenterPoint Energy's network at any time



We Show Respect to Everyone, and We Value Diversity

Diversity at CenterPoint Energy has three elements: workplace diversity and inclusion, supplier diversity and community relations. All three are important parts of our vision to lead the nation in delivering energy, service and value. We expect our service providers to:

- Promote and maintain a workplace free from discrimination by treating your employees, agents or contractors with respect and dignity
- Comply with all applicable labor and human rights laws and regulations, including those regarding immigration, minimum wage, overtime, payday and child labor
- Uphold a zero tolerance for workplace violence, harassment, threats, intimidation, bullying, assault or aggressive conduct, either spoken or written

We recognize the value of diverse suppliers such as minority-owned, women-owned and all categories of small business ownership. CenterPoint Energy is committed to developing strong working relationships with diverse suppliers by actively seeking qualified diverse suppliers, encouraging major suppliers of CenterPoint Energy to support supplier diversity and seeking opportunities to develop the competitiveness of diverse suppliers through instruction, mentoring and capacity building.

Question: A service provider employee made an off-color joke to a CenterPoint Energy employee while working at a CenterPoint Energy location. Several of us thought it was offensive. What should we do?

Answer: Report the incident to a CenterPoint Energy manager or Human Resources representative, or call the Concerns Helpline at 888-888-3155.

Rules of engagement

CenterPoint Energy requires all service providers to engage in the highest ethical standards during the source selection process. Suppliers should refrain from discussing or disclosing CNP's pricing, costs or any other contract terms with their competitors during a competitive bidding process.

The request for proposal (RFP) is both confidential and proprietary to CenterPoint Energy. All service providers are asked to register their companies on the CenterPoint Energy website <http://www.centerpointenergy.com/about/contact/suppliers/> or Login. A registered consultant, contractor, supplier or vendor is eligible to participate in the RFP process.

The point of contact (POC) is listed in the RFP. This is your sole point of contact regarding any CenterPoint Energy matters related to the RFP process. No other person at CenterPoint Energy must be contacted regarding that specific sourcing initiative, nor should the RFP be discussed with any other CenterPoint Energy employee other than the POC.



Question: I have been dealing with CenterPoint Energy for many years. I know most of the employees who use my products. I may need to talk with CNP employees while my contract is being renewed to answer questions about my company's product. Can I talk with them?

Answer: Yes. We understand and recognize the long-term partnerships CNP has with its suppliers. We do hope you will respect the RFP process and not talk with our employees about pricing, costs and contract terms regarding other suppliers. Answering questions about existing products and services is expected. Providing lunches or game tickets to CNP employees during the RFP process is not appropriate.

We are Accountable for Our Actions

Accurate business records

Accurate, reliable and transparent information and records are critical to meeting CenterPoint Energy's financial, legal and management obligations. We expect our service providers to:

- Record and report all financial and other information related to their work at CenterPoint Energy accurately, honestly, objectively and in a timely manner
- Accept orders when accompanied by an approved CenterPoint Energy purchase order or company credit card. Failure to comply with this requirement may impact our ability to pay you for goods or services in a timely manner

Question: I learned that CenterPoint Energy recorded payments to my employer incorrectly as advertising and not entertainment. Since the total amount is correct, is it a problem that the expense code is wrong?

Answer: Yes, this could be a problem. False transactions or misrepresentations about the company's finances violate the Code and the law. Discuss the situation with a CenterPoint Energy manager or the chief ethics and compliance officer so that this practice is stopped and our records corrected.

Regulatory Compliance

Obeying the law – both in spirit and in letter – is the foundation upon which our standards are built. As contractors to CenterPoint Energy, your employees may be required to take the following courses within the first 30 days after their service starts:

1. Security Awareness training
2. PUCT (Public Utility Commission of Texas) Code of Conduct
3. FERC (Federal Energy Regulatory Commission) Standards of Conduct
4. Customer Service Identity Theft Prevention training

You can find the training requirements for contractors on the CenterPoint Energy website: <http://www.centerpointenergy.com/about/contact/suppliers/contractortraining/>





We Take Initiative by Leading with Integrity

We expect our service providers to follow ethical business practices and to support effective ethics and compliance programs within their own organizations. We select service providers carefully because their actions impact our reputation.

Business continuity

CenterPoint Energy's products and services provide critical infrastructure to our customers. We expect our service providers to have plans in place for their business operations to continue with minimal interruption of supply in the event of any emergency, crisis situation, natural disaster or terrorist/security-related event.

Antitrust, fair competition and competitive intelligence

We deal fairly with our customers, service providers, competitors and employees. We will not communicate formally or informally with competitors to fix or control prices, allocate market share, boycott customers or suppliers or limit the sale of our services or products. We expect the same ethical behavior from our service providers, including:

- Fair pricing practices
- Fair marketing practices
- Accurate representation of CenterPoint Energy's products and services or those of its competitors
- Avoiding price fixing, bid rigging, dividing territories or markets to limit the sale of our services or products, or engaging in boycotts.
- Obtaining competitive information from public sources that are freely available to others, and not using or retaining information that was stolen, misrepresented or obtained as a result of a bribe or espionage.

Question: At a meeting at CenterPoint Energy's offices, I found a document that describes the products of one of our competitors for CenterPoint Energy's business. It is not marked confidential, but I think it contains prices and marketing plans. Can I keep a copy and share this information with others so that we know what the competition is thinking?

Answer: No. You should assume that this document contains confidential information that should not be disclosed. If you use this information, you will violate CenterPoint Energy's values and this code and possibly expose you and your company to litigation. Contact CenterPoint Energy's Ethics and Compliance department immediately so that the document can be promptly returned or destroyed.

After they have completed the training, maintain accurate records as evidence that your employees, agents or subcontractors are properly trained. Our Audit department or auditing representative may request documentation of your compliance as required by our regulatory agencies. Failure to comply may jeopardize our business relationship.

Ethical conduct is more than just obeying the law. The law is the minimum standard that guides us. We expect you, as a service provider, to comply with the laws and regulations related to:

1. Bribery or illegal payments
2. Unfair competition
3. Unfair or deceptive trade practices
4. The environment
5. Health and safety
6. International trade, including imports and exports
7. Data privacy
8. Money laundering
9. Employment
10. Contracting with government entities

Company Resources

We all play an important role in safeguarding CenterPoint Energy's funds, records, tools, vehicles, equipment, supplies and other property. We expect our service providers to use our resources solely for legitimate business purposes to advance the interest of CenterPoint Energy.

Transacting international business

CenterPoint Energy maintains zero tolerance for bribery and expects our service providers to do the same. Bribery is directly or indirectly giving or promising to give anything of value to improperly influence actions. Bribes may include money, gifts, travel expenses, hospitality, vacations, expenses, below-market loans or products, reciprocal favors, political or charitable contributions or any direct or indirect benefit or consideration.

We expect our service providers to abide by the national and local laws of the country in which they operate in accordance with applicable United States laws, such as , but not limited to, immigration, customs, and tax or exchange control laws, regulations and record keeping.

CenterPoint Energy Contact Information

We appreciate your commitment to making ethics and compliance a top priority as you work with CenterPoint Energy.

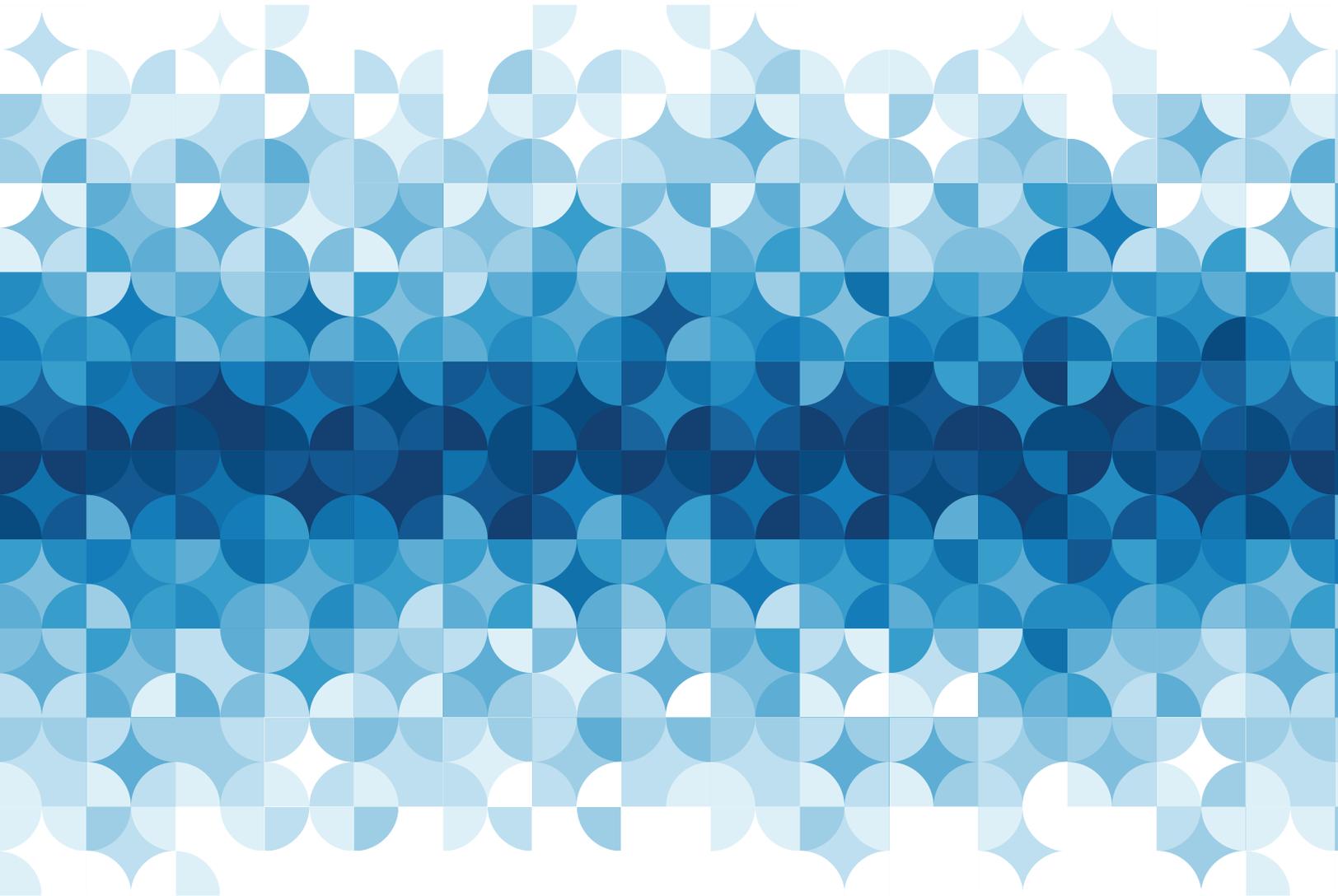
We know the CenterPoint Energy Ethics and Compliance Code of Conduct for Consultants, Contractors, Suppliers and Vendors does not address every possible situation involving ethics and compliance that a service provider may face. If you have a question or want to report an ethics and compliance concern, here are the CNP resources to contact:

- Your CenterPoint Energy procurement or job representative
- The Concerns Helpline at 888-888-3155 or <https://www.Reportlineweb.com/CenterPointEnergy> The Concerns Helpline is managed 24 hours a day by an independent third-party provider.
- E-mail the Ethics and Compliance department at Compliance.Officer@CenterPointEnergy.com
- Send a secure fax to the Ethics and Compliance department at 713-207-9056
- Send a confidential note to the Ethics and Compliance department:

Chief Ethics and Compliance Officer
CenterPoint Energy
P.O. Box 61867
Houston, Texas 77208-1867

Our Concerns Helpline is available 24
hours a day, seven days a week

concerns
HELPLINE 
888.888.3155



Always There.®