



We exist to deliver safe, reliable energy that drives value for our customers

LIVING OUR MISSION & VALUES
NiSource Code of Business Conduct

Effective: August 2019

Revised: March 2025





MESSAGE FROM THE PRESIDENT & CEO

Team:

At NiSource, we exist to deliver safe, reliable energy that drives value to our customers. That's both our mission as an organization and our shared mission as individuals.

It is that mission, and our Essentials centered around excellence, safety, sustainability, team, customers, and financials, that will enable us to fulfil our vision of being an innovative and trusted energy partner. And it all starts with YOU.

You, who breathe life into our mission, and you, who ensure it remains central to everything that we do, serving as a guidepost for our daily decision making, the foundation on which our core values are built, and the driver for our Code of Business Conduct.

That's a big responsibility and one we take incredibly seriously, which is why we have the Code of Conduct as a resource to guide you in your daily actions and in the choices that you face on the job. More than a mere set of guidelines for how we act, the NiSource Code of Conduct ensures that we each know, understand, and embody our core values to be safe, look for a better way, act with care, and take accountability.

Taking time to familiarize yourself with our Code and our core values is one of the most important steps you can take to demonstrate your pride in the culture of care that we've built together and help us continue delivering energy and services safely to people's homes, businesses and communities. As you read, think about the parents who are able to cook a warm meal for their children and the small business owners who are able to open their doors for service because of you. They depend on us, and we depend on another.

Thank you for your continued hard work and unwavering commitment to industry leadership where it matters most—safety and service to our customers and communities and being known as a company that does the right thing without question.

Good ethics is good business.



Lloyd Yates
President & CEO



OUR CORE VALUES

Our core values underpin every element of the NiSource Code of Business Conduct (the “Code”).

NiSource Core Values:

Be Safe

Look for a Better Way

Act with Care

Take Accountability

We put our values into action by demonstrating them through our behaviors, decisions and interactions, and our Code guides us on how to do that. To achieve our long-term business performance goals that reflect premier performance for our customers and stakeholders, we must live our mission by conducting ourselves in a way that earns respect, supports our goals, and inspires us all to do our best work.

We must:

- **BE SAFE.** Do what it takes to stay safe. Follow the Core 4, including Stop Work Authority. Speak Up. Know, understand, and follow the processes and procedures that NiSource has in place. Never hesitate to ask a question or seek guidance if you are unsure.

- **LOOK FOR A BETTER WAY.** Strive for continuous improvement and performance excellence. Find innovative solutions. Balance what’s needed today with what’s anticipated for the future. Embrace new and different ways of thinking. Seek a safer, better, more efficient and lower cost solution.
- **ACT WITH CARE.** Demonstrate care in everything you do. Honor and demonstrate the highest standards of ethics and integrity. Listen, respect, and support customers, key stakeholders, and one another as partners. Be intentional in balancing the needs of stakeholders. Show others the same respect you want them to show you. Be good financial stewards to our investors and customers.
- **TAKE ACCOUNTABILITY.** Deliver on promises to customers, community, key stakeholders, and one another. Deliver a level of service that you would want to receive. Follow through with what you say you will do. Celebrate wins and look for solutions to challenges to be better next time. Be proud of the work you do.

We believe that good, ethical business conduct is the foundation of a workplace where we can ensure safety and sustainability for our people, our customers, our communities and our shareholders, and where talented people have an equal opportunity to contribute to our strength and growth.

Our reputation ultimately rests on the good judgment and personal integrity of each of our employees, officers, Board of Directors and those with whom we do business. We believe that we must embody our values in everything that we do and that our mission must—at all times—guide our decisions, actions and conduct.

USING OUR CODE OF CONDUCT

WHO IS EXPECTED TO FOLLOW OUR CODE?

Our Code applies to all employees, officers and directors of NiSource Inc. and each of its subsidiaries and affiliates (the “Company”). It provides guidance on how we apply our core values to our business and helps us maintain high standards of business conduct.

HOW AM I ACCOUNTABLE?

As members of the NiSource team, it is our duty to know, understand and comply with this Code. We should always ground our business dealings and our everyday work activities in this Code, holding each other accountable for ethical behavior. In addition, because the Company’s reputation is based not only on our integrity but also the integrity of our business partners, we expect our agents, vendors and contractors to be governed by values consistent with ours.

This Code is the foundation of our NiSource Ethics Program that includes numerous corporate and business specific policies, standards, practices and procedures, as well as education programs designed to promote our core values.

This Code outlines the ethical and legal guidelines we should follow while conducting business or performing our duties on behalf of the Company. It is not intended to address every situation but is meant to help us ask the right questions and make the right decisions. In particular, this Code establishes guidelines to promote honest and ethical behavior in eight key areas.

KEY AREAS

1. Taking Responsibility
2. Using Solid Judgment
3. Maintaining a Positive Work Environment
4. Dedicating Ourselves to Fair and Ethical Dealing with Others
5. Protecting and Properly Using Our Assets
6. Avoiding Conflicts of Interest
7. Committing to Fair, Accurate Disclosures and Financial Reporting
8. Demonstrating Good Citizenship and Compliance with Laws

This edition of the Code takes into account best practices in business ethics, as well as current laws and standards impacting our business. It includes references to a wide range of resources and relevant Company policies, as well as realistic question and answers to help guide us in making decisions.

This Code will be updated as needed to address important ethical issues or the needs of our business and key stakeholders.

TO LEARN MORE, SEE NISOURCE’S ADMINISTRATION OF THE ETHICS PROGRAM POLICY.

THE NISOURCE CODE OF BUSINESS CONDUCT IS MEANT TO HELP US ASK THE RIGHT QUESTIONS AND MAKE THE RIGHT DECISIONS TO PROMOTE HONEST AND ETHICAL BEHAVIOR

OUR CODE OF BUSINESS CONDUCT TENETS

TAKING RESPONSIBILITY

To be responsible for our personal actions and for complying with the Code. We are responsible to read and know when, where and how to report any violation. (p. 5-7)

USING SOLID JUDGMENT

We will use solid business judgment in making decisions and adhere to the Company's policies and standards. If a situation arises that does not seem appropriate, we will seek the necessary resources to do what is right and will not retaliate against those who make a good faith effort to report any violation of the Code. (p. 8-9)

MAINTAINING A POSITIVE WORK ENVIRONMENT

We will maintain a work environment that is inclusive, safe and healthy, and free from sexual and other forms of illicit harassment, bias and violence. (p. 10-12)

DEDICATING OURSELVES TO FAIR AND ETHICAL DEALINGS WITH OTHERS

We are committed to conducting our professional and business relationships with a high level of integrity. We will deal with others in a fair, honest and respectful manner. (p. 13-15)

PROTECTING AND PROPERLY USING OUR ASSETS

We will properly maintain and protect the assets of the Company, including the information and records entrusted to our care. (p. 16-21)

AVOIDING CONFLICTS OF INTEREST

We will consider the business interests of the Company ahead of our personal financial interests and avoid any conflicts of interest in all of our work. (p. 22-24)

COMMITTING TO FAIR, ACCURATE DISCLOSURE AND FINANCIAL REPORTING

We will maintain a high standard of completeness and accuracy in our financial records and reporting. (p. 25-27)

DEMONSTRATING GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS

We take our legal obligations very seriously. We will strive to know, understand and comply with all laws, rules and regulations. (p. 28-32)



TAKING RESPONSIBILITY

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

As members of the NiSource team, every decision we make is a reflection of our Company, and as a result, ethical decision making is one of the greatest shared responsibilities we have as employees. When faced with ethical issues where the right decision or course of action is unclear, we should always ask ourselves:

- Could someone's life, health or safety be endangered by our actions?
- Is it legal?
- Is it the right thing to do?
- Does it conflict with our core values?
- Is it consistent with the Code and NiSource policies?
- Could it adversely affect our Company, customers or stakeholders?
- How would it be perceived by your family and friends?
- Would you feel comfortable reading about your action in the news or on social media?

This Code provides general guidelines for behavior, but it does not describe all possible situations. In our day-to-day activities, we should use common sense and work in a manner consistent with our core values, the Code and our other policies, standards, practices and procedures.

If, in the course of our work, an action is not addressed in this Code, but nonetheless seems contrary to our core values or the law, we should not proceed. If anyone observes a questionable action, he or she should raise the issue without delay.

This Code contains information on how to seek advice and express concerns that you should never hesitate to do. The leadership of this Company will answer your questions and address any potential issues.



ETHICAL DECISION MAKING IS ONE OF THE GREATEST SHARED RESPONSIBILITIES WE HAVE AS EMPLOYEES

TAKING RESPONSIBILITY

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

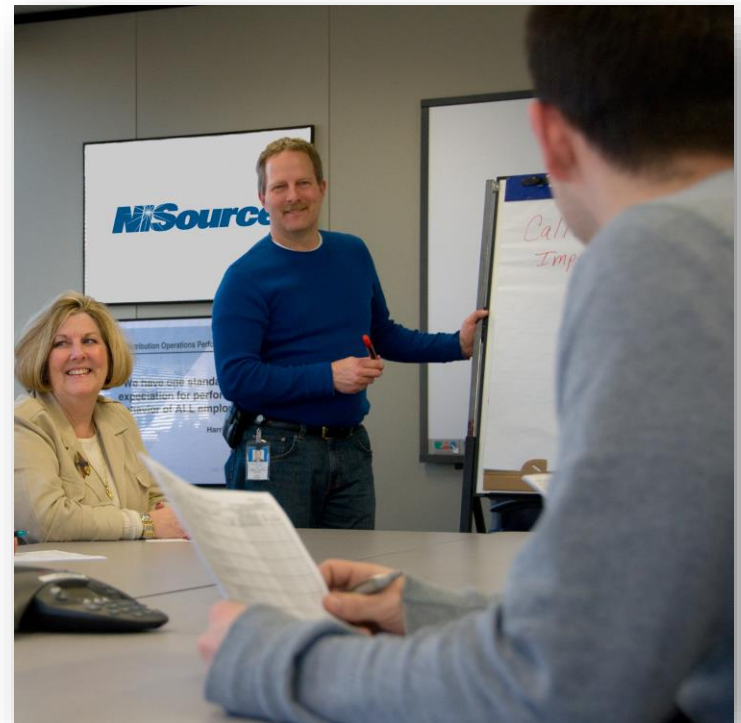
RESPONSIBILITIES OF LEADERS AND SUPERVISORS

Leaders and supervisors have the added responsibility of exemplifying the behaviors we expect of all employees and promoting the ethical culture we want to sustain. As a leader or supervisor, you should:

- Promote a culture of ethics and legal compliance through leadership that demonstrates the ethical standards and quality in the work you do
- Achieve performance goals in a manner consistent with the core values and tenets of our Company
- Understand the laws, rules, regulations, policies, procedures and processes pertinent to your responsibilities
- Guide your teams by ensuring they have the knowledge, education and resources necessary to follow the law and the Code
- Ensure employees know how to report a concern and take action by engaging Human Resources and Ethics
- Stand against any form of intimidation, retaliation or human rights violation
- Complete annual ethics training promptly

DUTY TO KNOW, UNDERSTAND AND REPORT

It is the duty of each of us to know, understand and comply with this Code. Each of us is required annually to read and certify our understanding of the Code. If anyone observes or becomes aware of actual or potential violations of any law, regulation or provision of this Code or Company policy, it is their responsibility to report the incident through the offered reporting methods found on page 7.



TAKING RESPONSIBILITY

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

HOW TO REPORT

For assistance with Code-related concerns or questions about our Company policies, call the Ethics Department at 219-647-4231 or email ethics@nisource.com.

You may report a potential violation of laws, rules or regulations or a potential violation of the Code or Company policies by contacting:

Supervisor	Human Resources	Ethics Department
Your supervisor or another supervisor	An Employee Relations consultant	219-647-4231 ethics@nisource.com

Anonymous reporting can be done through our hotline or web reporting. Both options are available 24-hours, 7 days a week. These reporting options are through an independent third-party provider that sends the report directly to the Ethics Department.

Ethics Hotline	*Web Reporting
1-800-457-2814	nisource.alertline.com
Writing	
NiSource Inc. Attn: Ethics Department 801 E. 86 th Avenue Merrillville, IN 46410	

*Alertline has been migrated to nisource.ethicspoint.com

What to Expect When You Call Our Third-Party Hotline:

- Navex Global is our third-party hotline reporting provider and is available 24/7/365. Your call will not be recorded or traced.
- When you call, you will be greeted by a recorded message reviewing the purpose of the hotline and our Non-Retaliation Policy.
- A communications specialist will guide you through the reporting process where you have the option to remain anonymous.
- At the end of your report, you will be provided a report key. You will need this Report Key along with the password of your choosing when you return to check up on any follow-up questions or submit more information about your concern.
- Your report is sent by email to the Ethics Department where it is reviewed and assigned to a trained investigator.
- You will be notified of the final outcome of the investigation through the hotline.

USING SOLID JUDGMENT

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

YOU CAN REPORT VIOLATIONS WITHOUT FEAR OF RETALIATION

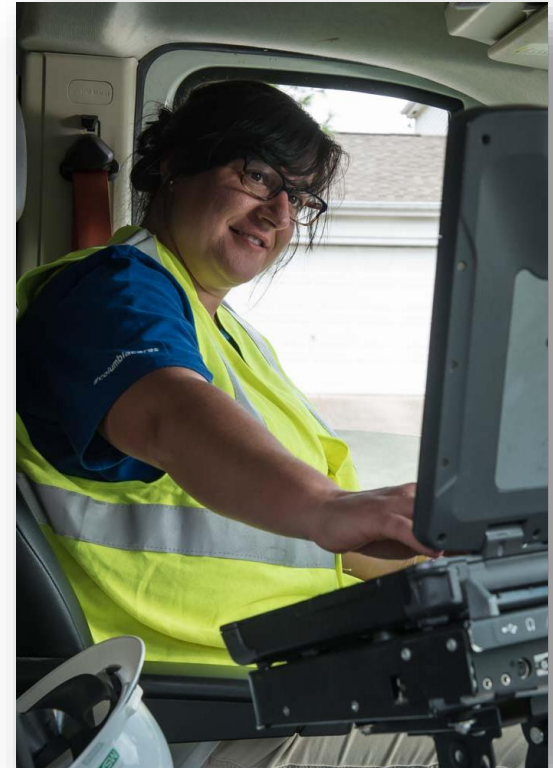
The Company will not tolerate conduct, whether direct or indirect, that involves threats, harassment, retaliation or any type of discrimination or adverse action (e.g., demotion, suspension or discharge) against an employee because they make an honest and sincere complaint without malice known as a “good faith” complaint about suspected Company or employee violations of law or violations of the Code or our policies.

The Company will promptly investigate and address complaints of alleged violations and will work to limit the investigation to those persons involved in, or who have information about, the alleged violation. When the results of an investigation indicate that a violation of this Code or one of our policies has occurred, the Company will take appropriate remedial action, up to and including termination, against any employee who is found to have engaged in, or authorized, prohibited retaliation.

TO LEARN MORE SEE OUR NON-RETALIATION POLICY.

WAIVERS

From time to time, the Company may waive some provisions of this Code. Any waiver of this Code for directors, Section 16 officers, and senior executives may be made only by the Audit Committee of the NiSource Board of Directors and must be promptly disclosed to the extent and in the manner required by SEC or New York Stock Exchange Rules. A waiver of this Code for officers, employees and agents who are not directors or Section 16 officers or senior executives of the company may only be made by the General Counsel.



AS AN EMPLOYEE, YOU ARE AFFORDED PROTECTION FROM RETALIATION WHEN MAKING A GOOD FAITH COMPLAINT OR WHEN ASKED TO PARTICIPATE IN AN INVESTIGATION

USING SOLID JUDGMENT

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

RESOURCES

This Code is an integral part of our larger NiSource Ethics Program. However, it is important to remember that not all areas of our business are addressed in this Code. The NiSource Ethics Program developed several resources to help us achieve our goals and maintain our core values that include:

- Our Company policies
- Our standards, practices, procedures, programs and rules that are applicable to all or some employees, to employees of particular business units or specialists within the Company, including, for example, our FERC Standards of Conduct
- Director and employee training related to all components of the NiSource Ethics Program
- The Ethics site on MySource
- Ethics articles on MySource
- The NiSource website, available to all employees and the general public

NO CONTRACT OF EMPLOYMENT

This Code is intended to provide us with the appropriate standards of behavior that we are expected to follow while conducting our business. This Code is not intended to, and does not, create a contract of employment. The policies associated with any part of this Code or that form a part of our larger NiSource Ethics Program may be modified at any time. Unless covered by a collective bargaining agreement or written contract signed by an officer of the Company, our employment is “at will,” which means either you or the Company may terminate your employment relationship at any time without cause or notice.

INVESTIGATIONS

It is the policy of the Company to ensure that allegations of ethics and compliance violations are investigated promptly, thoroughly, competently and, to the extent consistent with law and Company

policies, confidentially. Employees have a duty to cooperate fully with any such investigation. Unless you are specifically informed that your participation is voluntary, failure to cooperate may result in disciplinary action up to and including termination of employment. Additionally, matters must be resolved consistently and fairly, and that appropriate matters are reported to senior management of the Company and the Board of Directors or its appropriate committees.

Reports that concern a possible violation of the law or the Code, or any complaints or concerns about accounting, auditing, disclosure or other financial or reporting practices will be referred to the General Counsel.

TO LEARN MORE, SEE OUR NISOURCE INVESTIGATION PROCEDURE FOR CODE OF BUSINESS CONDUCT VIOLATIONS.

DISCIPLINARY ACTION

All employees are responsible for knowing and complying with the Code and all applicable laws, regulations and policies of the Company. Employees who, in the course of their employment, violate the law, the Code or other policies of the Company, will be subject to disciplinary action up to and including termination of employment. All employees are required to complete educational assignments regarding the Company’s Code.

ADOPTION AND DISCLOSURE OF THE CODE

This Code was reviewed and approved by the Board of Directors. The Company makes the Code available to the public via NiSource.com.

MAINTAINING A POSITIVE WORK ENVIRONMENT

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

SEXUAL AND OTHER HARASSMENT

We believe that no employee, customer, supplier or other stakeholder should be subjected to unsolicited or unwelcome harassment that violates our policies, whether verbal, physical or visual. We are committed to providing a work environment that is free of sexual and other prohibited harassment.

Sexual harassment is a form of harassment that is defined as any unwelcome sexual advances, requests for sexual favors, or other verbal, written, physical or visual conduct of a sexual nature. Such unwelcome conduct may include:

- Making sexual advances or propositions
- Requesting sexual favors
- Threatening to take, or taking adverse action in retaliation for a negative response to sexual advances or propositions, or requests for sexual favors
- Using sexually oriented epithets, slurs, or obscenities, telling sexually explicit jokes, using sexual innuendo, or gossiping about sexual relations
- Making graphic or degrading comments of a sexual nature about an individual's appearance, or using sexually suggestive language to describe an individual's body
- Leering or making sexually oriented gestures
- Displaying or disseminating sexually oriented objects, pictures, including calendars, posters, cartoons, or videos
- Writing sexually suggestive or obscene letters, notes or invitations
- Physically assaulting, touching, patting, pinching, hugging, brushing up against or impeding movement
- Sending sexually explicit, suggestive or degrading messages or attachments using the Internet, the Company's email system, the Company's other electronic resources, or personal electronic devices
- Leaving sexually oriented voice mail messages

The Company values diversity in the workplace, one that is inclusive for all its employees. We will not tolerate any form of prohibited harassment that is based on **race, color, religion, national origin or ancestry, veteran status, disability, gender, age, marital status, sexual orientation, gender identity, genetic information, or any other characteristic protected by law.** We expect that all employees will avoid inappropriate behavior or conduct directed toward any other employee, customer, vendor or contractor that could be interpreted as sexual or other prohibited harassment while on or off Company premises.

TO LEARN MORE, SEE OUR:

- **PROHIBITION AGAINST SEXUAL AND OTHER HARASSMENT POLICY**

Q: Does sexual harassment have to take place in the workplace in order to violate our Code of Business Conduct?

A: No. Sexual harassing activities could occur outside of the workplace such as at after hour events, while traveling, through the use of social media or by stalking of employees, customers or suppliers.

Q: I made a racial comment that I did not intend to be offensive but was perceived as offensive by a co-worker. Is that a violation of our Code?

A: Yes. Comments that are made regarding any employee that is found to be offensive would be a violation of our Code.

HARASSMENT REFERS TO BEHAVIOR THAT IS UNWELCOME, PERSONALLY OFFENSIVE, ADVERSELY INFLUENCES MORALE AND INTERFERES WITH WORK EFFECTIVENESS

MAINTAINING A POSITIVE WORK ENVIRONMENT

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

At NiSource, our success depends on being open to new ways of thinking that can help make us a better community partner and a stronger company. **Your unique talents, ideas and perspectives are encouraged and respected.**

Inclusion and diversity is an essential part of who we are. It helps us meet our commitments to customers and creates richer, more rewarding careers for everyone on our team.

EQUAL OPPORTUNITY AND NONDISCRIMINATION

The Company is an equal opportunity employer and values diversity in our workplace. The Company does not discriminate against employees or prospective employees on the basis of race, color, religion, national origin or ancestry, veteran status, disability, gender, age, marital status, sexual orientation, gender identity, genetic information or any other protected group status as defined by law.

We will not tolerate any form of unlawful discrimination. We are committed to ensuring that all our employees are treated equally and fairly regarding hiring, promotion, training, compensation, termination, discipline or any other aspect of the employee relationship. We will make reasonable accommodations for our employees in compliance with applicable laws and regulations.

TO LEARN MORE, SEE OUR:

- **EQUAL EMPLOYMENT OPPORTUNITY POLICY**
- **EMPLOYEES WITH DISABILITIES POLICY**
- **NISOURCE COMMITMENT TO A POSITIVE AND DIVERSE WORK ENVIRONMENT POLICY**



MAINTAINING A POSITIVE WORK ENVIRONMENT

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

SAFE AND HEALTHY WORKPLACE

We believe that the safety and health of our employees, customers and all of the members of the communities that we serve must never be compromised. As such, we are committed to providing a healthy and safe workplace that complies with all applicable laws, rules and regulations. To help ensure a healthy and safe workplace, we are expected to be aware of the safety issues and policies that affect our job and wear personal protective equipment when performing duties that require further protection. Each of us must immediately advise our supervisors of any workplace injury or any circumstance that might result in a dangerous situation so that timely corrective action can be taken to resolve the issue. For on-the-job injuries and vehicle accidents, call the Claim Reporting Hotline at 877-363-7494.

Everyone has the power to own safety. You have the responsibility and are expected to **Stop Work** whenever you see an employee, business partner or member of the public who is at risk of harm.

TO LEARN MORE, SEE OUR STOP WORK AUTHORITY POLICY AND OCCUPATIONAL HEALTH AND SAFETY POLICY.

We are expected to perform our jobs free from the influences of alcohol or any drug (whether it be a controlled substance, over-the-counter or prescription medication) that can impair our work performance. Illegally using, selling, dispensing, distributing, possessing or manufacturing illegal drugs or other controlled substances while in or on Company property or on Company time is prohibited. Anyone who suspects a co-worker of using or being under the influence of drugs or alcohol while

Q: Do I need to inform my supervisor if I am taking a prescription medication?

A: Yes, if the prescription medication or over-the-counter drug will impair your job performance.

on the job should immediately report the incident to their supervisor.

If an individual needs help with a drug or alcohol problem, they should use the services that are provided as part of the Employee Assistance Program or see their local human resources consultant.

TO LEARN MORE, SEE OUR ALCOHOL AND ILLEGAL DRUG-FREE WORKPLACE POLICY.

WORKPLACE VIOLENCE

We strive to provide a workplace free from violent and abusive behavior. We do not tolerate threatening or abusive language, physical acts of aggression or bullying behavior toward fellow employees, customers, vendors, contractors or others while on or off Company premises. Company employees and contractors are not permitted to carry weapons or explosives in Company vehicles or in personal vehicles used for our business, into our facilities or on our property.

In the event of a security-related emergency, relocate to a safe place and call 911. Once you are safe, then call Corporate Security at the Security Operations Center (SOC) at: 1-866-218-0530.

TO LEARN MORE, SEE OUR PROHIBITION OF WORKPLACE VIOLENCE, FIREARMS AND WEAPONS POLICY.

DEDICATING OURSELVES TO FAIR AND ETHICAL DEALINGS WITH OTHERS

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THIRD-PARTY PROVIDERS

We select our vendors, suppliers, contractors and agents, known as third-party providers, in a nondiscriminatory manner based on the quality, price, service, delivery and supply of goods and services. We recognize the value of diverse suppliers such as minority-owned, veteran-owned, women-owned and all categories of small business ownership. Our decisions are based on sound business principles and never on personal interest or the interests of family members. If you have a conflict of interest with a particular third-party provider, you should notify your supervisor and the vice president of supply chain immediately.

We deal fairly with our third-party providers and do not seek to take advantage of them through abuse of confidences, threats, bribery, misrepresentation or omission of material facts or any other unfair or unethical behavior. In addition, we expect our third-party providers and related constituents to be governed by values that are consistent with ours. Our third-party providers must:

- Provide a safe and healthy work environment and comply with all applicable laws, rules and regulations
- Demonstrate a commitment to environmental sustainability and comply with all applicable laws, rules and regulations
- Promote and maintain a workplace free from discrimination by treating employees, agents and contractors with respect
- Comply with all applicable labor and human rights laws and regulations, including those regarding immigration, minimum wage, overtime, payday, forced labor and child labor
- Uphold zero tolerance for workplace violence, harassment, threats, intimidation, bullying or aggressive conduct, either spoken or written
- Secure NiSource confidential information and ensure proper use of NiSource assets in accordance with NiSource policies and procedures
- Adherence to all applicable laws and contractual obligations when creating, maintaining and disposing of NiSource records

Failure to comply with the above statements and the NiSource Code of Business Conduct may result in termination of the third-party provider relationship. Third-party providers that provide critical goods and services may be subject to compliance audit on an at least annual basis.

TO LEARN MORE, SEE OUR:

- [SOURCE TO PAY POLICY](#)
- [NISOURCE HUMAN RIGHTS POLICY](#)

**THIRD-PARTY PROVIDERS ARE GOVERNED BY VALUES CONSISTENT WITH OURS
DRIVE VALUE FOR OUR CUSTOMERS AND STAKEHOLDERS**

DEDICATING OURSELVES TO FAIR AND ETHICAL DEALINGS WITH OTHERS

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GOVERNMENT CONTRACTS

Federal, state and local governments often require compliance with particular contracting laws. Companies that violate these contracting laws can be barred from doing further business with the government. Examples of prohibited activity include incorrect or unauthorized charges to government contracts, false or misleading reports, conflicts of interest with present or former government employees, or offering gifts, bribes or kickbacks to government employees. Anyone who works with government customers should discuss any special requirements with their supervisor or the Legal Department. The Company complies with both the U.S. Ethics Reform Act (ERA) and the U.S. Procurement Integrity Act (PIA) and any other applicable law and regulations related to recruiting, hiring or working with current and former government officials. Employees should always consult the Legal Department in the following situations:

- Before contacting a current or former government official about possible employment at our Company
- If they are contacted by a current or former government official about possible employment
- Before using a former government official as a point of contact to the government

MARKETING, ADVERTISING AND PROMOTIONS

We market our services in a fair, truthful and ethical manner and in compliance with all laws. Marketing and advertising materials are designed to reflect available products and services and safety information. We use marketing materials, as well as advertising and promotional tools, to educate the public, report to our stakeholders, increase awareness of our products, services, recruit employees, promote our brands and support other company initiatives. Because complex laws and regulations apply to these activities,

employees should consult with the Legal or Corporate Communications Departments if they have any questions about laws and regulations that may apply to marketing, advertising or promotional materials, including the use of our brand or name in supplier marketing, advertising or promotional materials.

TO LEARN MORE, SEE OUR [VENDOR NEWS RELEASE](#) AND [ADVERTISING POLICY](#).

Q: A supplier we've used for many years wants to do a case study and promote the great work they've done in partnership with NiSource. What do I do?

A: We typically decline all requests of this type due to brand and legal reasons. Please contact Corporate Communications if you are approached and they can evaluate on a case by case basis the opportunity and value it brings to NiSource.

Q: I've been asked to speak at an industry conference. Is this considered advertising?

A: While not always paid advertising, it is promotional. In this case, let Corporate Communications know so they can track where the company is appearing, what topics we're speaking on and identify opportunities to leverage the speaking opportunity for additional marketing exposure and consistency of corporate messages.

WE MARKET OUR SERVICE IN A FAIR, TRUTHFUL AND ETHICAL MANNER

DEDICATING OURSELVES TO FAIR AND ETHICAL DEALINGS WITH OTHERS

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POLITICAL INVOLVEMENT AND NIPAC

NiSource does not contribute corporate funds to federal candidates. Additionally, it is our policy to not make direct independent expenditures at the federal level. Corporate funds may be used, where legally permissible, for indirect political support and to participate in the election of state and local candidates who share our public policy views or in support of state and local ballot measures having an impact on the Company and/or our industry.

The NiSource Political Action Committee (NiPAC) provides employees a voice in the political process. NiPAC is a voluntary, employee member-driven and funded political action committee. NiPAC makes bipartisan political contributions to local, state and federal candidates, where permitted and in accordance with established laws guidelines and contribution criteria. NiPAC complies with all Federal Election Commission and state regulations, and its contributions are publicly disclosed in filings with state and federal election commissions and agencies.

NiSource also encourages employees to participate in the political process as private citizens, should they desire to do so. It is important, however, that individuals separate their personal political activity from the Company's business or political activities. Company resources and time should not be used for personal political activity, including soliciting other employees for partisan political donations or support. This will help ensure that each individual and the Company continues to comply with the different rules and regulations related to lobbying or attempting to influence government officials.

Consistent with our commitments, our political spending reflects NiSource's business interest and is not based on the personal interest or political preference of any of our individual officers, directors or employees.

TO LEARN MORE, SEE OUR POLITICAL SPENDING POLICY.

BRIBES AND KICKBACKS

Bribes or kickbacks, whether given or received, are forbidden. Employees should be especially mindful of this when dealing directly or indirectly with government customers or regulators. Gifts and entertainment that might be usual and customary in the private sector may be improper or even illegal when dealing with government employees. If you need guidance, please contact the Legal Department.

TO LEARN MORE, SEE OUR ANTI-BRIBERY AND CORRUPTION POLICY.

Q: What if I am asked to speak on energy issues at a conference hosted by a think tank that is generally associated with one political party?

A. You are free to offer your personal opinions but may not speak on behalf of our Company, or appear to speak on behalf of our Company, about any matter without first obtaining approval from Corporate Communications.

Q: I am thinking about running for public office, what do I need to do to ensure I don't violate any company policies or laws?

A. We have several employees who serve in an elected capacity at the local and state level. Please consult with the Ethics Department to discuss your intent and ensure compliance with Company policies.

NISOURCE DISCLOSES ITS POLITICAL SPENDING AND OVERSIGHT PROCEDURES ON ITS PUBLIC WEBSITE AT WWW.NISOURCE.COM/COMPANY/POLITICAL-ENGAGEMENT

PROTECTING AND PROPERLY USING OUR ASSETS

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

Our Company assets are crucial to our success, and we must carefully maintain and guard them. Our assets are not only our tools, machinery and equipment, but also include:

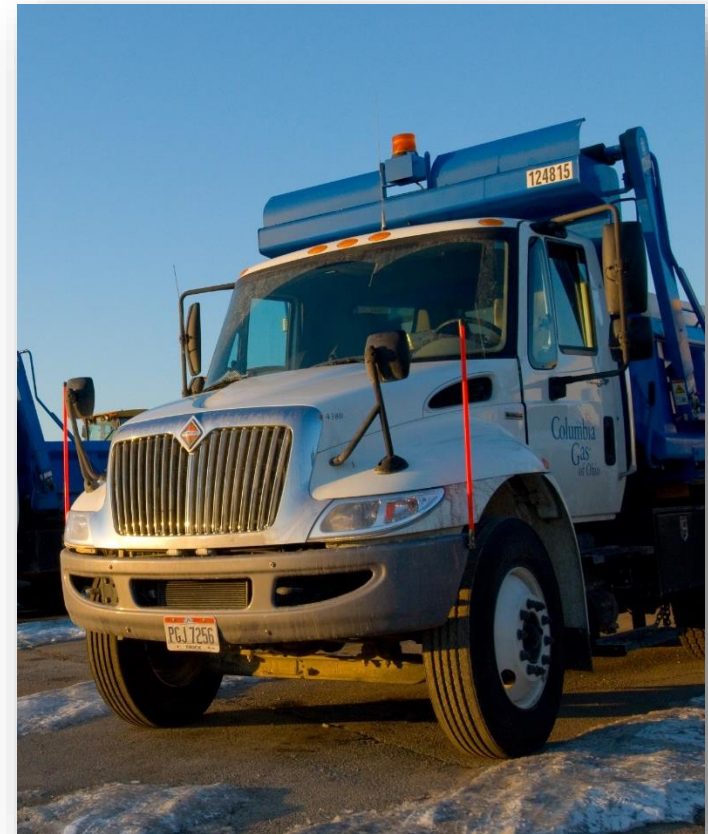
- Fuel for our vehicles and plants
- The energy we produce
- Our knowledge and business processes
- Our records and data
- Information shared with us by our vendors, customers and others
- Rights that have been licensed to us

We routinely monitor the manner in which our assets are used and our information resources are accessed. Any use of our assets for individual profit or for any unlawful, unauthorized personal or unethical purpose is prohibited. The intentional damage, destruction or theft of our property, or the property of others, is forbidden.

CONFIDENTIALITY AND PROPRIETARY INFORMATION

Information that is confidential and the property of the Company includes information created, obtained or otherwise used in the conduct of our business, whether in written, oral or in an electronic form. Confidential information includes:

- Customer or vendor information
- Potential products
- Projects or ventures
- Pending acquisitions or divestitures
- Contracts
- Unreleased financial data
- Research data
- Strategic plans
- Business plans
- Statistical information
- Know-how, processes, intellectual property or trade secrets



KEEP COMPANY INFORMATION SECURE BY NOT SHARING PASSWORDS, BEING ALERT FOR EMAIL PHISHING ATTACKS, LIMITING ACCESS TO NEED TO KNOW, LOCKING UP SENSITIVE INFORMATION AND SECURELY DISPOSING OF SUCH INFORMATION BY SHREDDING

PROTECTING AND PROPERLY USING OUR ASSETS

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Confidential information is an asset and we must protect and not disclose it to people outside of the Company, including family members. Confidential information should only be shared with authorized people who “need to know.” We are expected to take adequate care to ensure that confidential information is not misused and is not disclosed except when disclosure is authorized or legally mandated. We must take care that confidential information is properly disposed of when no longer required. In some cases, proper disposal requires the information be rendered unreadable. We should be aware that the Company is subject to certain legal requirements to detect, prevent and mitigate identity theft in connection with customers’ account information. Anyone who has access to, or makes use of, such customer information should be aware of the policies and standards established to safeguard such information and the security measures that must be taken to protect such data. If confidential information is inappropriately disclosed, there may be specific time-sensitive notifications and disclosures that must be made by the Company. If you become aware of an inappropriate disclosure you should report it to your supervisor immediately.

TO LEARN MORE, SEE OUR TECHNOLOGY RESOURCES POLICY, ACCEPTABLE USE OF TECHNOLOGY POLICY AND INFORMATION CLASSIFICATION AND PROTECTION POLICY.

INFORMATION SECURITY

Keeping confidential information secure at all times is fundamental to remaining a trusted business and employer. Not only is it part of doing the right thing, it is also supported by increasingly stringent privacy laws.

We consider information about our customers, products, services, competitors, technology, strategies, finances and other areas of our business to be information assets. In most cases, information assets are intended to be used only for Company business to be shared with a limited audience within the

Company and are not intended to be generally distributed beyond that audience. For some types of confidential information, such as personal information, applicable law imposes obligations on the Company as to what we can do with certain data or how it must be protected.

Confidential information does not include information lawfully acquired by non-management employees about wages, hours, benefits, or other terms and conditions of employment, if used by them for purposes such as: communicating with others; self-organizing; joining, forming or assisting labor organizations; bargaining collectively with representatives of the employees’ own choosing; engaging in other concerted activity for collective bargaining or other mutual aid or protection; refraining from engaging in such activities, or any other conduct protected by Section 7 of the National Labor Relations Act.

We will respect and protect confidential information by:

- Promoting safe and secure use of information assets
- Classifying data types with the level of privacy and security appropriate to each type
- Ensuring that special care and protection is accorded to personal information entrusted to NiSource
- Complying with applicable law relating to personal information
- Establishing standards relative to use and protection of Company information and that of our customers, vendors and other stakeholders

TO LEARN MORE, SEE OUR INFORMATION SECURITY AND PRIVACY POLICY.

CONFIDENTIAL INFORMATION IS AN ASSET AND WE MUST PROTECT AND NOT DISCLOSE IT TO PEOPLE OUTSIDE OF THE COMPANY

PROTECTING AND PROPERLY USING OUR ASSETS

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PRIVACY

NiSource is committed to respecting the privacy of customers and employees. The Company has developed a privacy program to coordinate its efforts to ensure compliance with applicable laws regarding the collection, use, retention and transfer of personal information. Sensitive information in the wrong hands can lead to identity theft or fraud. The program governs the collection, use, retention and transfer of personal information. All NiSource employees and service providers must follow the policies in place under the program, as well as any applicable privacy and related laws.

TO LEARN MORE, SEE THE PRIVACY PROGRAM.

RECORDS MANAGEMENT AND DOCUMENT RETENTION

Records serve as a basis for managing our business and are crucial for meeting obligations to employees, customers, investors and others, as well as for complying with regulatory, tax, financial reporting and other legal requirements. We are committed to establishing and maintaining a high standard of accuracy and completeness in our business records.

A record is any type of information or data created or maintained by, or on behalf of, the Company in the transaction of our business or the conduct of our affairs and is kept as evidence of such activity. This can include but not limited to contracts, correspondence, logs and reports. Records include paper copies and electronic files (email, audio/video recordings, microfiche and microfilm).

Anyone who creates a business record has a responsibility to do so in a truthful, accurate, legible and timely manner. In the course of performing your assigned responsibilities, you may not add, change or delete information specifically pertaining to you. If such action is required, you should contact your immediate supervisor and request approval to proceed or to have the task assigned to another person.

We have established a records management program that all employees must follow in order to ensure that all records are maintained and destroyed in accordance with all federal and state laws, regulations and operating requirements.

All records will be maintained in an organized manner to ensure they can be located and placed on Legal Hold if needed. While maintaining the strictest corporate confidentiality, department managers shall also advise third-party administrators, contractual providers of services and Vendors of the need to preserve data and records subject to a Legal Hold.

TO LEARN MORE, SEE OUR RECORDS MANAGEMENT POLICY AND RECORDS AND INFORMATION MANAGEMENT SITE ON MYSOURCE OR CONTACT RECORDSMANAGEMENT@NISOURCE.COM.

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PROTECTING AND PROPERLY USING OUR ASSETS

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NISOURCE NETWORK

Our information resources are to be used primarily for business purposes and not for personal gain or the benefit of others. These assets include computer systems, the Internet, intranet, email, faxes, telephones, voice mail and cellular devices that have functionality of texting, video chatting and voice messaging. As employees and contractors, we may be granted access to information resources on the basis of our assigned job responsibilities. Each of us has the responsibility to use our information resources in a professional, ethical and lawful manner. The Company may monitor and review our use of Company assets, including the Internet and email, at any time without specific notice.

TO LEARN MORE, SEE OUR ACCEPTABLE USE OF TECHNOLOGY POLICY AND MOBILE DEVICE POLICY.

Being informed is a shared responsibility for all employees and contractors of NiSource who use our information systems. Being informed means:

- Knowing information resource policies and other related rules
- Knowing how to protect your data and data that you are responsible for
- Knowing how to use shared resources without damaging them
- Knowing how to report a virus warning, hoax or other suspicious activity and
- Participating in training

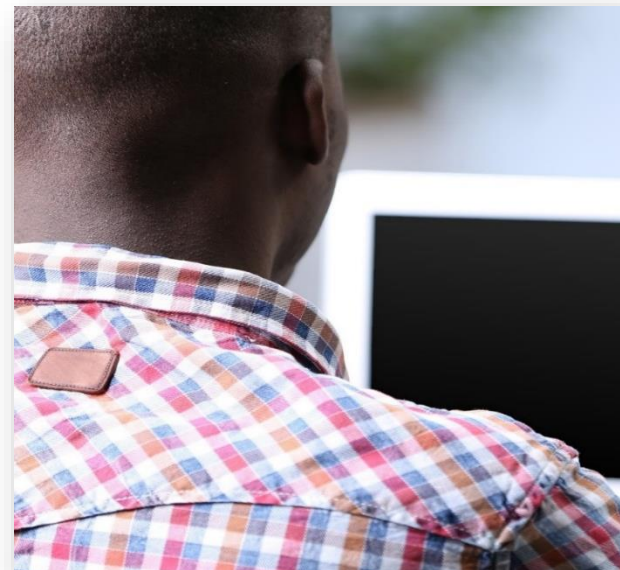
Authorized users must not use other users' passwords, user IDs or accounts, or attempt to capture or guess other users' passwords. Users are also restricted from using business equipment for personal use. Users must not hide their identity for malicious purposes or assume the identity of another user.

TO LEARN MORE, SEE OUR TECHNOLOGY RESOURCES POLICY.

User files may be subject to access by authorized employees of NiSource during the course of official business. Accordingly, users should have no expectation of privacy and their activity may be monitored.

RESTRICTED ACCESS

Users must not attempt to access restricted files or portions of operating systems, security systems or administrative systems to which they have not been given authorization. Accordingly, users must not access without authorization: email, data or programs or information protected under state and federal laws. Users must not release another person's restricted information.



PROTECTING AND PROPERLY USING OUR ASSETS

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PROPER USE OF RESOURCES

Users should recognize that computing resources are limited and user activities may have an impact on the entire network. They must not:

- Misuse email by spreading email widely (chain letter) and without good purpose (spamming) or flood an individual, group or system with numerous or large email messages (bombing)
- Use streaming audio, video or real time applications such as stock ticker, weather monitoring or Internet radio

Protecting information and shared resources from cyber attack:

- Follow established procedures for protecting files, including managing passwords, using encryption technology and storing back-up copies of files
- Protect the physical and electronic integrity of equipment, networks, software and accounts on any equipment that is used for Company business in any location
- Do not visit non-business related websites
- Do not open email from unknown senders or email that seems suspicious
- Do not knowingly introduce worms or viruses or other malicious code into the system nor disable protective measures (i.e., antivirus, spyware, firewalls)
- Do not install unauthorized software
- Do not send restricted or confidential data over the Internet or off your locally managed network unless appropriately encrypted
- Do not connect unauthorized equipment or media, which includes but is not limited to laptops, thumb drives, removable drives, wireless access points, PDAs and MP3 players

Users must not engage in prohibited harassment using computer resources or through the use of email, text messaging, the intranet, social media or other Company resources. Users must not display material that is obscene, profane

or harassing messages consistent with NiSource policies.

The Internet must be used in a safe and secure manner and you may not access sites that contain sexually explicit or pornographic materials or are otherwise prohibited by Company policies. The Company will revoke your Internet access at the request of your department manager if you violate the use policies of the Company or a service provider, or break applicable laws and regulations.

Q: I received an email that appears weird, and I am afraid to open it. What do I do?

A: If you believe that you have a suspicious email that needs review, you have two options. First, you can forward it to security@nisource.com. Second, you can right click on the email and click on the PhishMe Reporter button to send the email to IT Security for review. If the email is legitimate, it will be communicated to you.

Q: What should I do if an actual or suspected breach of security, theft or loss of a device or file that contains personal or other confidential information occurs?

A: Immediately notify your supervisor and Corporate Security at 866-218-0530. Additionally, in the event of a theft or loss of a electronic device notify the IT Service Desk at 877-357-3911.

**YOU PLAY AN IMPORTANT ROLE IN THE PREVENTION OF CYBER ATTACKS
BY NOTIFYING SECURITY@NISOURCE.COM WITH SUSPICIOUS EMAILS**

PROTECTING AND PROPERLY USING OUR ASSETS

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

COMPUTER SOFTWARE, COPYRIGHT AND OTHER INTELLECTUAL PROPERTY

Intellectual property includes, among other things, trade names, trademarks and service marks, trade secrets and copyrighted materials such as software, music and many types of written work product. A company's intellectual property is a valuable asset and needs to be protected. Users must obey local, state and federal copyright and intellectual property laws.

The acquisition of all software must be coordinated through the Supply Chain Department, your immediate supervisor and IT. The installation and use of computer software not owned, leased or otherwise licensed to NiSource or its affiliates, is prohibited on Company-owned computing systems without specific approval.

Employees should not install, copy, modify, delete or distribute software licensed to the Company unless specifically authorized by IT.

Employees also should not download, reproduce, distribute or alter copyrighted materials, such as text, sound, images, movies, software and web pages, without permission of the copyright owner or its authorized agent.

USING SOCIAL MEDIA RESPONSIBLY

When used properly, social media can facilitate communication, enhance collaboration and improve productivity for NiSource and our stakeholders. Examples of social media include, but are not limited to:

- Twitter, Facebook, YouTube, Instagram, LinkedIn or Glassdoor
- Video and photo sharing sites
- Blogs and microblogging sites, online forums and discussion boards and collaborative publishing sites

As social media usage increases, it is important to distinguish between appropriate business and personal use of social media. We all have a responsibility to communicate through social media in a manner that is consistent with our core values, as well as all Company policies and standards. This includes:

- Never disclosing information classified as internal use, confidential, or highly restricted or other proprietary information
- Ensuring the time and effort spent with social media does not interfere with our work commitments
- Never engaging in discussions on behalf of NiSource, or in a manner that may be interpreted that you are a spokesperson for NiSource
- Remaining respectful by not engaging in social media behavior that illegally harasses or discriminates against employees or customers, or fosters a hostile work environment
- Never divulging the confidential information of others, especially data obtained through Company business
- Our social media policy does not forbid or restrict the right or option of any NiSource employee to discuss wages, hours and/or working conditions or act, as protected by the National Labor Relations Act, the Equal Pay Act, the Occupational Safety and Healthy Act or any other matter subject to federal, state or local law protection

When using social media, if your profile lists NiSource as your employer or your post discusses NiSource business, you must disclose that you are an employee and that your views are your own. Only authorized Company spokespersons – approved in advance by Corporate Communications – may represent the Company via social media.

TO LEARN MORE, SEE OUR SOCIAL MEDIA POLICY.

**WE ALL HAVE A RESPONSIBILITY TO COMMUNICATE THROUGH SOCIAL MEDIA
IN A MANNER THAT IS CONSISTENT WITH OUR CORE VALUES, COMPANY POLICIES AND STANDARDS**

AVOIDING CONFLICTS OF INTEREST

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

We expect everyone to act in the best interest of the Company in all aspects of our work. This means that business decisions should be impartial, based on sound business reasoning and made free from any conflict of interest. Avoiding conflicts of interest, or the appearance of a conflict of interest, is the foundation of maintaining an honest and ethical business culture.

CONFLICTS OF INTEREST

A conflict of interest may occur when an employee's outside activities or personal interests conflict, or appear to conflict, with his or her responsibilities to the Company.

Some examples of these types of conflicts would be:

- Owning or controlling more than a 10 percent equity interest or a general partner interest in any entity that transacts business with the Company if the total amount involved in the transaction exceeds \$120,000
- Selling anything to the Company, buying anything from the Company, or engaging in lending or leasing transaction with the Company, if the total amount exceeds \$120,000
- Consulting for, or being employed, by a competitor
- Being in a position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any family member, domestic partner who is an employee, vendor, contractor, supplier or agent of the Company

In addition, conflicts of interests could also arise from:

- Being a consultant, employee, partner, officer or director of any other organization with or without compensation, if doing so could interfere with the work being performed for the Company
- Directing a customer to a particular vendor or contractor, or to a business that you or your family member owns or operates
- Referring business to other employees through actions such as providing phone numbers of other employees or specific contractors or referring business to oneself
- Influencing decisions relating to transactions between the Company and an entity in which you or your family member has a personal financial interest

You or your family member's ownership of securities in companies that are widely held by numerous other investors and traded regularly in recognized security markets does not generally present a conflict of interest unless such ownership could be perceived to influence the decisions you might make with respect to the Company.

Situations involving a conflict of interest are often not obvious. We have a duty to disclose and resolve any potential conflicts of interest as soon as we become aware of it. You can seek guidance regarding conflicts of interest by calling the Ethics Hotline or contacting a member of the Ethics Department.

AVOIDING CONFLICTS OF INTEREST, OR THE APPEARANCE OF CONFLICTS OF INTEREST, IS THE FOUNDATION OF MAINTAINING AN HONEST AND ETHICAL CULTURE

AVOIDING CONFLICTS OF INTEREST

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The corporate secretary regularly conducts a survey of directors, officers and selected employees regarding relationships with vendors of products and services to the Company, purchasers of equipment or material from the Company, and all outside employment and other matters. The purpose of the survey is to disclose any direct or indirect interest or a position held in any entity that might present a conflict of interest.

Directors and employees have a duty to disclose and resolve any potential conflicts of interest they may have as soon as they become aware of them.

Employees (other than officers)

Employees must submit any potential conflicts of interest to their supervisor and the director of corporate ethics. A written response will be provided that will include a recommended resolution.

Officers

Officers of the Company must present any potential conflicts of interest to the General Counsel who will determine whether a conflict of interest exists. A written response will be provided that will include a recommended resolution.

Board of Directors of NiSource Inc.

Board of Directors of NiSource Inc. are expected to raise any potential conflicts of interest that relate to them with the Nominating and Governance Committee so they can be reviewed in a prompt manner.

TO LEARN MORE, SEE OUR:

- **CONFLICTS OF INTEREST POLICY**
- **EMPLOYMENT RELATIONSHIPS POLICY**
- **OUTSIDE WORK ACTIVITIES POLICY**

Q: I've been involved with a charity for years and have been asked to serve on the board. Do I need to obtain my supervisor's approval to do this?

A: Service on boards of non-profit organizations does not generally create conflicts of interest. You should, however, report the relationship to your supervisor and take all appropriate steps including abstaining from any decisions as a member that may impact the Company to avoid the appearance of any conflict of interest.

Q: My daughter is a principal of a consulting firm that does business with the Company and seeks to do more business with us. I have disclosed this relationship. Is this a conflict of interest?

A: No. It is not a conflict as long as you disclose your daughter's interest to your supervisor immediately and have taken all appropriate mitigation steps, including removing yourself from any decision making regarding the Company's business with your daughter's firm.

Q: Who is considered a family member?

A: A family member is a child, stepchild, grandchild, parent, stepparent, grandparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and includes adoptive relationships and anyone who regularly resides with the employee.

AVOIDING CONFLICTS OF INTEREST

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

GIFTS, MEALS AND ENTERTAINMENT

The exchange of gifts, meals and entertainment has been a common practice in business and helps build business relationships with vendors and customers. In certain instances, however, the exchanges can also create a conflict of interest, or the appearance of one, for us or for a vendor.

Therefore, we should not offer gifts, meals or entertainment that may obligate, or appear to obligate, the recipient. We should also decline any gift, meal or entertainment that is intended to, or may appear to be intended to, influence our business decisions with a third-party.

The type of gifts, meals or entertainment that is appropriate may depend on many factors, including your position within the Company, local customs and past practice. If a gift, meal or entertainment outing is frequent or excessive, based on your job and local business community, you should not accept it.

As a general rule, occasional meals, gifts and entertainment should only be provided or accepted in connection with a business event or presentation provided by or to, or a meeting with, a customer or vendor. We should never offer or accept cash or cash equivalents (including gift cards). In addition, we should never violate the law and should not accept or offer gifts, meals or entertainment that would embarrass us or the Company if publicly disclosed.

TO LEARN MORE, SEE OUR GIFTS, MEALS AND ENTERTAINMENT POLICY.

OKAY

- INEXPENSIVE LOGO ITEMS
- INFREQUENT, MODERATELY PRICED MEALS

SEEK GUIDANCE

- TICKETS TO SPORTING OR CULTURAL EVENTS
- TRAVEL/TRIPS

PROHIBITED

- CASH, GIFT CARDS OR ANY OTHER CASH EQUIVALENT
- FREQUENT OR EXTRAVAGANT MEALS
- MOST GIFTS

GIFTS, MEALS OR ENTERTAINMENT SHOULD NOT INFLUENCE OR OBLIGATE OUR DECISION

COMMITTING TO FAIR, ACCURATE DISCLOSURE AND FINANCIAL REPORTING

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

FINANCIAL REPORTING AND RECORDS

The Company has established and is committed to maintaining a high standard of transparency, accuracy and completeness in our financial records. Financial records are formal documents representing the transaction of a business. Accounting source documents such as time sheets, expense reports, invoices, cancelled checks and sales receipts are needed to support financial records. These records serve as a basis for managing our business and are crucial for meeting obligations to employees, customers, investors and others, as well as for complying with regulatory, tax, financial reporting and other legal requirements. Each employee, regardless of position, who enters information into or participates in the drafting or completion of any business record or regulatory or financial report, is responsible for doing so in a truthful, accurate, legible, complete and timely manner.

To reduce the risk of fraud, the Company not only maintains a system of internal controls in compliance with the Sarbanes-Oxley Act of 2002 but has also adopted a strict Fraud Prevention Policy. Fraud may be committed by an individual, a group of individuals or by one or more organizations. Engaging in any scheme to defraud anyone of money, property or services is a serious offense. The Company is committed to protecting our revenue, assets and reputation in support of our accurate financial reporting. Any employee who suspects or becomes aware of fraudulent activity must immediately report such matters to their supervisor.

Anyone involved in our disclosure process is required to comply with the Company's disclosure controls and procedures and internal controls over financial reporting, to the extent relevant to your area of responsibility. This applies in particular to the Company's senior financial officers (e.g. our chief executive officer, chief financial officer and chief accounting officer). This ensures that our public reports and documents filed with the Securities and Exchange Commission (SEC) comply in all material respects with applicable federal securities laws. In addition, anyone who has a direct or supervisory authority regarding our SEC filings or other public communications concerning our business, results, financial condition and prospects, should, to the extent appropriate within their area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosures.

EXAMPLE OF FINANCIAL RECORD:

- **Employee expense reports must accurately represent employee expenses incurred for business purposes that comply with Company policy and are allocated to the appropriate accounts and departments**

EXAMPLES OF FRAUD:

- **Creation of fictitious vendors to receive payment from the Company**
- **Conscious misallocation of the account classification of costs (such as between capital expenditures and operations & maintenance expense accounts)**

COMMITTING TO FAIR, ACCURATE DISCLOSURE AND FINANCIAL REPORTING

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

Senior financial officers and anyone involved in our disclosure process must:

- Familiarize themselves with our disclosure requirements as well as our business and financial operations
- Not knowingly misrepresent, or cause others to misrepresent, facts about us to others, whether within or outside the Company, including to our independent auditors, governmental regulators and self-regulatory organizations
- Properly review and critically analyze proposed disclosures for accuracy and completeness (or, where appropriate, delegate this task to others)

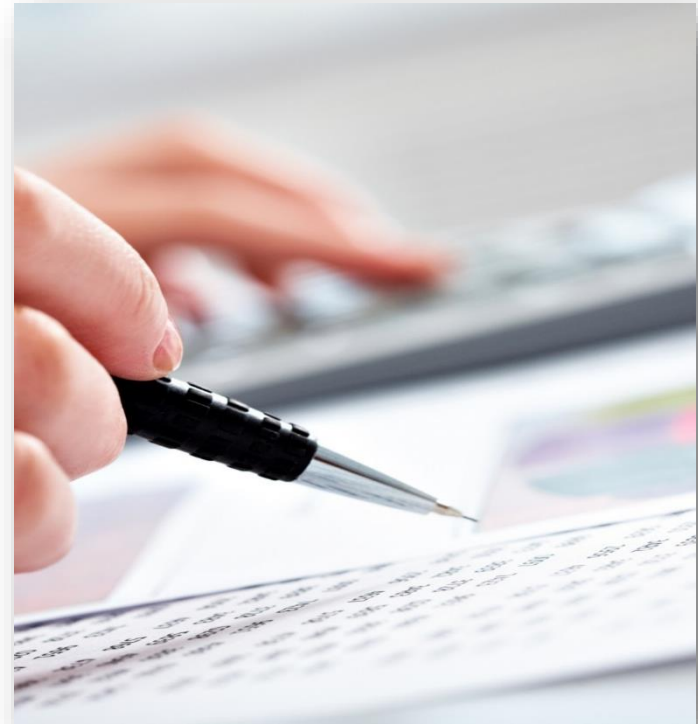
TO LEARN MORE, SEE OUR FRAUD PREVENTION POLICY.

WORKING WITH INTERNAL AND EXTERNAL AUDITORS

Audits performed by our internal and external auditors, as well as regulatory agencies, help ensure compliance with established financial and non-financial policies, procedures and controls. They also help identify potential weaknesses so they may be corrected promptly. We are required to cooperate fully and adhere to our core values during the audit process by providing clear and truthful information.

The Company uses an independent auditor to audit our financial statements. In order to ensure that the independent auditor is independent and, that we do not adversely affect the independence and objectivity of our auditor, we do not believe our independent auditor should perform audit or non-audit services for us or any of our subsidiary companies unless such services have been pre-approved. If you have a business need to use our independent auditor, you should contact the NiSource vice president and controller in advance to discuss this need.

In addition, we are prohibited from, either directly or through anyone under our control, taking any action to fraudulently influence, coerce, manipulate or mislead our independent auditor for the purpose of rendering the financial statements materially misleading.



COMMITTING TO FAIR, ACCURATE DISCLOSURE AND FINANCIAL REPORTING

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MEDIA INQUIRIES AND PUBLIC DISCLOSURES / EXTERNAL COMMUNICATIONS

It is important that NiSource and its subsidiary companies provide accurate information and a consistent message in all public commentary on behalf of the Company.

Corporate Communications is responsible for all contact with the media regarding the submission of, and requests for, corporate-level information.

Our subsidiary communications groups are responsible for all media contact pertaining to our individual companies.

Unless you are specifically authorized to represent us or our subsidiaries to the media, you should direct those inquiries to any director in Corporate Communications. These media inquiries include those from **newspapers, magazines, radio, television, trade publications websites, blogs, social media, or any other external sources looking for information about the Company.**

All employees must be careful not to disclose confidential, customer or business information through public or casual discussions with members of the media or others, including online and personal social media interactions. With mobile phone cameras and recording devices so prevalent, you may not even know you are being recorded.

This does not forbid or restrict the right or option of any NiSource employee to discuss wages, hours and /or working conditions or act, as protected by the federal National Labor Relations Act, the Equal Pay Act, the Occupational Safety and Health Act, or any other matter subject to applicable federal, state or local law protection.

TO LEARN MORE, SEE OUR:

- [SOCIAL MEDIA POLICY](#)
- [EMPLOYEE MEDIA POLICY](#)
- [INVESTMENT COMMUNITY DISCLOSURE POLICY](#)



Q: Are there any circumstance where I can talk to the media without prior approval?

A: You may always speak with the media on your own behalf about subjects of concern. With respect to inquiries seeking comment from the Company, you should quickly refer them to the designated company spokespersons. For example, “We are responding to an emergency situation and our goal to make the situation safe. Here is the contact information for our spokesperson who can help you with what you need.”

DEMONSTRATING GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

It is imperative that we comply with all applicable laws, rules and regulations that relate to each area of our business. Here are some of the key standards and restrictions imposed by those laws, rules and regulations that we should be aware of as employees. We take our obligations under these laws very seriously, as violations can result in significant damage to our Company reputation, not to mention civil and criminal penalties for the Company as well as the individuals involved.

INSIDER TRADING

Each of us may come into possession of material, nonpublic information about the Company or other companies with whom we do business in the course of performing our duties. It is illegal and unethical for us to directly or indirectly buy or sell our stock or bonds, or derivatives thereof, including reallocation of NiSource stock units under our 401(k) plan, or the stocks or bonds of another company, based on material, nonpublic information or to discuss such information with others who might buy or sell such securities.

Material, nonpublic information is any information that could reasonably affect the price of a security, either positively or negatively, and is information that is not generally available to the investing public. Buying or selling securities using “material, nonpublic information” is often referred to as insider trading.

For example, if in the course of your work and prior to a public announcement, you become aware of a new and efficient process or equipment that would significantly affect our productivity, you could be guilty of insider trading if, based on this information, you bought or sold any of our securities or passed this information to a friend or relative who bought or sold the securities. Other examples of material, nonpublic information include:

- Information regarding changes in dividends
- Projected earnings
- Major contracts, acquisitions, expansion plans
- Significant actions by governmental or regulatory bodies and major management changes

Directors, senior executives and certain other employees of the Company must also comply with the requirements of Section 16 of the Securities Exchange Act of 1934 pertaining to short swing trading and reporting.

TO LEARN MORE, SEE OUR SECURITIES TRANSACTION COMPLIANCE POLICY.

BUYING OR SELLING SECURITIES USING MATERIAL, NONPUBLIC INFORMATION IS OFTEN REFERRED TO AS INSIDER TRADING

DEMONSTRATING GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

ANTITRUST

Our business activities are subject to federal and state antitrust laws. These laws are intended to promote fair competition and free enterprise by prohibiting activities that restrain or inhibit competition. The antitrust laws apply to diverse activities, including: marketing, procurement, contracting, mergers and acquisitions and placement and operation of our facilities

These laws specifically prohibit certain agreements, including tacit or unspoken agreements that restrain competition, including agreements:

- To fix, coordinate or control prices
- To allocate or divide customers, territories or markets
- Not to compete or to compete only in some limited fashion

Antitrust laws also prohibit certain group boycotts and tying arrangements in which a seller refuses to sell one product or service unless the buyer agrees to purchase another product or service. The antitrust laws are complex and their requirements are not always obvious. Violations can lead to severe penalties, including damages in civil proceedings and fines or jail sentences in criminal proceedings. Anyone who interacts with competitors, customers or suppliers must take care to avoid violations of the antitrust laws. We should all be aware of any circumstances that could invoke the antitrust laws or other laws governing fair competition and business practices. If anyone has any questions about how the antitrust laws apply to a particular situation, seek advice from the Legal Department before taking action.

TO LEARN MORE, SEE OUR ANTITRUST COMPLIANCE POLICY.

Q: What types of behavior might be considered a violation of antitrust law?

A: Tying the provision of natural gas or electricity to the purchase of some other product or service; agreeing with a competitor to allocation service territories or customers without express state authority; agreeing with a competitor to “rig bids” or fix the price of natural gas or electricity without express state authority.

ENVIRONMENTAL COMPLIANCE

Laws, regulations and reporting requirements that relate to environmental protection affect much of our business. NiSource is committed to addressing environmental impacts and promoting sustained environmental stewardship in our operations and value chain. We shall seek proactive opportunities for improved environmental performance while complying with environmental laws and regulations and other applicable requirements. We shall also understand our roles in and responsibility for achieving industry-leading environmental performance.

TO LEARN MORE, SEE OUR ENVIRONMENTAL POLICY.



DEMONSTRATING GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS

NEED TO REPORT A POTENTIAL VIOLATION? CALL THE ETHICS HOTLINE AT 1-800-457-2814 OR EMAIL ETHICS@NISOURCE.COM

FOREIGN CORRUPT PRACTICES ACT

The Foreign Corrupt Practices Act (FCPA) and similar laws in other countries make it a crime for companies, their directors or their employees to promise or give anything of value to a foreign official, foreign political party, party official, any candidate for foreign political office or any employee of a government-owned enterprise in order to obtain or retain business, obtain improper advantage or otherwise influence their judgment in the performance of official duties. These laws also prohibit making payments to agents, sales representatives or other third parties if there is reason to believe the payment will be used illegally or will go directly or indirectly to one of the types of individuals named above. The term “foreign official” is defined broadly under the FCPA.

FCPA also imposes accounting and record keeping requirements. Antitrust laws also prohibit certain group boycotts and tying. If anyone interacts with individuals who could be covered by the FCPA or similar laws, they should be aware of the different requirements and limitations that may be imposed on their interactions. In particular, all directors and employees are prohibited from promising or giving anything of value, either directly or indirectly, to or for the benefit of individuals covered by the FCPA. The FCPA also requires accurate records of foreign transactions and reasonable accounting controls so FCPA issues cannot be disguised. If anyone does business in a foreign country or with a foreign official, they should maintain detailed records of their transactions.

TO LEARN MORE, SEE OUR ANTI-BRIBERY AND CORRUPTION POLICY.

FEDERAL ENERGY REGULATORY COMMISSION COMPLIANCE

NiSource is regulated by a wide variety of state and federal agencies, including the Federal Energy Regulatory Commission (FERC). As a regulated company, we expect employees to stay informed and to comply with all mandated requirements regarding all applicable laws

and regulations relevant to the Company’s business and each individual job.

In 2008, FERC issued Order 717 establishing the Standards of Conduct that includes requirements to restrict access to certain information (including “non-public” transmission function information) to ensure certain employees who engage in marketing activities for the company are not given undue preference over non-affiliated parties.

It is an employee’s responsibility to report suspected violations or misconduct to their immediate supervisor and the chief FERC compliance officer.

The Legal Federal Regulatory Department will oversee investigations related to regulatory standards. During an investigation, employees must comply fully with internal and regulatory agency investigators.

**Questions concerning FERC regulation may be emailed to:
NiSource_Compliance@nisource.com**

Q: What would be an example of a violation of FERC 717 Standards of Conduct?

A: Disclosing nonpublic transmission function information to a marketing function employee (MFE) verbally or through an email or other communication would constitute a breach of compliance with FERC standards. A fair market depends on all customers having access to the same information at the same time. Providing information to a MFE but not to other, unaffiliated customers would give the MFE an undue preference/advantage. Employees are obligated to immediately report any known or suspected violation of the FERC Standards of Conduct to a supervisor, a FERC compliance manager or the Legal Department.

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AFFILIATE RULES AND TRANSACTIONS

The Company has affiliates operating in markets that are subject to state and federal laws, rules and regulations. A transaction between our affiliates may be governed by state and federal standards of conduct. These rules are intended to ensure that costs are recorded and charged among and between affiliates properly. While the rules vary from state to state, the following are examples of basic principles commonly found in standards of conduct:

- Transmission providers may not cross-subsidize their marketing affiliates. All marketers, customers and affiliates should be treated fairly and in a nondiscriminatory manner.
- Services provided among and between affiliates must be approved by each respective jurisdiction where approval is required and must be charged according to the rules applicable for those particular jurisdictions, and in all cases, costs are subject to review and audit for purposes of recovery and inclusion in rates.

State and federal regulations provide rules governing the flow of certain information from a regulated pipeline, electric transmission company or distribution company to its affiliates. For example, an interstate pipeline may not disclose to its marketing affiliate any information the pipeline receives from a current or potential nonaffiliated shipper. Similarly, distribution companies are often not permitted to share customer information with third parties unless the customer has provided consent.

We are committed to fully complying with all applicable state and federal laws and regulations in this area, including organizational separation agreements, prohibitions against the sharing of information, posting requirements and obtaining regulatory approval for affiliate transactions where necessary. When engaging in activity with an affiliate, consider whether state or federal approval is required. If in doubt, contact the Legal Department.

TO LEARN MORE, SEE COMPLIANCE REMINDER – FERC AND STATE REGULATION OF AFFILIATE RELATIONSHIPS AND TRANSACTIONS ON THE FERC COMPLIANCE MYSOURCE SITE.

Q: What is an example of cross-subsidizing marketing affiliates?

A: If a transmission provider pays for a cost incurred by an affiliate, it is lowering that affiliate's cost of doing business and giving it an unfair competitive advantage in the marketplace.



DEMONSTRATING GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS

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DODD-FRANK

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, known as Dodd-Frank, was developed with a primary purpose of increasing transparency and accountability in U.S. marketplaces. In response to Dodd-Frank, the Commodity Futures Trading Commission (CFTC) enacted rules to regulate swap transactions. These regulations target fraud, evasion and disruption among participants.

NiSource, as a party to many types of trades regulated by the CFTC has adopted its own policies and procedures (see below) to ensure compliance with our obligations. NiSource's protocols are focused, in large part, on recordkeeping requirements. By maintaining accurate and thorough records, NiSource fulfills its regulatory duties and delivers on our commitment of maintaining the highest standards of ethical conduct.

TO LEARN MORE, SEE THE FERC COMPLIANCE SITE ON MYSOURCE.

CFTC POLICIES AND PROCEDURES:

- **CFTC No. 1 CFTC Futures and Swap Execution, Clearing and Identification**
- **CFTC No. 2 CFTC Futures and Swap Recordkeeping Requirements**
- **CFTC No. 3 CFTC Futures and Swap Data Reporting**
- **CFTC No. 4 CFTC Anti-Fraud, Anti-Manipulation, Anti-Disruptive Practices and Anti-Evasion Provisions**
- **CFTC Part 46 CFTC Historical Swap Recordkeeping Requirements**
- **Trader Handbook**

TO LEARN MORE, SEE OUR:

- **NISOURCE CORPORATE COMMODITY RISK MANAGEMENT POLICY**
- **CREDIT RISK MANAGEMENT POLICY**
- **ENERGY SUPPLY & OPTIMIZATION RISK MANAGEMENT POLICY**

REGULATORY AND LEGAL INQUIRIES AND COMPLIANCE WITH GOVERNMENT INVESTIGATIONS

Because our business is subject to numerous governmental regulations, from time to time, we receive inquiries from the government or other regulatory bodies or participate in investigations conducted by the government or a regulatory agency.

All inquiries from federal, state and local governmental or regulatory officials or entities should be referred to the corporate secretary for handling by the Legal Department unless the employee has been specifically authorized to respond to such inquiries. In that case, they should promptly inform the Legal Department of any response they give. Examples of government inquiries are requests for information, notice of an investigation or service of a subpoena.

GOVERNMENT TRANSACTIONS AND RELATIONS

We frequently engage in business transactions with local, state and federal governments. The laws and regulations governing transactions with governmental entities impose special rules and may have requirements not usually found in transactions with private parties. For example, a gift that may be acceptable if given to a private party may be prohibited when given to a government employee. If your job involves business with any government entity, you must understand the rules and regulations as well as this Code. If you are in doubt, you should not attempt to interpret the rules yourself. Discuss any questions with your supervisor or the Legal Department.

NISOURCE EXECUTIVE LEADERSHIP TEAM

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William Jefferson
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Michael Luhrs
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THE NISOURCE EXECUTIVE LEADERSHIP TEAM FOSTERS A STRONG ETHICAL CULTURE BY PROVIDING POLICY LEADERSHIP AND COMPLIANCE OVERSIGHT FOR THE COMPANY'S ETHICS PROGRAM