



# NISOURCE SUPPLIER CODE OF BUSINESS CONDUCT

June 2022



# NiSource Business Partners

At NiSource Inc. (“Company”), we are relentlessly focused on serving our customers in a way that is safe, reliable, environmentally responsible and sustainable. At the same time, we’re ensuring NiSource is a great place for our employees to work, grow and build a career. By doing this, we’ll operate our business in a way that generates value for our customers and shareholders.

We believe that good, ethical business conduct is the foundation of a workplace. We expect our employees to uphold to these values and expect the same from our Suppliers.

Our Supplier Code of Business Conduct (“Supplier Code”), supports NiSource’s ethical business practices as set forth in our Code of Business Conduct that embodies our core values of fairness, honesty, integrity and trust.

Our Supplier Code has been developed to convey NiSource’s expectations of ethical business conduct from our third-party providers, vendors, suppliers, contractors and agents (jointly, “Suppliers”) and serves as a guide for our suppliers who conduct business or perform duties on behalf of NiSource.

As our business partners, NiSource requires all Suppliers to read, understand and comply with our Supplier Code. We consider our suppliers an extension of our unwavering commitment of safety and service to our customers and communities – and being known as a company that does the right thing.



***Good ethics is good business.***

*Johnny Howze*

**Johnny Howze**  
SVP Supply Chain & Chief Procurement Officer

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# Supplier Code Guiding Principles

## **SUPPLIER EXPECTATIONS AND COMPLIANCE**

We expect our suppliers and related constituents to be governed by values that are consistent with ours and to report any concerns, questions, or violation to NiSource. (p. 4-5)

## **MAINTAINING A POSITIVE WORK ENVIRONMENT**

We expect all Suppliers to maintain a work environment that is inclusive, safe and healthy, and free from sexual and other forms of harassment, bias and violence. (p. 6-7)

## **OUR COMMITMENT TO FAIR AND ETHICAL DEALINGS WITH OTHERS**

We expect all Suppliers to conduct professional and business relationships with a high level of integrity. We expect all Suppliers to deal with others in a fair, honest and respectful manner. (p. 8)

## **PROTECTION AND PROPER USE OF OUR ASSETS**

We expect all Suppliers to properly maintain and protect the assets of the Company, including the information and records entrusted to our care. (p. 9-11)

## **AVOIDING CONFLICTS OF INTEREST**

We expect all Suppliers to consider the business interests of the Company ahead of personal financial interests and avoid any conflicts of interest. (p. 12-13)

## **GOOD CITIZENSHIP AND COMPLIANCE WITH LAWS**

We take our legal obligations very seriously. We expect all Suppliers to know, understand and comply with all laws, rules and regulations.  
(p. 14)



# Supplier Expectations and Compliance

This Supplier Code conveys our expectations and serves as a guide to our Suppliers to act consistently with NiSource's values. We expect our suppliers and related constituents to be governed by values that are consistent with ours\*. Additional information can be found at [www.nisource.com](http://www.nisource.com) in the NiSource Code of Business Conduct.

We deal fairly with our suppliers 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. Compliance with this Supplier Code is a requirement, and it is imperative to understand that failure to comply our Supplier Code may result in termination of the supplier relationship. Suppliers that provide critical goods and services may be subject to compliance audit on an at least annual basis.

## Our suppliers must:

- ✓ **Read and understand** our Supplier Code
- ✓ Ensure our Supplier Code is **communicated and understood** with all individuals, including employees, agents, subcontractors, and other representatives, assigned to work for or on behalf of NiSource
- ✓ 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, non-verbal, 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

\*Supplier shall at all times maintain and enforce a code of conduct and corporate policies substantially similar to the Supplier Code of Conduct, including all Owner policies referenced therein, contained at [LINK] (collectively, "Supplier Code of Conduct"); otherwise Supplier shall comply with such Supplier Code of Conduct in its entirety, regardless of whether the stated scope of applicability of Owner policies referenced therein expressly includes Supplier

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# Supplier Expectations and Compliance

## Raising Concerns – If You See Something Say Something

You can raise a concern, ask a question or report a potential violation by contacting:

### Ethics Hotline

1-800-457-2814

### Web Reporting

[nisource.alertline.com](http://nisource.alertline.com)

### Ethics Department

1-219-647-4231

[ethics@nisource.com](mailto:ethics@nisource.com)

### Anonymous Reporting is Always an Option

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.

- Your call will not be recorded or traced.
- You may remain anonymous, but it is important to keep your PIN number provided you.
- Your PIN number allows you to check back in on the status and outcome of your report and protects your privacy being disclosed to only you, providing confidentiality for your report

### You Can Report Violations Without Fear of Retaliation

NiSource does not tolerate conduct, whether direct or indirect, that involves threats, harassment, retaliation or any type of discrimination or adverse action against a reporter because they make an honest and sincere complaint without malice known as a “good faith” complaint about suspected Company, employee or Supplier’s violations of law or violations of the Code or our policies.



# Maintaining a Positive Work Environment

## Safe and Healthy Work Environment

We believe that the safety and health of our employees, customers, Suppliers and all of the members of the communities that we serve must never be compromised. 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 expect our Suppliers to be aware of the safety issues and policies that affect each job and wear personal protective equipment when performing duties that require further protection. Suppliers must immediately advise a NiSource representative 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, near misses, or illnesses, contact the appropriate NiSource representative and follow the steps outlined in the Contractor Safety Manual. If applicable.

Everyone has the power to own safety and expected to comply with the following:

### Stop Work Authority

Suppliers have the responsibility and are expected to **Stop Work** whenever they see an employee, another business partner or member of the public who is at risk of harm.

### Pre-Job Briefing

Our policy establishes NiSource's expectations for performing, documenting and sharing a pre-job briefing. A pre-job briefing is a tool used to document the evaluation of hazards associated with job tasks and to identify safety controls or layers of protection to be put in place during the performance of those job tasks. This policy applies to all Suppliers performing work, outside of an office environment, on behalf of the Company.

### Fit for Duty

Suppliers cannot be under the influence of any substance that has potential to impair work performance, (whether it be a controlled substance, over-the-counter, prescription medication or alcohol) and it is prohibited to illegally use, sell, dispense, distribute, possess or manufacture illegal drugs or other controlled substances while in or on Company property or on Company time.

# Maintaining a Positive Work Environment

## Safe and Healthy Work Environment

### 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.

Suppliers are not permitted to carry weapons or explosives in personal vehicles used for NiSource business, into NiSource facilities, job sites or on NiSource property.

In the event of a security-related emergency related to NiSource Business, 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.

### Sexual and Other Harassment

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

The Company values diversity in the workplace, one that is inclusive for all employees and Suppliers. 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 all suppliers to avoid inappropriate behavior or conduct directed toward employees, customers, vendors or contractor that could be interpreted as sexual or other prohibited harassment while on or off Company premises.

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# Our Commitment to Fair and Ethical Dealings with Others

## Value Chain Integrity

### Supplier Diversity

NiSource values diversity in our workforce and supply chain. We are committed to maximizing opportunities for women, minority, disabled, and veteran-owned business enterprises. NiSource values and searches for suppliers that share this commitment.

### Anti-Bribery and Corruption

Our employees or anyone acting for us are prohibited from offering, soliciting, promising, giving or accepting a bribe, kickback or any other improper payment, including “facilitation payments”. We comply with all laws and regulations that prohibit bribery and corruption and we require our Suppliers, contractors, and representatives to do the same. All of our agents and third-party vendors that act on our behalf shall comply with applicable bribery and corruption laws.

### Human Rights

Human rights are the fundamental rights, freedoms and standards of treatment to which all people are entitled. NiSource is committed to integrating respect for human rights into our operations and value chain. Suppliers must comply with all applicable labor and human rights laws and regulations, including those regarding immigration, minimum wage, overtime, payday, forced labor and child labor.

### Political Involvement

NiSource does not contribute corporate funds to federal candidates. It is our policy to not make direct independent expenditures at the federal level. You are free to offer your personal opinions but may not speak on behalf of NiSource, or appear to speak on behalf of our Company.

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# Protection and Proper Use of Our Assets

## Overview and Access to Premises

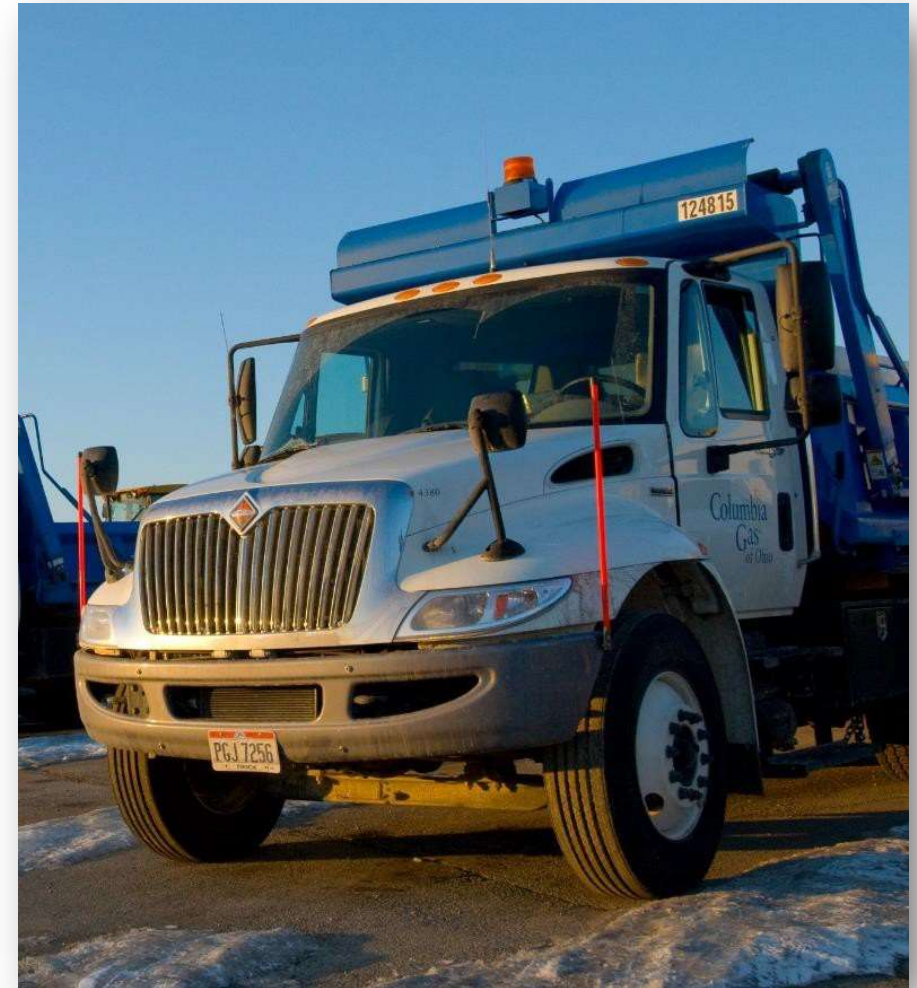
Our Company assets are crucial to our success, and we must carefully maintain and guard them. Our assets are not only our tools, machinery and equipment, but also include:

- 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 suppliers, customers and others
- Rights that have been licensed to us

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.

### Access to Premises

Suppliers who have been given non-employee identification cards and building keys/codes that are used to gain entry to NiSource premises must safeguard such items and follow all policies and procedures applicable to access to NiSource premises and systems. When access is no longer required or at our request, suppliers must return all such access items.



# Protection and Proper Use of Our Assets

## Information Security and Privacy

### Information Security

Confidential information is a Company asset and Suppliers must protect it. Confidential information should only be shared with authorized people who “need to know”. Suppliers are expected to take adequate care to ensure that confidential information is not misused and not disclosed except when disclosure is authorized or legally mandated.

Keeping confidential information secure at all times is fundamental to remaining a trusted business partner. Information about our customers, employees, products, services, competitors, technology, strategies, finances and other areas of our business are Company 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.

Suppliers will respect and protect confidential information by:

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

### 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 Suppliers must follow the policies in place under the program, as well as any applicable privacy and related laws.

# Protection and Proper Use of Our Assets

## Fraud Prevention, Records Management, Intellectual Property, and Social Media

### Fraud Prevention

To reduce the risk of fraud the Company has adopted a strict Fraud Prevention Policy. 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 Supplier who suspects or becomes aware of fraudulent activity must immediately report such matters to the NiSource Ethics hotline at 1-800-457-2814.

### Records Management and Document Retention

We expect our Suppliers to commit to establishing and maintaining a high standard of accuracy and completeness in business records. Records are to be maintained and destroyed in accordance with all federal and state laws, regulations and operating requirements. Suppliers are to maintain records in an organized manner to ensure they can be located and placed on Legal Hold if needed. While maintaining the strictest corporate confidentiality, Suppliers need to preserve data and records subject to a Legal Hold.

### Intellectual Property

Our intellectual property is a valuable asset and needs to be protected by employees and Suppliers. 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. Suppliers must obey local, state and federal copyright and intellectual property laws.

### Using Social Media Responsibly

Suppliers have a responsibility to communicate through social media\* in a manner that is consistent with our 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 personal information of others, especially data obtained through Company business

\*Examples of social media include: 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

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# Avoiding Conflicts of Interest

## Business Integrity

We select our suppliers, 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.

### Conflicts of Interest

We expect our Suppliers to act in the best interest of the Company. This means that business activities should be impartial, based on sound business reasoning and made free from any conflict of interest throughout the supply chain. Avoiding conflicts of interest, or the appearance of a conflict of interest, is the foundation of maintaining an honest and ethical culture. A Conflict of interest may occur when a supplier's outside activities or personal interest conflict, or appear to conflict with his or her responsibilities to NiSource.

### Examples of potential conflicts of interest:

- Information Security: Having access to NiSource proprietary information while providing services to our competitors
- Supervisory: Being supervised by a NiSource employee with whom you have a close personal relationship
- Business Partners: Sub-contracting for services or materials to be used for NiSource business, by a company that is owned/operated by a NiSource employee
- Relationships: Having a relative or someone you are in a close personal relationship with working for NiSource

All conflicts or potential conflicts, including financial and non-financial conflicts, are to be disclosed to your supervisor and the Ethics Department.

# Avoiding Conflicts of Interest

## Business Integrity

### Gifts, Meals and Entertainment

The exchange of gifts, meals and entertainment has been a common practice in business and helps build business relationships. In certain instances, however, the exchanges can also create a conflict of interest, or the appearance of one, for NiSource or a Supplier. Suppliers should not offer gifts, meals or entertainment that may obligate, or appear to obligate, the recipient. Suppliers should also decline any gift, meal or entertainment that is intended to, or may appear to be intended to, influence a business activity.

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 business partner. Suppliers should never offer or accept cash or cash equivalents (including gift cards). In addition, Suppliers should never violate the law and should not accept or offer gifts, meals or entertainment that would embarrass the Company if publicly disclosed.



- INEXPENSIVE LOGO ITEMS
- INFREQUENT, MODERATELY PRICED MEALS



- TICKETS TO SPORTING OR CULTURAL EVENTS
- TRAVEL/TRIPS



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

# Good Citizenship and Compliance with Laws

## Environmental, Legal and Regulatory Compliance

### Environmental Sustainability

We are committed to protecting the environment and conducting our business in an environmentally conscientious manner. Laws, regulations and reporting requirements that relate to environmental protection affect nearly all aspects of our business. To accomplish this goal we expect our Suppliers to follow a strong environmental program that prioritizes environmental, health & safety responsibility.

We seek Suppliers committed to:

- Comply with all applicable environmental laws and regulations
- Strive to prevent or mitigate adverse environmental impact from all business activities
- Promote environmental awareness and responsibility
- Develop and maintain open lines of communication with environmental agencies, organization and concerned stakeholders in the planning, construction and operation of our facilities

### Legal and Regulatory

NiSource is a regulated company and we expect our Suppliers to comply with all applicable laws, rules and regulations that relate to each area of our business and any services provided by Suppliers. 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 all parties involved.

### Antitrust

Our business activities are subject to federal and state antitrust laws. Suppliers who interact with our competitors, customers and other suppliers must avoid violations of antitrust laws. Upholding these laws promote fair competition and free enterprise by prohibiting activities that restrain or inhibit competition.

### Insider Trading

Suppliers are held accountable not to trade directly or indirectly based on material, nonpublic information about our Company or to discuss such information with others who might buy or sell such securities.



# Revision History

- Published
  - 2021
- Updates