



2024

CODE OF ETHICS & BUSINESS CONDUCT

Effective Date: March 1, 2024



A MESSAGE FROM SUSAN GRAY, PRESIDENT & CEO

At its core, ethical behavior is doing the right thing.

It's one of our company values that guides our workplace behavior and actions. It provides a framework for all of the things we strive for when we work together: honesty, kindness, courage, fairness.

We saw a rise in compliance and ethics reports last year, so we know there are more of us speaking up when we see something that conflicts with our values.

That action - speaking up - is critical. We may know the right thing to do, but that also needs to translate into actually doing the right thing if we are to be a successful, safe and respectful workplace in service to our customers and our communities.

To help us give voice to our values, we have the UNS Energy Code of Ethics and Business Conduct, designed to ensure we undertake our day-to-day work activities with the utmost integrity.

The Code tells an important story about our Companies. It demonstrates what we care about, our expectations of one another and the ways we reinforce what we believe. When we apply the concepts embodied in our work and use them to shape our daily interactions with coworkers, customers and other stakeholders, the Code becomes more than words on a page. It becomes a cornerstone of our work.

Please take a moment to read the Code and understand its contents.

Thank you for following our Code and leading with our values.



A MESSAGE FROM TODD HIXON, CCO & CLO

Doing the right thing means we take responsibility for our actions and keep our commitments to one another. It also means that we act openly and honestly, conduct ourselves with the highest level of integrity and always expect the same of our coworkers.

We have a shared responsibility to always do the right thing. That includes reporting when others don't.

If you ever observe or learn of a situation where someone doesn't seem to be doing the right thing, our Compliance and Ethics Department is standing by to help. Please raise your concerns so we can review, investigate and appropriately address them. As explained later in the Code, we also offer several other means to report any concerns, including through our anonymous helpline.

Since we expanded our Compliance and Ethics team in 2018, our trained professionals have resolved nearly 400 ethics reports while maintaining confidentiality and protecting reporters' anonymity. Your willingness to raise these concerns has led to numerous improvements, including through the refinement of various Company policies and practices to best ensure a constructive and respectful work environment.

We have worked hard to ensure that our employees feel safe to report their concerns, including by having a zero-tolerance policy towards retaliation, which is a central tenet of our Compliance Program.

To that end, if you ever feel retaliated against for making a compliance or ethics report, tell us and we'll take swift action to stop it.

Thank you for your continued participation in our Compliance Program.

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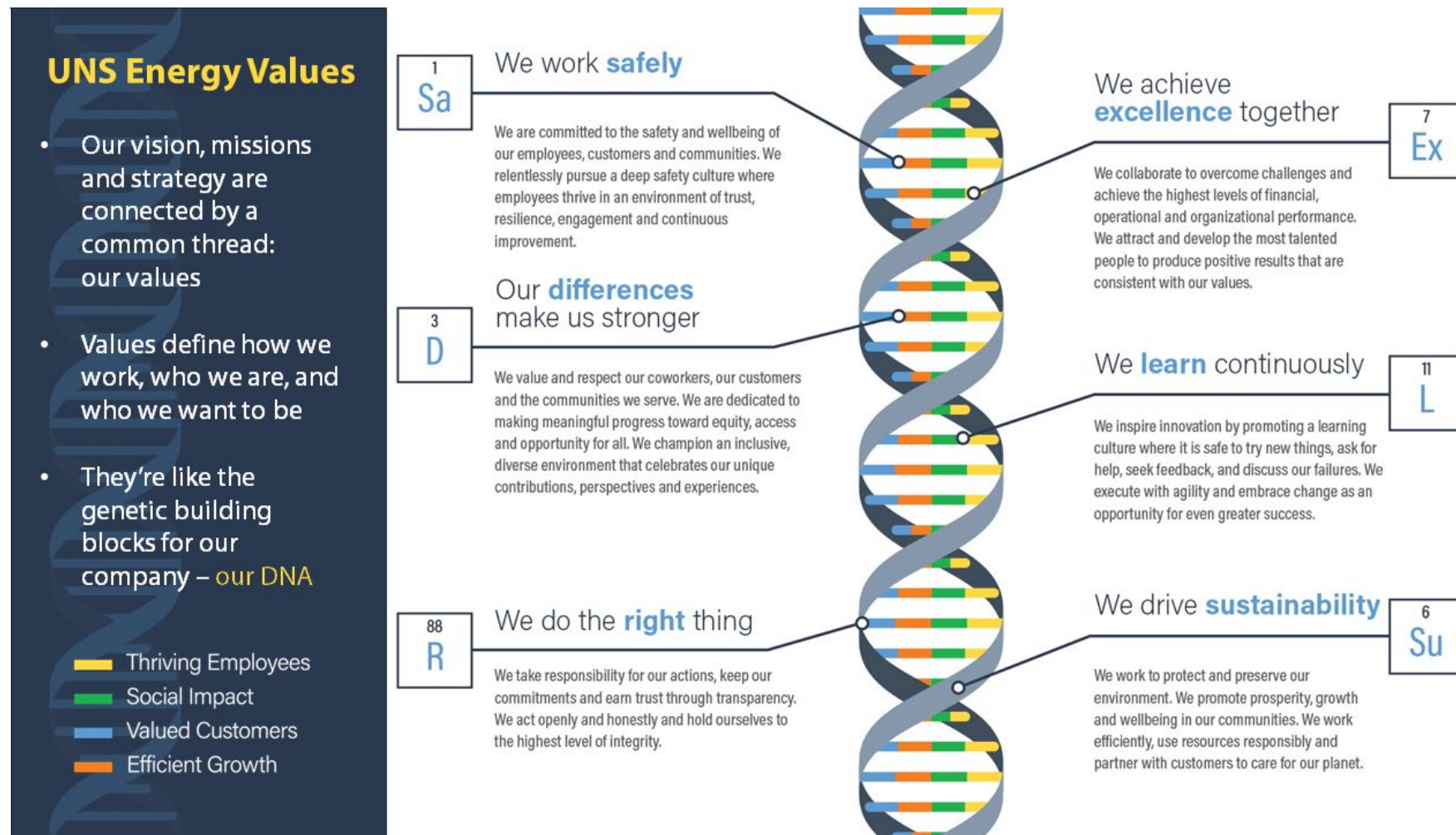
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(Please note that the questions on the following pages are for example purposes only and were not actually asked by the pictured employees.)



Our Vision and Values

At UNS Energy and its subsidiary companies (collectively, the Company), our overarching vision is **to be an exceptional energy provider that positively impacts the lives of our employees, customers and communities**. When conducting our business in pursuit of these important aspirations, our Company is committed to maintaining the **highest ethical standards**. As such, in carrying out our job duties, we each must have a personal commitment to act ethically, responsibly and in alignment with our core Company values illustrated below:



Company Compliance Program

Overview

One of our Company's fundamental objectives is to foster and maintain an organization-wide culture of compliance. To help attain this important goal, the Company has developed a corporate compliance and ethics program (Compliance Program) that applies to UNS Energy and all of its subsidiary companies. At its core, the Compliance Program is intended to promote a culture that encourages ethical conduct and a commitment to compliance with the law and Company policy and facilitate our exercise of due diligence to prevent and detect criminal conduct and non-compliance.

Our Compliance Program is founded on the laws applicable to the Company, the standards and principles reflected in this Code of Ethics and Business Conduct (Code) and various related Company policies and procedures. A critical component of the Compliance Program is the requirement that members of the UNS Energy Board of Directors (Board) and our officers and employees always comply with the law, the Code and our Company policies and procedures. For simplicity, officers and employees are collectively referred to in the Code as "employees."

Jack Wolcott, our Corporate Compliance and Ethics Manager, manages the Compliance Program with oversight from Todd Hixon, Chief Compliance Officer and the Corporate Compliance Committee and with the assistance of our Compliance and Ethics Department staff.





Purpose of the Code

The Code is a set of guidelines that provides resources and guidance to help us act ethically and comply with our legal obligations. Because we are required to follow the Code in carrying out our work duties, it is critical that you are familiar with the Code and understand how it relates to the work you do for the Company.

The Code supplements our Company policies and procedures, which employees and the Board are also expected to understand and follow. To that end, you should also review and be familiar with the Company's policies and procedures, in particular those that are specific to your department or otherwise relate to your job.

Contractors who perform work for the Company are also required to act ethically and comply with all applicable policies, procedures and laws. See the [*Company's Contractor Code of Business Conduct*](#) for more information.



Company Policies and Procedures can be found under the "[Policies](#)" button on the Company Intranet site.

Following the Code

Compliance with the Code is not optional – rather, it is a core responsibility of each of us. Remember that behavior that violates the Code can put us all at risk, including by damaging the Company's reputation and potentially leading to fines and criminal liability for the Company and individual employees. Any employee who violates the Code may be subject to corrective action, including, if appropriate, termination of employment. Supervisors, managers, directors and officers may also be subject to corrective action if they know an employee is considering doing something that violates the Code and do nothing to stop it, or they know that an employee has violated the Code and fail to take appropriate action.

Assistance with the Code

If you ever are unsure of how to interpret or apply the Code or handle a particular ethical situation, you should first refer to the Code and talk to your supervisor or anyone in the Compliance and Ethics Department. If you prefer to speak to someone else, please contact any of the individuals listed under “Reporting Concerns and Getting Help” below.

Reporting Concerns and Getting Help

If you have a concern about a potential violation of the law, the Code or any of the Company’s compliance-related policies, you are encouraged to promptly discuss the concern with:

- Your supervisor,
- Another member of your chain of command,
- Our [Human Resources Department](#),
- Our Corporate Compliance Coordinator, Raquel Skondin, (520) 396-2966 or (520) 633-8611 (cell),
- Our Corporate Compliance and Ethics Manager, Jack Wolcott, (520) 884-3770 or (520) 330-1871 (cell),
- Our Chief Compliance Officer, Todd Hixon, (520) 884-3667 or (520) 241-9270 (cell), or
- Any member of the Corporate Compliance Committee, listed on [page 26](#).

To the extent possible and consistent with our legal obligations and effective investigations, we will keep confidential all ethics or compliance reports and the identities of the reporter and the person(s) implicated by the report. Please note, however, that we may be required to disclose certain criminal or illegal actions to regulatory agencies or other authorities.

If you are uncomfortable using any of the reporting methods offered above, you may use the Company’s Ethics Helpline, hosted by our third-party provider, NAVEX, at the listed number or website address. Reports can be made anonymously using the Ethics Helpline.



ETHICS HELPLINE

1-866-294-5534 or

<http://fortis.ethicspoint.com>

After you complete a report on the Ethics Helpline, you will be assigned a unique code called a “report key.” Write down your report key and password and keep them in a safe place because you will need them to access your report and any related responses or questions. Although Ethics Helpline reports can be made anonymously, please keep in mind that it is often more difficult to effectively investigate an anonymous report. To allow a faster and more thorough investigation, we encourage you to provide contact information.

If you choose to remain anonymous, it is essential that you follow up on your report periodically in case we have questions or need additional information to help us effectively investigate.

All reports of potential or actual compliance violations must be made in good faith. To preserve the integrity of our reporting system, any employee who knowingly makes a false, malicious or bad faith report or allegation may be subject to corrective action.

Our Commitment to Prevent Retaliation

The Company does not tolerate retaliation in any form by management or any other individual or group against any employee who, in good faith:

- Based on a reasonable belief, reports a potential or actual violation of the law, the Code or Company policies or procedures,
- Supports such a report made by another employee,
- Raises an ethics or compliance-related question, or
- Participates in any ethics or compliance-related investigation.

This protection extends to any report made in good faith but which proves to be mistaken or not substantiated.



To learn more about the Company's commitment to prevent retaliation, see our [Whistleblower Policy \(CORP-03\)](#), or visit our [Compliance intranet page's FAQs and Tools link](#).

Investigations

Upon receiving a good-faith report of a compliance concern, we will promptly begin an investigation and take all action appropriate to prevent or correct any violation. Any recommended corrective action resulting from the investigation will be communicated to the impacted employee's supervisor in order to help prevent the issue from happening again.

If a concern is raised involving the conduct of a member of the Company's senior leadership team (director, senior director or officer), the report will be reviewed by our Chief Compliance Officer, who will determine how the investigation will be conducted, including by potentially hiring outside counsel. If a concern is raised involving the conduct of our Chief Compliance Officer, our Chief Executive Officer will determine how the investigation will take place.



SCOTT NEWBY
SGS TRAINING SPECIALIST

I am afraid that if I report a concern online through the Ethics Helpline, the Company will be able to identify me by my computer's address. How can I be sure that I will remain anonymous when making an ethics or compliance report through the Helpline website?

QUESTION

ANSWER

The Ethics Helpline is run by an independent third party which does not share any information about the identity of anonymous reporters. The Company is committed to protecting employees' anonymity and does not try to learn the identity of anyone who anonymously raises a concern, including through the Helpline website. However, if you are still concerned about your anonymity, you can access the Helpline through a public computer, call the Helpline telephone number, or contact the Compliance and Ethics department anonymously.

Please note that not all issues are appropriate to address through the Ethics Helpline. See the [Compliance and Ethics FAQs](#) on the Compliance intranet page for more information.



RAQUEL SKONDIN
COORDINATOR, CORPORATE
COMPLIANCE & ETHICS

Compliance Roles and Responsibilities

The Company, all employees and the Board have important shared responsibilities to ensure we maintain our high ethical standards and uphold our values and culture of compliance. Our specific responsibilities are as follows:

Company Responsibilities

- Implement and enforce the Code,
- Review and update the Code as appropriate,
- Annually distribute the Code to employees and the Board and obtain from each of them an acknowledgement that they have read, understand and agree to comply with the Code,
- Create and maintain a workplace that promotes ethical conduct; integrity; trustworthiness; safety; diversity, equity, and inclusivity (DEI); and Code compliance as the most important principles in all business activities and relationships,
- Provide continuous training about the meaning and use of the Code, and a way for employees to obtain advice and guidance about the meaning and use of the Code,
- Ensure employees are able to anonymously and/or confidentially report actual or suspected Code violations without fear of retaliation,
- Investigate promptly any charges or indications of illegal or unethical conduct, and promptly address the conditions causing or contributing to any improper conduct,
- Provide appropriate corrective action for Code violations or failure to take appropriate steps to detect, report or address such conduct, and
- Audit and monitor Company-wide compliance with the Code to foster a work environment with high ethical standards where employees can focus on achieving excellence and driving sustainability.

Employee and Board Member Responsibilities

- Read, understand and follow the Code,
- Complete Company training programs on the Code,
- Seek advice from appropriate Company sources with questions about the meaning or use of the Code,
- Contribute to a workplace environment that promotes following the Code, including by leading by example,
- Demonstrate through daily conduct your personal commitment to following the Code,
- Refuse to tolerate any conduct by any employee, Board member, supplier, customer, consultant, or any other person or organization with whom the Company has a relationship, that violates the Code or that otherwise is inappropriate or improper, and
- Report any actual or suspected violation of the law, the Code, or other Company policies and procedures, including any instances of actual or suspected retaliation, as provided in the Reporting Concerns and Getting Help section on [page 4](#).





Additional Responsibilities for Supervisory Personnel

In addition to the employee responsibilities on [page 6](#), Company supervisory personnel have a special responsibility for implementing and enforcing the Code, working to ensure that Code violations do not occur and discovering and reporting violations if they do occur. The specific additional supervisor responsibilities are as follows:

- Ensure that all employees under your supervision have ready access to the Code and read and understand its requirements, including the duty to report actual or potential Code violations and the procedures for making such a report,
- Ensure that all employees under your supervision receive appropriate training in the meaning and use of the Code,
- Promptly refer to the Compliance and Ethics Department any actual or potential Code violation that you observe or which is reported to you,
- Maintain a workplace environment that stresses commitment to the Code, and demonstrate your own commitment to the Code by managing your areas of responsibility in strict accordance with the Code, and
- Maintain a workplace that encourages open communication about Code requirements and reporting of actual or potential Code violations free from the fear of retaliation.

Ethics and Standards of Business Conduct

The Company expects our employees and Board to always act according to general standards of business conduct and ethical behavior. Specifically, in addition to the compliance responsibilities covered elsewhere in the Code, our employees and Board should not engage in any of the following activities, each of which is against Company policy and may be illegal:

- Violate any law or regulation,
- Influence the judgment or conduct of anyone in a position of trust or authority by offering, giving, asking for, promising, or receiving gifts or favors,
- Misuse, abuse or steal the Company's or anybody else's property,
- Commit fraud* or otherwise purposely mislead by making a false representation or through concealment,
- Participate in dishonest conduct (e.g., lie or cheat),
- Intentionally injure someone or their property,
- Violate safety protocols, rules or practices, including tampering with safety devices and/or equipment,
- Discriminate against anyone on the basis of any protected characteristic,
- Bully, coerce, or maliciously gossip about or disparage others,
- Threaten, intimidate, or engage in acts of violence against any person,
- Engage in any other conduct that violates any Company policy or procedure, whether in person, by e-mail, text message or telephone, on social media, or in any other fashion, or
- Retaliate against an employee for reporting a violation of the law, the Code or Company policy.

**For the purposes of the Code, "fraud" means any intentional act or omission (including withholding information) that relies upon deceit to cause harm to an individual or entity and produces a gain to another, including financial gain or competitive advantage. It is a knowing misrepresentation of the truth or omission of a material fact that causes an individual or entity to act based upon the deception to their own detriment. Fraud covers a broad category of acts or omissions including fraudulent financial and non-financial reporting, misappropriation of assets and illegal acts.*



MICHAEL NAY
APPRENTICE HEAT OPERATOR

One of my coworkers reported an employee conduct concern to their supervisor and it was investigated by Human Resources and the Compliance and Ethics Department. After a few months, it seemed like nothing happened to the person whose conduct was reported. Why does it seem as though nothing was done to address my coworker's concern?

QUESTION

ANSWER

We value all employees at UNS and take employment decisions very seriously. We have a process for investigating concerns and applying progressive discipline to address performance concerns or substantiated violations of Company policy or the Code. On most occasions where an employee violates our Code of Ethics, and termination is considered, the Corporate Compliance Committee reviews the circumstances and, after careful consideration, makes the determination. The process is confidential to protect those individuals involved and may "seem as though nothing was done" to those not involved in the process.



CARRIE PYE
HR BUSINESS INTEL
ANALYST LEAD

Workplace Conduct

Harassment-Free, Professional Workplace

The Company is committed to providing employees a safe workplace and does not tolerate any form of harassment, whether based on race, color, religion, sex (including pregnancy, sexual orientation or gender identity), national origin, age, disability, and genetic information (including family medical history) or any other legally-protected characteristic. The Company is also committed to providing employees with a respectful and professional workplace, and we expect our employees to treat one another, as well as third parties, with respect and dignity and in a manner that ensures a safe and professional working environment.



To learn more, [click here](#) to view HR-10 Disability, Non-Discrimination and Accommodation Policy.

Employee Health and Safety

The Company takes seriously the safety of our employees and is committed to fully complying with all applicable health and safety laws. Every employee is responsible for establishing and maintaining a safe work environment and is expected to comply with all health and safety laws and Company policies. All employees are responsible for immediately bringing to their supervisor's attention any hazardous condition in the workplace.



See our [Safety Policies](#) for more information.

Equal Employment Opportunity

The Company complies with equal opportunity and affirmative action laws, which prohibit discrimination in employment based on race, color, religion, sex (including pregnancy, sexual orientation or gender identity), national origin, age, disability, and genetic information (including family medical history) or any other legally-protected characteristic. These laws are intended to ensure that people are treated fairly throughout the employment process. The Company is committed to the principles of equal opportunity in recruiting, hiring, training, transferring and promoting employees and recognizes the duty to provide equal employment opportunities to all qualified individuals. The Company has affirmative action plans to ensure that all personnel actions are applied equally, fairly and consistently to all employees without regard to any legally protected characteristic.

Labor-Management Relations

The Company recognizes the right of every employee to organize and bargain collectively through union representatives. Employees must not attempt to improperly influence the actions of an officer or employee of a labor organization in their capacity as a labor organization representative.

Workplace Violence

Violent behavior of any kind or threats of violence, whether implied or direct, are not tolerated and are prohibited on Company property, at Company-sponsored events and at any Company worksites.



See our [Threatening Behavior and Workplace Violence Prevention and Response Policy \(SAF-SEC-02\)](#) for more information.

Firearms Policy

Because the Company is committed to providing a safe workplace, free from threats, intimidation and violence, the Company prohibits firearms in the workplace, except in limited, pre-approved circumstances.



See our [Corporate Firearms Policy \(SAF-SEC-01\)](#) for more information.

Drugs and Alcohol in the Workplace

The Company is committed to a work environment free from the illegal or inappropriate use of drugs or alcohol. Any employee whose job performance or behavior indicates they may be impaired while engaged in Company business may be requested by management to submit to drug and/or alcohol testing according to Company policy. Violation of any Company substance abuse policy is a serious offense and may lead to corrective action up to and including termination of employment.



See the applicable subsidiary company substance abuse policy ([TEP/UES](#)) and employee handbook for more details ([TEP/UES](#)).



SAM D'ALMEIDA
COMMUNICATIONS ENGINEER III

My coworker has been irritable with others at work lately, and today he behaved aggressively to me. The incident made me feel afraid, and I think maybe I should say something but I don't want to make the situation worse. What should I do?

QUESTION

ANSWER

You should report this incident to your supervisor or Human Resources immediately. Our Company is committed to maintaining a workplace that is free of intimidation, violence or the threat of violence.

For more information, including recommended response and reporting actions, see [SAF-SEC-02, Threatening Behavior and Workplace Violence Prevention and Response Policy](#).



JEREMY KELLY
MANAGER, ENTERPRISE SECURITY

Conflicts of Interest

Employees and the Board must avoid any business, financial or other relationship where their personal interests conflict with, or appear to conflict with, the Company's interests. A conflict of interest arises when an employee or Board member has an opportunity for personal gain (other than regular employment compensation) because of their position with the Company or when such individual has personal interests that are inconsistent with Company interests. A few common examples of conflicts of interest include:

- Having another job that interferes with the performance of an employee's role at UNS,
- Making a material financial investment in an organization that competes with, or supplies goods or services to the Company,
- Accepting gifts, payments, loans, or offers of employment from people or organizations that are doing or seeking to do business with the Company, or
- Having a personal relationship with somebody in the same vertical line of supervision.

One of the best ways to determine whether a conflict of interest exists is to ask yourself:

"Is my decision to do something based on the Company's best interest?"

If the answer is no, a conflict of interest may exist, and you are obligated to report it.

Let your area Vice President know about any potentially significant interest you or any family member may have in any company that competes with the Company or is doing business, or seeking to do business, with the Company (other than receiving routine electrical or gas service). This will allow the Company to evaluate that interest and ensure that your job responsibilities will not require you to make decisions that could be influenced by that interest. A "significant" interest means anything substantial enough to influence judgment or interfere with the best interests of the Company. In addition, all employees should disclose any potential or actual conflict of interest when completing the Conflict of Interest Questionnaire during the Company's annual compliance training.



See our [Conflict of Interest Policy \(CORP-02\)](#) for more on identifying, addressing and reporting conflicts of interest.



Outside Employment

Employees are generally not precluded from working outside the Company or being involved with other companies. However, employees are expected to treat their job with the Company as their primary occupation and any outside employment or involvement must not interfere or appear to interfere with the performance of the employee's Company job. Employees are expected to spend their assigned Company work hours performing work for the Company and should not take a second job that interferes with Company work hours, or creates, or appears to create, a conflict of interest, including by working for a competitor or starting a business that competes with the Company.

Charitable Organizations and Serving on Boards

You are encouraged to participate in charitable, civic or other community organizations, provided those activities do not interfere with your job with the Company or create, or appear to create, a conflict of interest. Before agreeing to serve on the board of directors or similar body of a for-profit enterprise or government agency, you must obtain Corporate Compliance Committee approval. Serving on the board of directors of a nonprofit organization does not require prior approval, provided such appointment does not pose a conflict of interest with the Company in respect to any of the Company's contributions or supply of services to the organization.

In dealing with potential conflicts, the best practice is to refer to our Conflicts of Interest Policy and ask advice from your supervisor, Human Resources, Legal, the Compliance and Ethics Department, or a member of the Corporate Compliance Committee.

Or, if you are not comfortable with those avenues, the potential Conflict of Interest can be reported by using the Company's Helpline at <http://fortis.ethicspoint.com> or (866) 294-5534.

Responsibilities to Customers, Suppliers, and Competitors



MIHO CHUREI
LEAD ACCOUNTANT

My coworkers and I disagree with a recent promotion decision made in our department. The employee who received the promotion has less experience than others, and we think that she was only promoted because her uncle is a Director in another business area. Doesn't the Company have rules that prohibit nepotism?

QUESTION

ANSWER

The Company's Conflict of Interest Policy contains guidelines on managing personal relationships, but the scenario you've described here may not necessarily represent a violation. Managers, generally with advice from Human Resources and subject matter experts on the role, are given discretion to choose the most qualified candidate to fill a vacancy or new position. If that candidate happens to be related to another Company employee, the relationship does not by itself preclude the candidate from being selected, provided they were the most qualified candidate. However, if the employee and supervisor had been in the same vertical line of supervision, their relationship would constitute a conflict of interest under Company policy and would require a pre-approved exception as outlined in the Company's Conflict of Interest Policy, CORP-02.



KRISTY PORTER
DIRECTOR, TOTAL REWARDS
& HR OPERATIONS

Bribes and Kickbacks

Bribes and kickbacks are illegal. All Company transactions must be handled in a way that avoids any question of illegal or improper payments or any suspicion of wrongdoing. All transactions must be properly entered in the Company's accounting records.

Gifts, Favors, Payments and Entertainment

In carrying out business for the Company, we all must maintain the highest ethical standards, including in the context of giving or receiving gifts, entertainment or favors while conducting Company business. In general, employees may occasionally give and/or receive appropriate business gifts incident to their work, but only if the gifts are legal, valued at \$200 or less, per vendor, per year, and not given or received with the intent to influence or to secure personal advantage.

Except as specifically permitted by law, payments, gifts or entertainment provided to government officials or personnel are strictly prohibited.



See our [Corporate Business Gifts and Entertainment Policy \(CON-GA-21\)](#) for acceptable practices regarding business gifts.

Payments to Agents and Consultants

All payments to agents or consultants acting on behalf of the Company must be made in accordance with sound business practices and be reflective of the reasonable value of the services performed. Employees must not knowingly aid any person or entity to circumvent laws or defraud the interests of the Company's investors or creditors.

Sales and Marketing

All information you provide about the Company's products and services, including when conducting sales and marketing activities, must be clear, accurate and truthful.

Antitrust Matters

Antitrust laws relate to our dealings with customers and competitors, including when the Company is the seller or buyer of electricity, natural gas or other products or services. Federal and state antitrust laws, which are an important means of maintaining an open, competitive marketplace, prohibit a wide range of practices that could restrain trade or limit competition (e.g., bribery, price fixing, bid rigging, etc.). No agreements or understandings of any kind may be made with our competitors, suppliers or customers to fix, stabilize or control prices in violation of the antitrust laws. Also, employees should not enter into any agreement or understanding with competitors to boycott certain customers or suppliers. Antitrust violations can cause serious consequences including fines and imprisonment.



MIA WILLIAMS
REAL TIME ENERGY SCHEDULER I

We have a request for proposal in process and the current vendor, who is bidding in the RFP would like to host our next status meeting at the Top Golf complex, at their expense. Is it okay for our team to attend?

QUESTION



CARLOS CABALLERO
PROCUREMENT SPECIALIST-SERVICE

ANSWER

Based on the circumstances you've described, your team should not attend and the vendor's invitation should be reported to your area Vice President. Requesting, accepting or giving anything which creates an appearance of impropriety or suggests an attempt to influence or to secure personal advantage is not permitted. Because the Company is currently considering this vendor for award of the service contract, your team's acceptance of this business gift could cause other competitors in the bid process to believe this vendor may have an unfair advantage in being selected as the successful bidder.

Protecting Company Assets

Company Resources

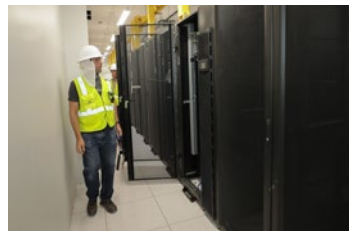
Every employee is responsible for protecting the Company's assets, from misuse or misappropriation. Employees must not obtain, use or divert any Company property for personal use or benefit or use the Company's name or purchasing power to obtain personal benefits. All Company assets must be used lawfully in furtherance of Company objectives.

Company Resources, include tangible things like:

- Cash,
- Tools, supplies and materials (including scrap and salvage),
- Vehicles and equipment,
- Computers and mobile devices, and
- Facilities and real estate.

and intangible things like:

- Employees' paid time,
- Corporate opportunities,
- Intellectual property, and
- Trade secrets and other Company information.



See the [Legal Review of Contracts Policy \(LEG-SV-09\)](#), [Legal Statement of Work Policy \(LEG-SV-10\)](#), [Electronic Storage of Contracts Policy \(LEG-SV-11\)](#) and the [Contracts Development Process Policy \(LEG-SV-12\)](#) for information regarding Company contracts.

For Procurement contracts, see the [Contract Development & Administration Procedure \(MAC-PR-26\)](#), the [Sole Source or Single Source Purchases Procedure \(MAC-PR-27\)](#) and the [Formal Solicitation Policy \(P&C-01\)](#).

Company Communication Devices

Use of the Company's communication devices, including phone systems, computers, and mobile devices, is intended to be for business purposes only. Incidental personal use may be permitted provided such use does not negatively impact productivity, compromise system security or capacity or contravene the law or Company policy. Such devices may not be used for improper or illegal activities, such as the communication of defamatory, pornographic, obscene or demeaning material, hate literature, inappropriate blogging, illegal gambling, copyright infringement, harassment, obtaining illegal software or files, or any other conduct prohibited under the Code. The Company monitors and audits its communication resources for improper usage, security purposes and network management.



To learn more about the Company's communication devices or social media guidelines, visit our [intranet policies and procedures page](#) and click on MIS-IS-12, Information Security and Acceptable Use Policy or HR-08, Social Media Policy.



Cyber and Data Security

Cyber and data security are important concerns for the Company. To protect our Company-related data, never open suspicious emails, attachments or links, reveal your computer password to anyone, or download software onto any Company device without receiving permission from Information Services Security.



See our [Company IT-related policies](#) for more information.

Accounting and Financial Integrity

All business transactions are required to be accurately recorded as required by applicable laws and regulations, generally accepted accounting principles, and Company policies, procedures and internal controls. Company funds are to be used only for lawful and proper purposes. All bank accounts containing Company funds will be established and maintained in the name of UNS Energy or the applicable subsidiary. All assets, liabilities, transactions, and accounts involving Company funds will be clearly and accurately identified in the books and records of the Company.

Specifically, employees shall not do any of the following:

- Make any false or artificial entries in the Company's books and records for any reason,
- Cause the Company's books or records to be incorrect or misleading in any way,
- Participate in creating a record intended to conceal any improper transaction,
- Delay the prompt or correct recording of disbursements of funds,
- Hinder or fail to provide full disclosure with our internal or external auditors, Chief Financial Officer or other officers, to ensure that all issues relating to internal and external audit reports are resolved,
- Conceal knowledge of any untruthful, misleading or inaccurate statement or record, whether intentionally or unintentionally made, or
- Conceal or fail to bring to the attention of appropriate supervisors transactions that do not seem to serve a legitimate Company commercial purpose.

Employees must report any suspected violation of any of these prohibitions, or of any accounting standards or securities laws and regulations, as set forth in the Reporting Concerns and Getting Help section on [page 4](#). If you receive any inquiry from a financial analyst or others associated with the financial and investment communities, you are required to immediately direct the inquiry to our Chief Financial Officer.



GABRIEL VANEGAS
SUBSTATION ENGINEERING SR. TECH

I sometimes have questions about whether certain expenses can be capitalized or not, and my coworkers don't always know the answer. Why is this distinction so important and whom can I contact when I'm unsure of how to classify an expense?

QUESTION

ANSWER

There are various regulations, accounting guidance, Securities and Exchange Commission regulations, and FERC regulations that govern how different items need to be recorded and reported. The Accounting group is familiar with the rules, and is available to provide assistance in getting it right, but all employees are responsible to comply with the regulations and ensure that all transactions are recorded accurately. Improper reporting has a number of consequences; it damages our reputation and can result in additional legal and auditing costs to correct errors after the fact, can lead to loss of market confidence leading to higher borrowing costs, and may result in fines or sanctions by our regulators.



AMY CHAFFON
SENIOR ACCOUNTANT

Business Expenses

Employees and the Board often pay for things on behalf of the Company while performing their job functions. The Company will reimburse employees and Board members for authorized expenses after an expense report is properly completed and submitted. Some employees have been issued Company procurement cards, which may only be used for authorized expenses.



See our [Procurement Card Policy \(MPC-01\)](#) and [Business Related Travel Policy \(HR-38\)](#) for more information regarding proper business expenses.

Internal Audit

Our Internal Audit and Risk Advisory Services Department (IA&RAS) has unlimited access to Company records, physical properties, and personnel. All employees are required to assist IA&RAS in fulfilling their departmental functions.



See the [IA&RAS Charter](#) for more information.

Intellectual Property

Federal and state laws protect intellectual property, including copyrights, trademarks, patents and trade secrets. Employees must comply with all intellectual property laws in carrying out Company business. Employees should not reproduce any copyrighted material without first determining whether such copying is allowed. Software that the Company licenses or purchases from third parties may only be used according to the terms of the license or purchase agreement, and should not be copied or distributed unless specifically allowed under the license agreement and the Company's procedures. The Company is the exclusive owner of any invention, improvement, concept, trademark or design prepared or developed by an employee in connection with their job. Please consult the Legal Services Department or the Chief Compliance Officer with intellectual property-related questions.



WILLIAM STARKEY
PROGRAMMER ANALYST II

I'm going on a business trip and want to stay an extra couple days for vacation. Can I use my ProCard for the expenses for the vacation part of my trip?

QUESTION

ANSWER

No. Costs incurred for the business portion of your trip should be charged to the ProCard, and costs for the personal portion of the trip should be separated and paid for personally. However, we understand there may be exceptions. An example of an exception: if you are staying at a hotel and rent a movie, the movie is a personal expense that will most likely be charged to your ProCard along with business-related expenses such as the room charge. When reconciling your ProCard, you need to identify the personal expense and code it as such so that the cost of the movie can be deducted from your paycheck. Other examples may include the cost of a rental car for the days it is used on your vacation, as well as meal charges that cannot be separated out when paid for family members accompanying you on your trip.

See our [Employee Expense Statement Procedure \(CON-GA-01\)](#) and [Business Related Travel Policy \(HR-38\)](#) for more information.



ROBERT SOLTERO
MANAGER, PROCUREMENT &
CONTRACT OPERATIONS

Foreign Corrupt Practices Act (FCPA)

The Company is responsible for complying with all laws governing foreign and domestic operations that reach beyond U.S. borders. The FCPA covers activities of companies and their employees, and of those acting on behalf of companies, such as foreign agents or representatives. The FCPA targets two types of misconduct: bribery or promising to pay foreign officials to obtain or retain business; and deceptive bookkeeping regarding overseas payments and transactions. The accounting standards require publicly traded companies and their subsidiaries to maintain reasonably detailed records that accurately reflect all payments and transactions. Additionally, the FCPA requires an internal control system that provides reasonable assurance that management controls the use of business assets. All employees and Board members are required to comply with the FCPA and to be extremely careful about any questionable or suspicious circumstances that may be subject to the FCPA.



See the [Fortis Anti-Corruption Policy](#) for more information.

Taxes

The Company is required to file tax forms in many jurisdictions. Our policy is to ensure that each tax filing is accurate, complete and timely made. Employees and Board members must not take any action to evade Company taxes, or assist others, including employees, Board members, vendors, customers or subcontractors, to misrepresent or evade taxes of any kind.

Corporate Records Storage and Disposal

Our Legal Services and Enterprise Content Management Departments develop and maintain policies for the storage and disposal of Company records according to regulatory and internal Company requirements. Retention and disposal of certain Company records may also be affected by litigation hold orders issued by the Legal Services Department. Employees are required to adhere to Company policies regarding record storage and disposal and any applicable litigation hold orders.



See our [records retention and management policies](#), including [Corporate Records and Document Management Policy \(ECM-01\)](#), [Litigation Hold Procedure \(LEG-SV-06\)](#), and [Corporate Records Retention and Disposal Schedule Policy \(LEG-SV-14\)](#) for more information.

Subpoenas and Pending or Threatened Litigation

If you receive or learn of a subpoena or a pending, imminent or contemplated litigation or government investigation against the Company, you must promptly contact the Legal Services Department.



Confidential Information

Company Information

Regardless of location, all Company information must be used only for its intended purpose and never for personal gain. By law, by contract or by its very nature, some Company information is confidential or proprietary and must not be disclosed to third parties. The information could be in any form, including written, oral, visual, electronic, or otherwise. Such confidential Company information includes:

- Employee information regarding salary, wages, benefits, performance, medical or other personnel data,
- Information about customers,
- Information about contractors, suppliers and vendors, including bid/proposal contents and pricing,
- Financial information, including budgets, business plans, forecasts, costs, sales and financial results,
- Financial, marketing, operating and regulatory strategies,
- Technical, trade, training, operational or other business data, and related reports and analyses,
- Inventions, technological developments and software/hardware improvements,
- Asset acquisition and sales (actual and contemplated),
- Litigation and other legal and regulatory matters, including draft regulatory filings, or
- Copies of certain executed Company contracts.

Confidential information does not include information that is or becomes:

- Generally available to the public (unless through unauthorized disclosure), or
- Available from a source other than UNS (if the source was not prohibited from disclosing the information).



JARED DANG
LEAD PRICING ANALYST, RATES

I need a vendor to perform services for my business unit and the vendor would like to receive and review certain financial and technical information prior to providing a quote or bid. Can I share such information?

QUESTION

ANSWER

If the information to be shared is not publicly available, you should only share such confidential information after entering into a nondisclosure agreement with the vendor. Contact Legal Services or Procurement for assistance with nondisclosure agreements.



CHIARA DURANDO
ASSISTANT GENERAL COUNSEL &
CORPORATE PRIVACY OFFICER

You may not disclose any confidential or proprietary information about the Company, or any person or organization with which the Company has a current or potential business relationship, to any person or entity, either during or after service with the Company, except (i) as set forth in a validly executed non-disclosure or confidentiality agreement, (ii) in furtherance of the business of the Company, (iii) with the written authorization of the Corporate Compliance Committee, or (iv) as may be required by law.

You should always take appropriate security precautions when using Company communication devices to transmit or receive confidential, sensitive or proprietary information. Employees are required to return all Company proprietary and confidential information in their possession to the Company immediately upon the termination of their employment with the Company. If you are entering into a transaction and there is a need to share confidential information, contact the Legal Services or Procurement and Contracts Department so that the appropriate non-disclosure agreement can be put in place. If you have any questions about the confidentiality of any particular Company information, including with respect to any outside requests for such information, contact the Legal Services Department.

Customer Data

Privacy is essential in the Company's relationships with its customers. It is Company policy to not release customer information to anyone other than the customer without the customer's prior written or electronic permission, unless that information is required by law enforcement or other public agency, or it is reasonably necessary for legitimate account collection activities or to provide safe and reliable service to the customer. Such information includes customer lists, and customer phone numbers, social security numbers, addresses and payment information. Contact the Legal Services Department with any questions.



DAVID PAGE
CUSTOMER CARE REPRESENTATIVE

I'd like to catch up with an old friend.
Can I look them up in CC&B?

QUESTION

ANSWER

No, just as you would want your personal information protected, we also protect the information of our customers. Only authorized users on the customer's account may request this information and only for legitimate business reasons.



REGINA ROWDEN
SUPERVISOR, CUSTOMER CARE CENTER



JANET ZHANG
ANALYST II, CAPITAL RESOURCES

There is a candidate who I know would really help the Company if he got elected. Can I use some of my budgeted Company funds to contribute to his campaign?

QUESTION

ANSWER

No. The Federal Election Campaign Act prohibits corporations from contributing corporate funds to federal candidates. The State of Arizona applies this portion of the federal election laws to candidates running for state offices, prohibiting corporate contributions to statewide and legislative candidates. Employees are encouraged to contact the TEP Government Relations Department or a member of the UNS Energy Political Action Committee (PAC) with questions about political contributions. The UNS Energy PAC contributes money on behalf of employees to candidates who understand our industry issues and support our efforts to provide safe, reliable energy.

Employees may also contribute to a candidate with their own personal funds, but may not use any Company monies for the contribution.

TERESA BRAVO
GOVERNMENT RELATIONS REP II



Responsibility to the Public

Federal Energy Regulatory Commission (FERC) and Arizona Corporation Commission (ACC)

Many aspects of the Company's business are governed by the FERC and/or the ACC. Both of these regulatory bodies have codes of conduct and other rules and regulations that the Company must follow. As a Company employee, you are also expected to follow these codes of conduct and associated rules and regulations. Contact your supervisor or a member of the Legal Services Department to determine which codes of conduct and other rules and regulations apply to you.

Political Activities and Contributions

Employees are encouraged to be well informed, responsible citizens. While you may support candidates, political parties or other causes during your personal time with your own resources, you may not use Company funds, property or other resources to support any political party or candidate. You should not, directly or indirectly, exert influence on any other employee to support any political cause, party or candidate, including by advocating your own political views to others in the workplace. Any attempt at such exertion of influence is considered a violation of the Code and must be reported accordingly. Employees should use caution when expressing their own political views at work to ensure a respectful workplace is maintained. All employees are required to comply with all laws and regulations related to political and lobbying activities on behalf of the Company.

Federal and state laws governing campaign contributions by companies are very complex. In general, companies may not directly make campaign contributions. However, state and federal laws do allow the formation of a political action committee (PAC) by employees of a company to solicit contributions from management and certain employees. The UNS Energy Corporation PAC has been organized for that purpose.

Securities Laws and Insider Trading

The Company is required to comply with the various Canadian and U.S. federal, provincial and state laws that regulate the trading of the public securities of both Fortis Inc. (Fortis) and the Company. Canadian and U.S. securities laws require the Company to provide full, fair, accurate, timely and understandable disclosure in Fortis's and the Company's various financial reports and other official documents. If you are aware that the Company failed to disclose a material fact or correct a material misstatement in any of the Company's disclosure documents, you should immediately bring it to the attention of the Chief Financial Officer, the Chief Compliance Officer or a member of the Corporate Compliance Committee.

It is a violation of securities laws and the Code for an employee in possession of Material Information to trade or tip others to trade in the securities of the Company, Fortis, or any other Fortis affiliate, or the securities of any party to any undisclosed transaction to which the Company or any other Fortis entity is a party. For the purpose of the Code, "Material Information" is any non-public information relating to the business and affairs of the Company, Fortis, or any other Fortis affiliate that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of Fortis's or the Company's securities, and includes any information that a reasonable investor would consider important in making an investment decision.

Employees and the Board are subject to the Fortis Inc. Insider Trading Policy regarding trading in Fortis securities, and the UNS Energy Corporation Insider Trading Policy regarding trading in Company securities (collectively, the Securities Trading Policies). The Securities Trading Policies were adopted to ensure you comply with all applicable Canadian and U.S. laws and regulations governing insider trading. If an employee or Board member has, or believes they may have, Material Information relating to the Company, Fortis, or any other Fortis affiliate, neither that person nor any related person may buy or sell securities of the Company (including UNS Energy and Tucson Electric Power Company) or Fortis, or engage in any other action to take advantage of, or pass on to others, that information.



Please refer to our Securities Trading Policies (Fortis/UNS Energy) prior to trading in, or providing anyone else with information to trade in, the securities of Fortis or the Company. Any questions regarding the Securities Trading Policies, what constitutes "Material Information," or insider trading generally should be directed to our General Counsel.

Environmental Compliance and Protection

The Company is subject to a complex set of federal, state, and local environmental laws and regulations. The policy of the Company is to comply with those laws and regulations. Each employee must be aware of environmental requirements and must exercise good judgment regarding the environmental impact of the Company's operations. If you discover a potential violation of environmental laws or regulations, immediately notify your supervisor, environmental leadership for your business area, and/or your area Vice President. Also, if appropriate, notify the Corporate Environmental Services Department, the Legal Services Department, the Chief Compliance Officer or a member of the Corporate Compliance Committee.



For additional information or support, please visit the [Corporate Environmental Services Intranet page](#) or otherwise contact Environmental Services or Legal Services.



Acknowledgment

As a condition of employment with the Company, each employee is required to certify at least annually that they have read, understand and will comply with the Code.

Waivers

While it is not presently the intent of the Board to grant waivers, should the Board decide to grant a waiver of compliance with a provision of the Code in the future, any such waiver must be approved by the Board's Audit and Risk Committee.

Corporate Compliance Committee

- Amy Welander, VP, General Counsel, (520) 884-3655 or (520) 661-4981 (cell)
- Caleb Adcock, VP, Finance, (520) 403-4556 (cell)
- Chris Norman, VP, Public Policy & Corporate Strategy, (520) 884-3649 or (520) 661-7637 (cell)
- Cynthia Garcia, VP & CIO, Energy Delivery & Safety, (520) 918-8246 or (520) 360-0197 (cell)
- Dallas Dukes, VP, Customer Experience, Programs & Pricing, (520) 884-3729 or (520) 990-1759 (cell)
- Erik Bakken, Senior VP, Energy Resources/Chief Sustainability Officer, (520) 918-8351 or (520) 405-7282 (cell)
- Frank Marino, Senior VP & CFO, (520) 745-3448 or (520) 307-3216 (cell)
- Gail Zody-Serbia, VP, Human Resources, (520) 884-3917 or (520) 965-7236 (cell)
- Lisa Hoyer, Director, Internal Audit, (520) 917-8437 or (520) 235-1417 (cell)
- Mike Sheehan, VP, Fuels, Resource Planning, & Wholesale Marketing, (520) 884-3656 or (520) 861-8161 (cell)
- Terry Nay, VP, Energy Resources, (520) 571-4106 or (520) 390-9253 (cell)
- Todd Hixon, Senior VP & Chief Compliance Officer, (520) 884-3667 or (520) 241-9270 (cell)



CODE OF ETHICS

COMPANY VALUES

CORPORATE POLICY/PROCEDURE CENTER

CON-GA-01, Employee Expense Statement	LEG-SV-11, Electronic Storage of Contracts
CON-GA-21, Gifts & Entertainment	LEG-SV-12, Contracts Development Process
CORP-02, Conflicts of Interest	LEG-SV-14, Corporate Records Retention and Disposal Schedule
CORP-03, Whistleblower	MAC-PR-26, Contract Development & Administration
CORP-05, Non-Business Use of Company Resources	MAC-PR-27, Sole Source/Single Source Purchases
ECM-01, Corporate Records Mgmt	MIS-IS-12, Information Security & Acceptable Use
Employee Handbooks (TEP/UES)	MPC-01, Procurement Card
Environmental Services	P&C-01, Formal Solicitation
Fortis Anti-Corruption	Safety Policies
HR-08, Social Media	SAF-SEC-01, Corporate Firearms
HR-38, Business-Related Travel	SAF-SEC-02, Threatening Behavior & Workplace Violence Prevention and Response
Internal Audit & Risk Advisory Services (LARAS) Charter	Securities Trading (Fortis/UNS Energy)
Information Services Policies	Statement of Work/Contract Administration
LEG-SV-03, Personal Information Protection	Substance Abuse (TEP/UES)
LEG-SV-09, Legal Review of Contracts	TRA-SV-07, Assignment and Use of Company Vehicles
LEG-SV-10, Legal Statement of Work	

All corporate policies and procedures are located on inside.uns.com