

**FIRSTENERGY CORP.**  
**BOARD OF DIRECTORS**  
**CODE OF ETHICS AND BUSINESS CONDUCT**

The Board of Directors (the “Board”) of FirstEnergy Corp. (the “Company”) has adopted the following Code of Ethics and Business Conduct (the “Code”) for directors of the Company. This Code is intended to provide guidance to directors to help them recognize and deal with ethical issues, to help foster a culture of honesty and accountability, and to provide mechanisms to report unethical conduct. Each director must comply with this Code.

No code or policy can anticipate every situation that may arise. This Code does not attempt to describe all possible ethical issues or conflicts of interest which could develop. It is impractical to try to list every situation or circumstance that might lead to a conflict of interest. Accordingly, this Code is intended to serve as a guideline for directors and foster a culture of honesty and accountability. Directors are encouraged to promptly bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Corporate Governance Committee, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code and the Company’s Code of Business Conduct, both of which apply to directors that also serve as officers. Any waiver of the Code may be made only by the Board or a Board committee and must be disclosed to shareholders within four business days in accordance with applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange (“NYSE”).

**I. CONFLICT OF INTEREST**

Directors must avoid any conflicts of interest between the director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed fully, promptly and accurately to the Corporate Governance Committee.

A “conflict of interest” can occur when a director’s direct or indirect personal interest is adverse to or interferes with – or may appear to be adverse to or interfere with – the interests of the Company as a whole. Conflicts of interest also arise when a director, or a member of his or her immediate family<sup>1</sup>, receives improper personal benefits as a result of his or her position as a director of the Company, or when a director takes actions or has interests that make it difficult for such director to perform his or her duties objectively and effectively.

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<sup>1</sup> General Commentary to NYSE Section 303A.02(b) defines “immediate family” to include a person’s spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who share such person’s home.

The more common conflicts from which directors must refrain are as follows:

A. Third Party Relationships

Directors shall not participate in any conduct or activities that are inconsistent with the Company's best interests or that impair or disrupt the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.

B. Compensation

Non-employee directors shall not receive compensation for service as a director of the Company other than director's fees and benefits.

C. Gifts and/or Gratuities

A director and members of his or her immediate family may not accept gifts and/or gratuities from entities or persons who deal with the Company where acceptance of the gifts and/or gratuities could create the appearance of a conflict of interest or where any such gift and/or gratuity is being made in order to influence the director's actions as a member of the Board.

D. Personal Use of Company Assets

Directors shall not use Company information, assets or labor for personal use unless approved by the Chairman of the Board, Chief Executive Officer or Chief Ethics Officer as part of a compensation or expense reimbursement program available to all directors.

E. Company Loans

Directors shall not accept or request loans or guarantees of obligations from the Company.

II. CORPORATE OPPORTUNITIES

Directors have a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors are forbidden from: (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's information, assets, or position for personal gain; or (c) competing with the Company for business opportunities, provided, however, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

III. CONFIDENTIAL INFORMATION

Directors shall maintain the confidentiality of confidential information entrusted to them by the Company and any other confidential information about the Company or its customers that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. In addition, Directors shall not buy or sell Company stock or other

publicly-traded securities of the Company until information that constitutes “material non-public information” is known by the general public. “Material non-public information” is information which an investor would likely consider to be important in making a decision whether to buy, sell or hold the Company’s stock or other securities.

#### IV. PROTECTION AND PROPER USE OF COMPANY ASSETS

Directors shall protect the Company’s assets from loss, theft, misuse and waste. Directors shall also ensure that the Company’s assets are being used efficiently and for legitimate business purposes.

#### V. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Directors shall comply, and oversee and proactively promote compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws.

#### VI. FAIR DEALING

Directors shall deal fairly with and oversee fair dealing by employees and officers with the Company’s customers, suppliers, competitors and employees. Directors shall not take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or through any other unfair-dealing practice.

#### VII. ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

Directors shall proactively promote ethical behavior and take steps to ensure the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Company’s Code of Business Conduct to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

#### VIII. COMPLIANCE PROCEDURES

Directors shall communicate any potential or suspected violations of laws, rules, regulations and this Code promptly to the Chairman of the Board, Chief Executive Officer, Chief Ethics Officer, or Chair of the Corporate Governance Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and prompt, appropriate and consistent action will be taken in the event of any violations of the Code.

Revised: September 19, 2017