FIRSTENERGY CONFLICT OF INTEREST PRACTICE

PURPOSE: FirstEnergy is committed to integrity in all business practices by, among other things, avoiding situations that may cause a real, potential, or reasonably perceived Conflict of Interest (see Definitions section). FirstEnergy requires that Employees act free from real or reasonably perceived personal interests or relationships that may compromise decision-making in all dealings on behalf of the Company.

This Practice provides guidance for recognizing and avoiding situations where Employee interests and the interests of the Company present or could be reasonably perceived as presenting a conflict and for escalating any real, potential, or reasonably perceived Conflicts of Interest, as necessary.

SCOPE: This Practice applies to all Personnel.

PRACTICE:

All Employees including executive leadership, have an obligation to conduct Company-related business in an environment free from the influence of conflicting personal interests. While at work or at home, FirstEnergy Employees should not engage in activities that conflict with their professional responsibilities, or that may negatively affect the reputation of the Company.

Even if wrongdoing is unintended and even if no actual Conflict of Interest exists, the perception of a Conflict of Interest can be harmful and should be avoided. While it is impossible to describe every type of Conflict of Interest, a basic concept to look for is the potential for real or reasonably perceived divided loyalties. This situation arises if your individual interests are or could be at odds (or reasonably perceived to be at odds) with FirstEnergy's interests.

When it comes to Conflicts of Interest and the workplace, all Personnel are expected to:

- Ensure that they remain free from Conflict of Interest when representing FirstEnergy in negotiations or making recommendations and decisions with respect to business dealings with Third Parties.
- Enter into agreements with Suppliers, Customers, contractors, and all others doing business with FirstEnergy on the sole basis of what is in the best interest of FirstEnergy.
- Refrain from taking or reasonably appearing to take advantage of their positions held with FirstEnergy for personal benefit or for that of Relatives or Close Associates, such as using connections obtained through the Company for private purposes and using Company equipment or means to support an external business.
- Ensuring that they do not take for personal use, or for Relatives or Close Associates, any business or investment opportunities that belong to FirstEnergy that are discovered or made available by virtue of a position held at FirstEnergy.
- Refrain from acting or reasonably appearing to act in a way that may compromise FirstEnergy's reputation or its standing with the law.

If you have or believe you may have a Conflict of Interest, you must immediately report it to your supervisor and the Office of Ethics & Compliance (OEC) or the Director, People Operations.

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1. External Work

The Company understands that some Personnel may engage in external work with the further understanding that such work does not conflict with their ability to reasonably perform their job duties at FirstEnergy. External work is not the same as volunteer civic service. Personnel are required to disclose all external employment (including self-owned businesses) by submitting a Conflict-of-Interest request in GRACE. The request will be reviewed and appropriate guidance provided.

2. Anti-Nepotism

FirstEnergy is an equal opportunity employer. It is the Company's goal to avoid circumstances where there is an actual or reasonably perceived Conflict of Interest. The following provides guidance on how to avoid Nepotism:

- Make Personnel decisions objectively, without favoritism, and in the best interest of FirstEnergy
- Promptly disclose to a supervisor and the OEC any circumstances that create or reasonably appear to create a Conflict of Interest or Nepotism
- FE Employees should not manage (e.g., approve an invoice, select a vendor, resolve a dispute, etc.) a business relationship where the Third Party working on behalf of FirstEnergy also employs the FE Employee's Relative or Close Associate that could benefit, directly or indirectly, from the work performed on FE's behalf
- FE Employees should be recused from employment decisions (including interviewing, hiring, promoting, conducting performance reviews, making compensation decisions, or disciplining) that involve any Relatives or Close Associates
- Do not directly supervise a Relative or Close Associate

If you see any situation where a FirstEnergy Employee or Third Party exhibits bias or influence creating unfair advantage or causing disruption to the business for the benefit of a Relative or Close Associate, immediately report the situation to the OEC. This Practice must be considered when hiring, promoting, or transferring any Employee. Only merit, not relationships, should influence career projection and opportunities.

A. Hiring a Relative or Close Associate

Employees' Relatives may be considered for Company positions for which they have applied and are qualified for without creating a Conflict of Interest or Nepotism. Candidates should indicate on their application if they are related to any current FirstEnergy Employee.

Employees have the responsibility to immediately self-report any relationship that is in potential violation of this Practice to their supervisor and the OEC.

If a FirstEnergy Employee's Relative or Close Associate is hired or transferred into the Company and is likely to have access to sensitive transmission or marketing information, this situation must be reported to the manager of FERC & State Compliance for review.

Consistent with HR Letter 201 - Employment Relationships and General Policies, any deviation from this Practice involving the employment of a Relative or Close Associate must be approved by the Employment Compliance Review Committee (ECRC) and reviewed with the OEC.

The ECRC must be notified prior to scheduling an interview for any internal or external applicant who is a Relative of a current (i) Employee who is at the director level or above, or (ii) member of the Board of Directors.

B. Family Business Relationships

A real, potential, or reasonably perceived Conflict of Interest exists when an Employee, Affiliate, Relative, or Close Associate is employed by or serves as a partner, director, or owner of an organization that has or seeks to have a business relationship with FirstEnergy as a Supplier or contractor. This also applies when the individual is in a position within FirstEnergy to influence decisions concerning this relationship directly or indirectly. Similarly, a Conflict of Interest exists when an Employee, Affiliate, Relative, or Close Associate receives or agrees to receive compensation in any form, including honoraria, from an outside source for representing or aiding any person, business, firm, or other entity in dealings with the Company.

Employees' Relatives who are employed at or own a business that does business with FirstEnergy are required to submit a Conflict of Interest (COI) request in GRACE. The request will be reviewed, and appropriate guidance will be provided.

C. Employee Relationships or Other Conflicts of Interest

If Employees who regularly work closely with each other (e.g., review the other's work, assess the other's performance, have input on the other's talent assessment, etc.) or work under the same supervisor become Relatives or Close Associates, this must be immediately reported to their supervisor and the OEC. In cases where such relationships arise, the Company may take actions to minimize the impact of the personal or familial relationship in the workplace. For example, the Company may transfer one of the Employees to a different organization.

Dating or romantic or committed relationships are prohibited if:

- One associate is a direct report of another associate
- The relationship is creating disruption in the workplace
- One associate could influence compensation, performance evaluations, or other employment decisions or actions regarding the other associate

If, during the regular course of business, an Employee transfer results in an actual or reasonably perceived Conflict of Interest, the conflict must be immediately reported to the supervisor and the OEC or the Director, People Operations.

3. Gifts and Business Courtesies

Any Gift or Business Courtesy received in the course of employment must comport with FirstEnergy's Gifts and Business Courtesies Practice.

4. Sensitive and Confidential Information

Non-public information about Company Customers, shareholders, Suppliers (including bid prices, terms, and evaluations), Personnel, business plans, and results of operations as well as other financial information, is confidential and is only provided to Personnel on a need-to- know basis. This information should be used solely for Company business purposes. In some cases, not only a Conflict of Interest but also a violation of law may exist when Personnel use confidential Company information for personal gain or disclose it to others for purposes of either gaining a competitive advantage or for solicitation purposes. Use of information in this manner is prohibited. If Personnel have any doubts as to whether information they are being asked to share would violate this Practice, FirstEnergy's Code of Conduct: *The Power of Integrity,* or FirstEnergy's Insider Trading Practice, they should consult with their supervisor or the OEC.

5. Civic Involvement

The Company encourages its Personnel to take an active role in civic activities of the communities in which they reside. Personnel are required to disclose their civic involvement on Trade Association, non-profits such as United Way or other charitable organizations, by submitting a Conflict-of-Interest request in GRACE (service on church boards or youth sports leagues, such as little league baseball, soccer club, etc., with no potential connection to FirstEnergy are not required to be disclosed). The request will be reviewed and appropriate guidance provided.

Service on boards and committees of 501c3 organizations, 501c6 trade associations, 501c4 economic development commissions, whether at the direction of the Company or in a personal capacity, may pose an actual or reasonably perceived Conflict of Interest.

The OEC will evaluate on a case-by-case basis whether service on these boards or committees creates an actual or apparent Conflict of Interest under this Practice. If an Employee's position, duties, role, scope, or other function changes with respect to such service, it is the Employee's responsibility to inform the OEC so a reevaluation of the outside activity can be done. If the OEC determines the recent activity creates an actual or reasonably perceived Conflict of Interest, the Employee will be advised and may have to discontinue the outside activity.

Occasionally, matters brought before civic boards directly affect the Company's business. When this occurs, Company Employees serving on these boards are required to recuse themselves from participation in matters affecting the Company.

6. Personal Political Activity

FirstEnergy recognizes that Employees have the right to exercise their First Amendment constitutional rights consistent with their individual beliefs in connection with the political process. Employees are reminded to make it clear that their political opinions are their own and not FirstEnergy's.

Employees who wish to serve in any governmental role with federal, state, or local governmental entities, boards, or committees, whether compensated or as a volunteer, elected or appointed, are required to notify their immediate supervisor, and must first submit a Conflict of Interest request for OEC review and approval through GRACE. The request will be routed to the Employee's supervisor, the VP of External Affairs, and the OEC for review of the proposed activity to ensure compliance with this Practice, FirstEnergy's Corporate Political and Public Engagement Practice, and any other Company expectations. The OEC will evaluate on a case-by-case basis whether the personal political activity creates an actual or apparent Conflict of Interest under this Practice. OEC will provide specific guidance for any Company restrictions or conditions regarding the outside activity. If an Employee's position, duties, role, scope, or other function changes with respect to such service, it is the Employee's responsibility to inform the OEC so a reevaluation of the outside activity can be done. If the OEC determines the recent activity creates an actual or reasonably perceived Conflict of Interest, the Employee will be advised and may have to discontinue the outside activity.

Occasionally, matters brought before political bodies directly affect the Company's business. When this occurs, Company Employees holding public positions are expected to recuse themselves from participation in matters affecting the Company.

Consistent with the Political & Public Engagement Policy, Employees may make personal Political Contributions and raise funds for candidates and organizations. If, however, the personal Political Contribution would create the reasonable appearance of, or an actual Conflict of Interest, the OEC should be consulted prior to making any personal Political Contribution.

7. Political Figure Affiliation

The Company understands Employees may be related to someone who is considered a "Political Figure" throughout the course of their employment with FirstEnergy.

FirstEnergy defines "Political Figure" as an individual who is: (i) a current or former elected official; (ii) a current or former appointed official; or (iii) a current or former advisor or staff member to an elected or appointed official. For purposes of this question, the lookback period for former officials, advisors, or staff members covered by this definition is five years.

Employees who are affiliated with a Political Figure at any level of government (local, state, federal) are required to submit a Conflict of Interest request in GRACE. The request will be reviewed and appropriate guidance will be provided.

8. Enforcement

Employees must disclose all actual or apparent Conflicts of Interest to their supervisor and the OEC for review. If an Employee has a Conflict of Interest concern or question, they should seek guidance from OEC, even if they are unsure whether their situation or relationship could be an actual or apparent Conflict of Interest. Failure to disclose what is later shown to be a Conflict of Interest (or the reasonable appearance of one) is a violation of this Practice and the Code of Conduct and could lead to disciplinary action up to and including discharge. Personnel will be asked to periodically attest that they follow this Practice. Any Personnel may, in confidence, report actual or suspected violations of this Practice directly to their supervisor, to the OEC at through the Employee Concerns Line, or online through EthicsPoint.

9. Key Roles & Responsibilities

The CECO is responsible for administering and interpreting this Practice.