

# Standards of Conduct & Integrity for Suppliers

| Last Updated –May 26, 2015

# About Talen Energy Corporation's Standards of Conduct and Integrity for Suppliers

The Standards of Conduct and Integrity for Suppliers ("Supplier Standards") are an integral part of Talen Energy Corporation's corporate compliance program.

These Supplier Standards apply to every supplier of goods or services to Talen Energy Corporation and to the subsidiaries for which Talen Energy Corporation ("Talen Energy") has operating control ("Supplier"). It is the Supplier's responsibility to ensure that others working with the Talen Energy family of companies on behalf of the Supplier (e.g., employees, contractors, directors, managers, officers, and agents) understand that the Supplier Standards' guidelines and expectations also apply to their roles and responsibilities. References in these Supplier Standards to "you" include both the Supplier and those working on behalf of the Supplier.

Talen Energy updates the Supplier Standards periodically. Suppliers are responsible for reviewing and complying with any changes to the Supplier Standards published by Talen Energy on such site.

The Supplier Standards contain the legal and ethical principles everyone working with the Talen Energy family of companies must follow. Talen Energy's commitment to maintaining the highest ethical standards begins with the obligation to operate in full compliance with applicable laws, rules, regulations, policies and procedures. Even in the absence of a specific law or policy, everyone working with the Talen Energy family of companies must commit to our corporate core values and act with integrity in all our business decisions and practices. Talen Energy takes all instances of noncompliance seriously.

## Introduction

The Supplier Standards provide guidelines for the way Talen Energy expects Suppliers to conduct business when working with Talen Energy. While not every applicable law is addressed, adhering to the Standards means that the Supplier's performance meets both the spirit and the letter of applicable laws, rules, regulations, policies and procedures. Unethical behavior to accomplish a desired result is not acceptable. The actions Suppliers take must be able to withstand the test of full disclosure.

All Suppliers of Talen Energy are responsible for knowing, understanding and abiding by these Supplier Standards, and causing their employees and subcontractors to know, understand and abide as well. Suppliers must abide by the laws in the country where they are located.

## **Policies and Procedures**

The various policies and procedures of Talen Energy Corporation are designed to establish Talen Energy Corporation's expectations relating to business practices, ensure compliance with applicable laws and regulations, position Talen Energy Corporation for success in the competitive marketplace, and protect and enhance Talen Energy Corporation's reputation for integrity. Many of Talen Energy Corporation's current corporate policies and procedures are available on Talen Energy Corporation's internet site. You are accountable for knowing, understanding and complying with Talen Energy Corporation corporate policies and procedures as well as your company and workgroup policies and procedures that are applicable to your work with Talen Energy Corporation.

## **Workplace Safety**

One of Talen Energy's primary goals is to provide and maintain a work environment that promotes the health and safety of our employees, our contractors, and the general public. No job is too important, or so urgent, that precautions, laws or regulations concerning health and safety can be bypassed. There is always time for safety. Talen Energy is committed to a safe and secure work environment. A key responsibility of all who work with Talen Energy is to make sure that you provide the leadership, direction and equipment needed to do each job safely. You must take workplace safety very seriously. Attending training, implementing safe work practices and taking appropriate security precautions are all examples of ways to reduce risk. You must be alert to potential safety hazards or unsafe work practices and immediately report dangerous conditions or situations so that workplace accidents and injuries can be avoided.

## **Sexual and Other Forms of Harassment**

Talen Energy prohibits any form of harassment in its workplace, including sexual harassment and harassing conduct based on any legally protected class. Harassing conduct can include, but is not limited

to, epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; and written or graphic material that denigrates or shows hostility or aversion toward an individual group.

Legally protected classes include, but are not limited to race, color, national origin, gender, age, religion, veteran status, citizenship, sexual orientation, gender identity or disability. Remember that, regardless of legal definitions, Talen Energy expects Suppliers to interact with others in a professional and respectful manner.

Sexual harassment, which is prohibited by Talen Energy Corporation policy as well as various laws, includes linking a person's submission to, or rejection of, sexual advances to any decision regarding that person's terms or conditions of employment. It also includes conduct that has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment. Sexual harassment can be characterized by unwelcome sexual advances, verbal conduct of a sexual nature, physical conduct such as unnecessary or offensive touching or impeding or blocking movement, or the display of sexually suggestive objects or pictures. Remember that, regardless of legal definitions, Talen Energy Corporation expects Suppliers to interact with others in a professional and respectful manner.

## **Drug and Alcohol Use**

Talen Energy is committed to providing a healthy and safe workplace. In order to promote this goal, Suppliers are required to report to work in appropriate mental and physical condition to perform their work for Talen Energy in a satisfactory manner. Accordingly, being under the influence of alcohol or illegal drugs while working on Talen Energy matters, and the possession, use, sale, manufacture or distribution of any illegal drugs or controlled substances on Talen Energy property or Talen Energy time are strictly prohibited. The legal use of medications is permitted on the job only if it does not impair a person's ability to perform the essential functions of the job in a safe and effective manner.

## **Privacy of Suppliers' Employees and Contractors**

Talen Energy periodically collects and maintains personal information, which may include information that relates to Supplier's employees and contractors. Special care is taken to limit access to per-

sonal information to Talen Energy personnel. Personal information will be released on a need to know basis and only for legitimate business purposes allowable by law. Talen Energy complies with the privacy and security mandates set forth by the Health Insurance Portability and Accountability Act (HIPAA). Anyone who is responsible for maintaining personal information and those who have access to such information must ensure that private information is not disclosed in violation of applicable law, including data protection laws, or in violation of Talen Energy's policies.

## **Nuclear Operations in the United States**

Talen Energy is committed to a nuclear program that ensures the health and safety of our employees and the public. Full compliance with the laws and regulations governing nuclear power plant operations is critical to meeting that commitment.

While Talen Energy has a comprehensive set of procedures and programs, the nuclear business demands the constant vigilance. That vigilance includes a questioning attitude, paying attention to details and performing duties in a safe manner and in accordance with Susquehanna Nuclear, LLC policies and procedures.

In addition, Talen Energy is committed to a work environment in which everyone feels free to raise questions and concerns without fear of retaliation. It is expected that your Talen Energy contacts will ensure that Supplier questions and concerns reported to them are promptly and properly addressed. Promptly responding to concerns enables Talen Energy to address safety issues expeditiously. It also provides a means to continually improve our programs and processes.

## **Environmental Commitment**

Our Suppliers, and their employees and subcontractors, have an obligation to carry out all Talen Energy activities in ways that preserve and promote a clean, safe and healthy environment, which includes abiding by the environmental laws and regulations of the countries and political subdivisions in which Talen Energy operates. The laws in this area are very complex, but in many instances, environmental actions and reactions are common sense.

Talen Energy believes that sound business practices should include environmental and safety considerations. Talen Energy has developed policies and procedures concerning our environmental compliance and commitment, and is committed to providing the necessary environmental training and resources. You have responsibility to understand the environmental aspects of your work for Talen Energy and are expected to conduct your activities in accordance with environmental laws, regulations and corporate environmental policies and procedures. Suppliers are responsible for reporting potential environmental compliance concerns so that appropriate actions can be taken. If you become aware of an incident or activity that may have a negative environmental consequence (such as a spill of oil or hazardous substance), you should report it promptly to your local environmental coordinator, your Talen Energy contact or a Talen Energy attorney. Talen Energy Environmental maintains a hotline phone number (610-774-6999 or 1-877-393-5803) that is answered twenty-four hours a day, seven days a week.

Concerns can also be raised to any Susquehanna Nuclear, LLC manager; Susquehanna Concerns Line (1-800-935-4837); or the Nuclear Regulatory Commission. In addition, if you have questions as to whether a procedure or an activity is consistent with applicable laws, regulations or procedures, ask the project manager with whom you work, any Susquehanna, LLC manager or the Susquehanna Concerns Line (1-800-935-4837).

## **Conflicts of Interest**

Your obligation to conduct business with Talen Energy in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest. To maintain an objective and impartial relationship on behalf of Talen Energy, you must, at a minimum, refrain from using any Talen Energy name or other resources, such as Talen Energy's information, property or time charged to Talen Energy, to perform activities for the benefit of people or entities other than Talen Energy, unless specifically authorized in writing by Talen Energy.

## **Improper Influence**

Suppliers must never offer, give, solicit or receive any money, offers in kind, bribes or kickbacks when working for or dealing with Talen Energy. You also should avoid any action constituting or even giving the appearance of improper influence of others by Talen Energy. Suppliers shall not use Talen

Energy funds, or funds on behalf of Talen Energy, to make payments for any unlawful or improper purpose. For further guidance, see the sections on Gifts and Entertainment and Laws Concerning Bribery of Foreign Officials.

## **Gifts and Entertainment**

It may be appropriate in the course of business to provide or receive promotional items, meals, refreshments, transportation, lodging or entertainment to or from others doing business with Talen Energy. It is part of the process of developing good business relationships and creating good will. However, it is Talen Energy's policy to avoid any improper influence or appearance of improper influence. Providing and accepting gifts and entertainment may create a conflict of interest in certain circumstances. You must always use good judgment and act with moderation.

### **Gifts**

Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation, or that might affect your business judgment or decisions, should not be offered or accepted.

Talen Energy employees generally can give or accept a gift if it is unsolicited, is modest in value, is appropriate under the circumstances, is not given with the intent to gain favor or improper influence, is given openly and not concealed; is customary and commonly accepted practice in the industry; is not part of a steady stream of gifts from or to a single source, would not create, in the view of a third party, the appearance of a conflict of interest, and does not violate the U.S. Foreign Corrupt Practices Act (the "FCPA"), other U.S. or foreign laws restricting gifts to government officials. Gifts to or from third parties of cash or cash equivalents (including gift certificates, gift cards, securities, below-market loans, etc.) in any amount are prohibited.

Promotional items are generally permitted to be given or accepted. An item is promotional in nature if it is nominal in value, imprinted with corporate advertising and is typically distributed widely to others, such as a coffee mug bearing a company logo.

In certain circumstances, it may be appropriate to give or accept a more expensive gift than that which is normally contemplated. For example, in some parts of the world, giving or exchanging gifts of

considerable value is lawful and customary. Not accepting a gift could be considered an insult to the giver and not offering a gift might be an insult to the host. This could reflect badly on Talen Energy Corporation. In such circumstances, you may give or accept the gift as long as it would not violate any laws and it is unsolicited. Such gifts become Talen Energy property, and you must document your receipt or giving of a gift under these circumstances by notifying your Talen Energy contact in writing. See the section on Laws Concerning Bribery of Foreign Officials for additional guidance.

If you or a member of your family are offered a gift that does not or might not comply with Talen Energy's policy, decline it, explain the guidelines set forth in these Supplier Standards to the gift giver, and notify your Talen Energy contact. If you are contemplating providing a gift that does not or might not comply with Talen Energy's policy, you should contact your Talen Energy contact or Talen Energy's Audit & Compliance Department for guidance.

## **Entertainment**

Talen Energy permits you to offer or accept meals, refreshments or entertainment offered as a business courtesy during the normal course of business or work relationships with others, provided they are of moderate value, in good taste, occur infrequently and do not violate applicable laws. Offering or accepting entertainment that is not reasonably related to a business relationship, but is primarily intended to gain favor or improper influence, is to be strictly avoided. Whenever appropriate, it is generally good business practice to provide meals on a reciprocal basis.

Entertaining Talen Energy employees at cultural or sporting events is acceptable. Similarly, under certain circumstances it may be permissible to attend such events sponsored or hosted by Talen Energy. Questions regarding the appropriateness of attending specific events should be directed to your Talen Energy contact or Talen Energy's Audit & Compliance Department.

## **Gifts, Hospitality and Entertainment for U.S. Government Officials**

U.S. federal, state and local governments have their own rules restricting gifts and hospitality (e.g., meals, entertainment, transportation and lodging) that may be provided to government officials and government employees. These rules include an absolute ban on gifts, meals and refreshments, regardless of

value, to members of the U.S. Congress or their staff. These rules are very specific, and, for example, prohibit even the purchase of a cup of coffee for a U.S. Congressional staff member. Other jurisdictions prohibit gifts to government officials and government employees in exchange for favorable treatment.

## **Laws Concerning Bribery of Foreign Officials**

Talen Energy policy, the FCPA and the laws of many countries in which Talen Energy does business prohibit employees, agents or Talen Energy from giving or offering to give money or anything of value to a foreign government official, a foreign political party or party official, a candidate for political office or an official of certain international organizations, such as the United Nations, for the purpose of influencing any act or decision of that official; obtaining, retaining or directing business to any person; or securing any improper advantage. Many foreign entities appearing to function as private sector businesses are in fact partially state-owned and employees of such enterprises should be treated as government employees for the purposes of compliance with the FCPA and other applicable laws. Payments made indirectly through an intermediary, under circumstances indicating that such payments might be passed along for prohibited purposes, are also prohibited. Liability is not avoided by “turning a blind eye” when circumstances indicate a potential violation.

The FCPA also requires public corporations to maintain books and records that accurately reflect all corporate transactions and maintain a system of internal accounting controls that provide reasonable assurance that transactions are executed as authorized; that Talen Energy books and records are maintained in such a manner that financial statements can be prepared in accordance with generally accepted accounting principles; and that all corporate assets are properly controlled and accounted for. It is Talen Energy policy to maintain accurate books and records and to maintain a system of internal accounting controls sufficient to ensure compliance with the record-keeping provisions of the FCPA.

## **Insider Trading**

Securities laws of the United States and other countries prohibit employees from buying or selling securities of Talen Energy when they are in possession of “material, nonpublic information” about Talen Energy (also known as “insider trading”). Passing such information on to someone who may buy or sell securities – known as “tipping” - is also illegal. This prohibition also applies to the securities of other

companies if you learn material, nonpublic information about other companies in the course of your work with Talen Energy or otherwise.

Information that is considered “material” (and hence, potentially subject to the prohibition on insider trading) may vary somewhat from jurisdiction to jurisdiction, but generally information is material if (a) there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security; or (b) the information, if made public, likely would affect the market price of a company’s securities. Whether information is material depends on the facts and circumstances, but examples of information likely to be material include unannounced dividends, earnings, financial results or forecasts; new or lost contracts; new or discontinued products; sales results; important personnel changes; business plans; possible mergers, acquisitions, divestitures or joint ventures; and important regulatory, judicial or legislative actions. You must not misuse such information in any way, whether for personal benefit or the benefits of others.

Information is considered to be nonpublic unless it has become public and adequate time has passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of news releases, and may also include dissemination of information at open forums where meetings with members of the media are present and the public can participate. A delay of one business day is generally considered a sufficient period for routine information to be absorbed by the market. Nevertheless, a longer period of delay might be considered appropriate in the case of more complex matters.

Improper use or disclosure of material inside information could result in violations of federal securities laws and subject both you and Talen Energy to criminal and civil penalties.

## **Antitrust Laws**

Antitrust laws are designed to protect a competitive, free enterprise system. These laws are intended to make certain that customer choices in the marketplace are not obstructed by improper conduct or agreements that would affect pricing, restrict volumes or reduce the number of suppliers of goods and services.

## **Laws in the United States and Other Countries**

All of Talen Energy’s business operations and activities in the United States are subject to federal and state antitrust laws. The U.S. antitrust laws, among other things, prohibit agreements among competitors that fix prices, divide markets or limit production, and prohibit monopolistic practices. Conduct or business activities occurring outside the United States that have an effect on trade or commerce within the United States may also be subject to U.S. antitrust laws.

In most countries, agreements among competitors that fix prices, divide markets, allocate customers or limit production are also strictly prohibited.

Violations of the antitrust laws can result in both civil and criminal penalties. In a civil case, a competitor or customer in the United States, for example, can be awarded “treble” damages, which is three times the actual damage award, plus attorneys’ fees and costs, resulting in a substantial expense to Talen Energy. In a criminal case, a conviction often results in significant fines for Talen Energy and jail sentences for those involved.

Antitrust laws are very technical and fact-specific. There is no real substitute for sound legal advice based on specific facts.

## **Gathering of Competitive Information**

In order to improve Talen Energy’s competitive position, Talen Energy gathers and analyzes information from many sources. Gathering information about competitors and markets, when done legally and ethically, is a legitimate business activity. In gathering competitive information, Talen Energy conducts inquiries in accordance with applicable law. Competitive information should never be obtained, directly or indirectly, by improper means such as bribery, misappropriating confidential information or misrepresenting your status as a Talen Energy Supplier.

## **Competition and Regulation**

The policy of Talen Energy, as defined in Code of Business Ethics, has been and continues to be to strictly comply with the letter and spirit of all applicable laws and regulations governing Talen Energy's businesses. Such laws and regulations include, but are not limited to, antitrust and competition laws, rules and regulations of the Federal Energy Regulatory Commission, laws and regulations of the United States (federal and state), laws of the United Kingdom, laws of the European Union and the laws of all other places in which Talen Energy conducts business operations and activities.

## **Reliability Standards**

Talen Energy must comply with all reliability standards of the North American Electric Reliability Corporation ("NERC") and all applicable regional reliability entities. Violations of these requirements can harm the reliability of the Bulk Electric System in North America, result in substantial monetary penalties and/or harm Talen Energy's reputation.

Reliability standards are the planning and operating rules that electric utilities, generators and power marketers, among others, are required to follow to help preserve the dependability of the Bulk Electric System. You are expected to understand the reliability requirements that relate specifically to the services you perform for Talen Energy, including any internal Talen Energy policies or procedures implementing NERC standards, and for timely meeting all such requirements.

## **Anti-Manipulation Rules**

In order to prevent manipulation and fraud in energy markets, you must comply with anti-manipulation rules for certain energy market transactions. For example, there are specific anti-market manipulation rules that cover gas and electric transactions under the Federal Energy Regulatory Commission's jurisdiction. These rules and similar rules of the Commodity Futures Trading Commission prohibit companies like Talen Energy from using any devices or schemes to defraud; making any untrue statements of material fact or omitting any material facts necessary to ensure that statements made are not misleading; or engaging in any act, practice or course of business that operates as a fraud or deceit upon any other entity or the market.

## Guidelines

While Talen Energy Corporation does — and should — compete vigorously for all of the business that it can get, Talen Energy Corporation must do so in a legitimate manner, always mindful of the legal restrictions on our conduct. A few general antitrust guidelines to keep in mind include the following:

- Talen Energy Corporation does not discuss or agree on prices or bids with competitors, including pricing policies, terms or conditions of sale (such as promotions, discounts and allowances).
- Talen Energy Corporation does not discuss or agree on how territories, customers or products should be allocated or divided with competitors.
- Talen Energy Corporation does not allow trade association meetings — which can provide many legitimate benefits — to serve as a forum for competitors to discuss prices or bids, or the division of territories, customers or products.
- Talen Energy Corporation does not discuss or agree on reductions of output, product development or innovation with competitors.
- Talen Energy Corporation does not price products or services below some meaningful measure of cost with the intention of using your financial ability to sustain those prices long enough to drive competitors out of the market and then raise prices again to recover losses.
- Talen Energy Corporation does not participate in discussions with competitors that involve competitively sensitive information, including future prices, profits, costs, market share, etc.
- Talen Energy Corporation never engages in a group boycott of a customer, supplier or buyer.
- Talen Energy Corporation never enters into an agreement where the purpose or sole effect is to harm a competitor, to deny a competitor access to an input or customer, or to disadvantage a competitor of any of the parties reaching the agreement.

Violations of the antitrust laws can result in both civil and criminal penalties. In a civil case, a competitor or customer in the U.S., for example, can be awarded “treble” damages, which is three times the actual damage award, plus attorneys’ fees and costs, resulting in a substantial expense to Talen Energy Corporation. In a criminal case, a conviction often results in significant fines for Talen Energy Corporation and jail sentences for those involved.

Antitrust law is very technical and fact-specific. There is no real substitute for sound legal advice based on specific facts.

## **Customer and Supplier Relations**

### **Customer Information**

You must treat information provided by or pertaining to our customers (including information developed as part of our business activities) as confidential and safeguard it against inappropriate disclosure, acquisition or access. Suppliers who have access to non-public customer information (including customer lists, individual customer use data, social security numbers, other personally identifiable information of or about customers, supplier names or non-public billing rates) are responsible for keeping the information confidential and safeguarded against unauthorized disclosure, acquisition or access. In certain situations, such non-public customer information may not be disclosed to others outside Talen Energy without the customer’s written approval, or as required by law.

## **Talen Energy Assets**

### **Information Security**

Every day, Suppliers have access to information that is a valuable asset to Talen Energy. Protecting that information from unauthorized access, release, modification, destruction, loss, theft and use is critical to Talen Energy’s success. Each Supplier needs to understand the importance of the various types of information and must be aware of the actions that are necessary to protect it. Suppliers are responsible to keep abreast of the various cyber security threats that present risks to Talen Energy, and exercise due

diligence when utilizing information technology (“IT”) assets and handling company information. Examples of these threats include phishing attempts, spam, malware, and the use of weak passwords. By handling information appropriately and understanding security threats, employees can help prevent cyber security incidents.

As a general rule, Talen Energy information provided to Suppliers should not be shared with any other individuals outside of Talen Energy except as specifically directed by Talen Energy. If you are unsure as to the appropriate treatment of certain information, contact your Talen Energy contact before disclosing the information.

## **Talen Energy Records**

Talen Energy needs to maintain complete and accurate records of all business transactions. These records include, among others, correspondence, payroll records, financial data, operational data and personnel information. It is Talen Energy’s policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that Talen Energy files with, or submits to, the U.S. Securities and Exchange Commission and in all other public communications by Talen Energy. Records for which you are responsible must be accurate and complete.

Records must be retained and disposed of in accordance with Talen Energy policy and applicable law, including data protection laws. If you learn of a subpoena or a pending or contemplated litigation or government investigation, related to your work for Talen Energy, you should immediately contact Talen Energy’s Legal Department. You must retain and preserve ALL records and other information regardless of their media format-(e.g., electronic, paper, photographic, magnetic, etc.)- in accordance with the directions you receive from Talen Energy’s Legal Department. If you have any questions regarding whether particular information pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve information, you should preserve the information in question and ask Talen Energy’s Legal Department for guidance.

## **Computer Resources**

If Talen Energy provides its Internet, intranet or e-mail systems to you to assist with the performance of your work for Talen Energy, these systems are to be used for Talen Energy business purposes. You are

expected to exercise good judgment in using these systems. With regard to e-mail, you should understand that email communications, in addition to being monitored by Talen Energy, can be subpoenaed and discovered in legal proceedings. Therefore, you should treat e-mail communications the same as any other written communications.

Talen Energy recognizes that you may occasionally use the telephone, computer, Internet access or e-mail systems for personal reasons. Permissible personal use is limited, should be brief and should never interfere with your productivity. Examples of permissible personal use include e-mails that are analogous to brief telephone calls and Internet access that can be described as infrequent and brief. You are expected to use good judgment when using these systems for personal matters. If you are unsure whether a particular personal use is permissible, you should discuss the matter with your Talen Energy contact before using the systems.

With the exception of the limited personal use discussed above, all non-Talen Energy Corporation related use of the Internet and e-mail systems is prohibited. All use of such systems, whether personal or for Talen Energy business, should comply with applicable laws, regulations and Talen Energy policies.

If you receive inappropriate e-mails with or without attachments or links to Web sites, you must not forward the e-mail. You must also delete any such e-mails from the system and take appropriate action to prevent recurrence.

## **Where to Go with Questions**

If you have any questions about the application or interpretation of the Supplier Standards, you should contact your Talen Energy contact or the manager to whom your Talen Energy contact reports:

- Senior Manager of Sourcing – 610-774-4201
- Talen Energy’s Senior Director Audit & Compliance – 610-774-5431
- Talen Energy Ethics Helpline- 1-800-935-4837 or <https://talenethicshelpline.alertline.com>

## **Summary**

We all can feel the pressures that are on us to achieve good results. There is a natural tendency to do whatever is required to produce such results. The risk is that we may end up taking shortcuts that compromise our responsibilities. This is what Talen Energy wants to avoid.

These standards are what set us apart and will make Talen Energy a leader in our communities and our industry. Your continued efforts will help keep us there.