

# CODE OF CONDUCT & ETHICS



# MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

## Dear ITC Team Members:

Communities trust us to build safe transmission lines in their neighborhoods. Customers trust us to deliver reliability. Regulators trust us to comply with mandated standards. Their trust in us did not happen overnight or on its own.

This trust was built over time as our commitment to acting with integrity and responsibility has earned us a reputation for excellence with our stakeholders and throughout our industry. However, their trust in us can quickly unravel by one adverse incident or unethical actions.

ITC's Code of Conduct & Ethics (our "Code") is the framework and guiding principles for the standards for conducting our business and driving our compliance culture. While we've maintained a positive reputation, I'd like to reinforce that the Code is an integral part of ITC's business and culture, one that we must uphold.

As we advance our vision to build the *Greater Grid* to deliver a *Greener Future*, it is critically important that we protect the solid reputation that we have worked so hard to cultivate. To do this, it is paramount that each and every one of us remain steadfast in our commitment to bringing our Code to life in our everyday decision making.

Our Code reinforces our shared values and establishes expectations of behaviors that apply to all of us. It serves as a common reference point to help each of us understand what is expected of us.

Refer to the examples in the Code – whether you're indecisive about accepting a vendor gift or concerned about a coworker's questionable behavior. The Code offers guidance and direction to handle situations ethically and in compliance with laws and regulations. It provides us with ways to speak up if we have questions and assures us that we will not experience retaliation for raising an issue or concern.

By using the Code as a guide, ITC will remain a top-tier transmission provider with a stellar reputation as we build the greater grid for a greener future. Everyone is responsible for acting with honor and character – demonstrating ITC's values and behaving with integrity and trust. I am proud to work alongside all of you and thank you for your continued dedication to ITC.

Best Regards,



Linda H. Apsey –

President and Chief Executive Officer



Linda H. Apsey –  
President and Chief Executive Officer



# OUR VISION / MISSION / VALUES

## VISION:

Greater Grid. > Greener Future.

## MISSION:

**Perform** Operate with Excellence

**Empower** Foster our Skilled and Diverse Workforce

**Lead** Advance the Greater Grid

**Grow** Pursue Growth Opportunities

# WORKING FOR THE GREATER GRID

## VALUES:



An unwavering commitment to safety



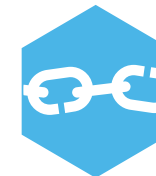
Excellence in all we do



Integrity and responsibility



Driving value for those we serve



Being better together



An enterprising approach

# CODE OF CONDUCT & ETHICS



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# KNOW THE CODE



## UNDERSTANDING OUR CODE'S PURPOSE

At ITC and its subsidiary companies (collectively, the Company), we do what's right for our Company, our stakeholders, and each other. Our Code of Conduct & Ethics ("Code") is an integral part of our overall strategy and our Company's Ethics & Compliance Program. Our Code also serves as a guide that provides us with resources and guidance to help us act with integrity and ethics and follow the law. By doing the right thing every day, in every situation, we protect ITC's good reputation and ensure our continued success.

Our Code serves many purposes. It does not provide exhaustive information about every single ITC standard or policy. Instead, it offers guidance and expectations regarding key ethics and compliance topics and provides resources for more information or to have your questions answered from subject matter experts. In our Code, we can find information about the laws, regulations, internal policies, and behaviors that help us achieve our objectives and maintain our Company's high standards. We are each responsible for understanding and following the Code and the policies that are relevant to our role and work area.



## FOLLOWING OUR CODE

We expect everyone at ITC – employees, executives, officers, and directors – to read, understand, and uphold our high standards of integrity and honesty. Likewise, we expect our contract personnel, clients, business partners, suppliers and outside service providers to also uphold our ethical standards.

These standards are not just set forth in our Code. They are also outlined in other important documents such as our policies, the **Ethics & Compliance Program Manual**, and the **ITC Employee Connection Guide**, which can be found by visiting the *Station*, our Company’s intranet site.

We take violations of our Code very seriously. Anyone involved in a violation of our Code or the law may be subject to coaching or counseling, or disciplinary action up to and including termination of employment, or in the case of third parties, termination of the relationship.

## HOLDING OUR SUPPLIERS AND OUTSIDE SERVICE PROVIDERS TO OUR STANDARDS

Our suppliers are key to managing and executing our business goals. We hold our suppliers to our high standards of ethics, integrity, and service quality. We regularly review our suppliers to ensure that they comply with the ethical standards we expect as well as all laws and regulations that apply to our business.



*If you suspect that a supplier is not meeting these principles or is violating the law, report your concerns to your leader, the Director of Supply Chain or Ethics & Compliance.*



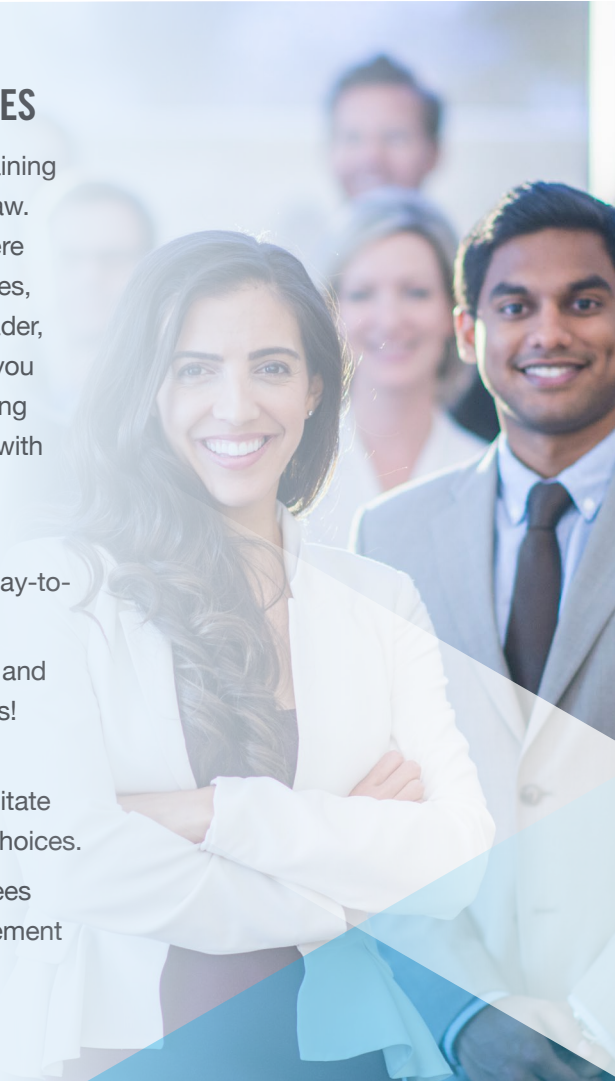
*For more information regarding the expectations and standards of ITC’s third parties, including vendors, suppliers and consultants, please review [ITC’s Third Party Code of Conduct](#).*

## SETTING THE TONE: LEADERS’ RESPONSIBILITIES

Leaders at all levels are a key factor in creating and maintaining our culture of integrity, honesty, and compliance with the law. Our Company encourages an open-door environment where we should all feel comfortable discussing our responsibilities, concerns, and contributions with each other. If you’re a leader, you have a responsibility to take appropriate action when you learn of an actual or likely violation of our Code by escalating concerns of potential misconduct and connecting quickly with the right resources to address these concerns.

While leaders’ duties may vary, everyone who oversees employees must follow the same basic principles in their day-to-day leadership. These are:

- **Be the example:** Direct leaders have the most impact and are role models. Actions often speak louder than words!
- **Be an ethics champion:** Reinforce the importance of making ethically-based decisions. Encourage and facilitate conversations on ethics and what constitutes ethical choices.
- **Be accessible:** Create an environment where employees trust you and feel comfortable raising a concern. Implement an open-door policy.



## ASK YOURSELF: AM I MAKING THE RIGHT DECISION?

We all strive to make the right decision in every situation. However, it's not always easy to know what the right choice is. If you are facing a difficult ethical decision, ask yourself a few simple questions:



## UPDATES TO OUR CODE

ITC's Code is regularly reviewed. We may update the Code at any time. If there is a material change to ITC's Code, we will let you know.

Material updates to ITC's Code must be reviewed and approved by the Governance & Human Resources Committee of ITC's Board of Directors.



# SPEAKING UP

An employee's voice, whether it is used for speaking up to share new ideas, observed concerns, personal opinions or relevant information to a project-related conversation, is vital for organizational performance and growth. ITC encourages you to speak up, especially if you see or hear something happening that is contrary to our Company's values and beliefs, that would be considered unprofessional behavior or is against the law.

## SHARING CONCERNS AND GETTING HELP

Each of us has a responsibility to maintain our ethical culture by asking questions and reporting potential misconduct. This is critically important to help the Company uphold its commitment to integrity and its stakeholders. If you think you've seen misconduct, or if you know of something not quite right, speak up and report it through any of the following reporting channels you feel most comfortable:

- Your leader, other departmental leadership or any executive
- Ethics & Compliance Department
- Human Resources
- Internal Audit
- ITC's Chief Compliance Officer
- The Chair of the Audit Committee of ITC's Board of Directors
- ITC's General Counsel
- ITC's Ethics Helpline (888.475.8376 or <https://itc.ethicspoint.com>), where you may report anonymously at any time
- **If a threat is imminent or involves a weapon, immediately call 911, then contact the Security Command Center at 248.380.2920.**

How our Company investigates a compliance incident or concern – whether suspected or actual – may affect our reputation as much as the violation itself. You may report suspected violations anonymously, in accordance with ITC policies and local law. Keep in mind that, in some circumstances, it may be difficult to thoroughly investigate anonymous reports. To allow a faster and more thorough investigation, you are encouraged to provide specific and detailed information about the potential misconduct in your report.

If you choose to report anonymously through the Ethics Helpline, please provide as much specific information as possible. Doing so will make it easier to effectively investigate potential misconduct. Please be sure to write down your report key and keep it someplace safe so that you can log back into your case in the Ethics Helpline regularly to see if any clarifying questions are being asked by the investigation team. You can also use this report key to receive any updates on the progress of the investigation.

We are each expected to cooperate fully in any internal or external investigation. We will take all reports seriously and address them promptly and professionally. This commitment applies to every part of our organization.



**Q:** While reviewing information to be submitted to the auditors, Michael came across some evidence intended for submittal that is not consistent with internal reports he has reviewed as part of his role. It seems as though the evidence has been “massaged” to put the company in a more favorable light. He’s not clear if this was intentional. What should he do?

**A:** It is critically important that ITC is honest in all its dealings, including any audits being performed on the Company’s activities. Michael has a responsibility to speak up and raise his concerns about this inaccurate evidence. He should do this through any of the reporting channels where he feels comfortable, including going to his leader or a Company executive for guidance. If he would prefer to be anonymous, he should make the report through the Ethics Helpline. The bottom line is that we should speak up to report any potential misconduct through any of the available reporting channels.

## WHAT HAPPENS WHEN A REPORT IS MADE

Reports that warrant an investigation or are reported through the Ethics Helpline will follow ITC's Investigatory Policy and Program as documented in the **Ethics & Compliance Program Manual**. Generally the process includes:

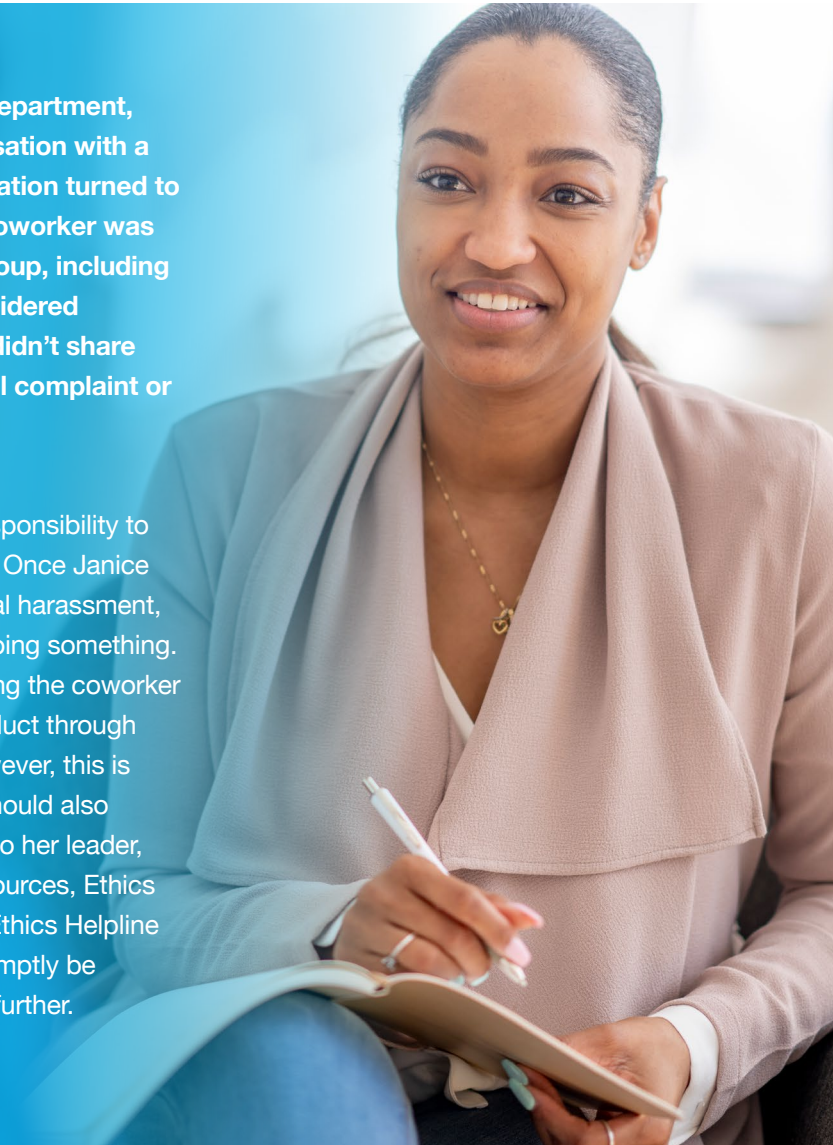
- Report will be entered into our internal case log
- Reporter will receive acknowledgment of the report (typically within 24 hours)
- The matter is reviewed for the most effective and expedient investigation possible
- A file is initiated to collect information relevant to the investigation
- To the fullest extent practicable, confidentiality is maintained
- Based on the findings of the investigation, prompt and appropriate correction action will be taken as warranted
- The investigation findings will be reported as necessary, while being mindful to protect privacy concerns



*You can find more information about reporting concerns of potential misconduct in ITC's **Speak Up Policy**. For more information about how ITC handles reports or the investigation process, review the **Ethics & Compliance Program Manual** available on the Station.*

**Q:** Janice, a leader within her department, was having a casual conversation with a coworker. Soon the conversation turned to some frustrations that the coworker was experiencing in their own group, including behavior that would be considered harassment. The coworker didn't share this information as an official complaint or report. What should she do?

**A:** Leaders have a heightened responsibility to address potential misconduct. Once Janice becomes aware of the potential harassment, she has the responsibility of doing something. She could begin by encouraging the coworker to report the potential misconduct through the appropriate channels. However, this is not enough as a leader. She should also report the harassing behavior to her leader, another leader, to Human Resources, Ethics & Compliance or through the Ethics Helpline so that it can properly and promptly be addressed before it escalates further.





## UPHOLDING OUR COMMITMENT TO NON-RETALIATION

ITC understands the value of fostering an open-door environment where leaders listen to every employee and all of us are comfortable speaking up. However, in some situations we may feel more comfortable talking to a particular person, like our direct leader or another leader. The important thing is that we share our concerns when we have them. Our Company will not tolerate retaliation against anyone who speaks up or participates in an investigation of potential misconduct or any other concern in good faith. Simply put - acting in good faith simply means providing all of the available information and that you as the reporter believe you are giving a sincere and complete report.

Reporting an issue or concern in good faith will not affect conditions of employment. When you make a report, ITC will protect you from retaliation. For instance, refusing to promote an employee because he or she reported a concern in good faith is an example of retaliation – and we won't tolerate it. In turn, we expect fellow employees to report any retaliation that they know of or even suspect. This protection extends to anyone who is involved as a witness to any investigation. ITC strives to do all that is possible to ensure our employees feel comfortable speaking up and that they did the right thing in coming forward.

Potential examples of retaliation:

- Firing or laying off
- Denying benefits
- Demoting
- Intimidation, harassment or making threats
- Failure to hire or rehire
- Reassignment affecting prospects for promotion
- Disciplining
- Reducing pay or hours
- Denying overtime or promotion
- Social ostracizing

## IF OUR CODE IS VIOLATED

Violating our Code, policies, procedures, or the law may carry serious consequences for the individuals involved and our Company. Anyone who engages in unethical or illegal behavior – or directs, condones, approves, or facilitates it – may be subject to coaching or counseling, or disciplinary action up to and including termination, or prosecution, in the case of illegal behavior. Remember, such behavior places all of us at risk. It could damage our Company's reputation, negatively impact our stakeholders, and even lead to fines and civil or criminal liability for the Company and for individual employees.

# OUR PEOPLE

## UPHOLDING AND STRENGTHENING OUR CULTURE OF SAFETY

At ITC, safety is an integral part of our culture every day. An unwavering commitment to safety is one of our core values. We should make our work environment as safe as possible for ourselves, fellow employees, and the communities we serve. Because of this focus, ITC strives to maintain an industry-leading safety record.


The identification and mitigation of workplace hazards is one of the highest priorities at ITC. To achieve that goal, we must each learn and apply the safety rules and concepts that apply to our work each day. This includes maintaining and using our equipment properly, wearing the proper protective gear (such as hardhats, safety glasses, and fire-retardant clothing), always following proper procedures and never taking shortcuts. This is true whether we work in an office, or at a facility, substation, or transmission corridor and while we are traveling between ITC facilities.

Additionally, we should be mindful and aware of potential safety hazards within our environment. If you see someone engaging in an unsafe activity, you should speak up so that it can be corrected before someone gets hurt.

Further, each of us should use Company vehicles responsibly and only for business purposes. If you use a Company vehicle, you must operate it only to accomplish Company-approved activities. You should follow all applicable laws when using Company vehicles or when driving a personal vehicle for business. Never text and drive nor engage in other distracting activities and always use “hands free” capabilities with cell phones.



Our commitment to safety extends to our employees and communities. ITC engages with community members and local law enforcement agencies to keep our facilities and property safe and secure. Our goal is to keep our employees, communities, and assets safe by educating law enforcement personnel and others who support our commitment to providing safe, reliable service.

 *You can find more information about our commitment to safety on the [Commitment to Safety page on the Station](#). Be sure to know and understand all safety requirements and when you are not sure, contact [safety@itctransco.com](mailto:safety@itctransco.com).*

**Q:** While walking down the hall, Pat witnesses an onsite contractor standing on the top rung of the ladder and reaching well beyond the base of the ladder to reach some cables in the ceiling. Pat is not involved in managing this contractor but is concerned that they will eventually fall and get hurt. What should Pat do?

**A:** Consistent with ITC's values and our commitment to safety and speaking up, Pat should say something to the contractor expressing concern over the precarious ladder safety. If the contractor doesn't listen or modify their approach, Pat should contact someone in the Safety group to let them know so that the situation can be addressed immediately. Remember, *"If you see it, you own it. If you walk away, you condone it."*®



## Workplace violence

Upholding our commitment to safety is about more than following the rules and regulations that apply to us. It also means keeping our workplace free from all forms of violence. An act of violence can be a verbal or physical threat, an act of intimidation or abuse, or a blatant physical assault. Whatever form it takes, violence has no place at ITC. More importantly, weapons of any kind are not allowed inside the workplace and surrounding corporate property.

If you know of or suspect incidents or threats of workplace violence, report your concerns immediately. You also have a responsibility to report any act of violence between any contractors or other parties working on our behalf. Report your concerns to your leader, ITC Security or Human Resources right away. **If the threat is imminent or involves a weapon, immediately call 911, then contact the Security Command Center at 248.380.2920.**

## Drugs and alcohol in the workplace

Substance abuse limits our ability to do our work safely and with the quality we expect. To make sure that we do our jobs right and treat each other with respect, we must never work while impaired by alcohol, illegal drugs, misused prescription drugs or misused over-the-counter medications. We must never use, possess, transfer or sell such substances during working hours or while on ITC property.



*For more information refer to the [Workplace Violence Policy](#) and the [Insider Threat Policy](#).*

*For more information about drugs and alcohol in the workplace, refer to the [Drug and Alcohol Policy](#), found in the [Employee Connection Guide](#).*



## TREATING EACH OTHER FAIRLY

Our employees are our most valuable asset. We make employment-related decisions based on merit and qualifications and the all-around best fit for the job. Employment-related decisions include things such as (but not limited to) hiring, promotions, termination, transfers, recruitment, discipline, compensation or selection for training programs. When making these decisions, we are committed to a policy of equal treatment and opportunity without regard to perceived race, color, religion, sex (including all aspects of pregnancy, gender, gender identity, sexual orientation), marital or parental status, national origin, age, genetic information, military or protected veteran status, disability, or any other characteristic protected by applicable federal, state or municipal law.

## IMPORTANCE OF INCLUSION AND DIVERSITY

In support of ITC's values, we recognize that an inclusive and diverse culture is critical to its long-term success and has therefore been prioritized as one of our top strategic growth objectives. To support these objectives, we have established the **Inclusion and Diversity Program** that focuses on implementing sustainable initiatives and functionality that cultivates inclusion and diversity in our workforce, workplace, community, and industry. *For more information on ITC's Inclusion and Diversity efforts, including our Employee Resource Groups, please visit the Station.*

**DIVERSITY** is the unique mix of the population – and all our similarities and differences.

**INCLUSION** is creating an environment that makes the most of that mix to achieve shared goals. It's about helping all individuals thrive.

**Q:** Javier is looking to fill an open position within his department. He has solicited candidates both internally and externally. The candidate that best aligns in terms of experience and education is Elspeth who would require special accommodations due to their physical disability. Not sure if the Company has the budget to purchase the necessary desk and equipment and lacking the time to fully research the question, Javier decides to move onto the next candidate. Are Javier's actions in accordance with the Code?

**A:** Absolutely not. Such actions are against the law. At ITC, we do not make employment-related decisions based on protected characteristics such as disability. Javier should work with Human Resources to move forward on making an offer to Elspeth as the best candidate and then coordinate with Human Resources to determine what accommodations would be necessary.



## PREVENTING HARASSMENT

At ITC, mutual respect is expected from everyone, every day, without exception. This is why ITC does not tolerate or ignore acts of harassment or discrimination from anyone – fellow employees, leaders, business partners, and stakeholders alike. Harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual based on a protected characteristic, category or classification.

If you have experienced or observed discrimination or harassment, please discuss the situation with your leader, Human Resources or Ethics & Compliance. ITC does not tolerate retaliation against anyone who makes a good faith report of possible harassment or discrimination, or against anyone who participates in an investigation.



*For more information and a more detailed definition of harassment, refer to the Anti-Harassment & Anti-Discrimination Policy.*

**Q:** Lately one of our contractors has been treating me in a harassing way, saying things that are making me feel uncomfortable. Should I report this even though the person doing this is not an employee?

**A:** Yes, you should report the harassment. ITC's Code applies to everyone in our workplace, including contractors. We take all reports of harassment seriously and will investigate to ensure a safe and respectful work environment for everyone. Reporting such behavior helps maintain a positive workplace for everyone involved. Don't hesitate to speak up and let someone, such as your leader, Human Resources or Ethics & Compliance, know about your concerns.

## PRIVACY: PROTECTING EACH OTHER'S PERSONAL INFORMATION

As ITC employees, we may provide sensitive personal, medical, and financial information about ourselves to our Company. ITC is committed to protecting this information, whether on paper or in electronic form. If you have access to other's personal information because of the nature of your job, you must take special care to safeguard it and use it only as required to do your work. Some common examples of private personal information include:

- Benefits information
- Social Security numbers
- Compensation information
- Medical records
- Employment history
- Contact information, such as home addresses and telephone numbers

We take care to meet the standards of privacy laws and policies that apply to personal information. We do not give anyone access to this type of information without specific authorization and a business-related need.

Privacy laws generally set out rules regarding the purposes for which personal information can be collected, how personal information must be managed, an individual's right to know how their personal information is used and when this information must be deleted. Some jurisdictions have mandatory breach notifications that may apply in instances of unauthorized access to personal information. If you are aware of any breaches, you should immediately notify your leader or Human Resources.



*For more information about the protection and handling of sensitive, confidential and personal information, refer to the HIPAA Privacy Policies and Procedures, the Cyber Security Policy and the Information Protection Program.*





# AVOIDING CONFLICTS OF INTEREST

## ACTING IN OUR COMPANY'S BEST INTEREST

As a part of the ITC team, we are all committed to acting in our Company's best interests. We must be alert to any situations that may create – or even appear to create – a conflict of interest. A conflict of interest exists when our personal interests or outside activities interfere – or seem to interfere – with our duty to ITC and our personal integrity. These conflicts of interest can make it difficult for us to make objective decisions, and some may rise to the level of compromising the success of our Company as a whole. We should all be aware of any potential influences that impact or appear to impact our ability to make the best choice for our Company.

***Remember, a conflict can exist even if it does not lead to an unethical or improper act – even a perceived conflict could be problematic.***

It isn't possible to describe every potential conflict of interest that may arise, so our Company relies on each of us to exercise sound judgment and act ethically. To help us make the right choice, a few common conflict of interest situations are described below.

### Working with relatives

A conflict of interest can arise if you or a related person have a personal stake in a company that does business with ITC, including customers, business partners or competitors. If we find ourselves in this type of situation, we must disclose this information to our leaders and not use our position to influence the bidding process, negotiation or ongoing business relationship in any way. For example, if you are directly involved in vendor selection and a family member is a sales representative for that vendor, notify the Director of Supply Chain immediately and remove yourself from the decision-making process.

***Relatives include those related by blood, marriage, or adoption such as spouses, children, parents, in-laws, grandparents, aunts, uncles, first cousins, siblings, nieces, nephews and step-relatives; also domestic partners, and any person involved in a legally binding guardianship.***

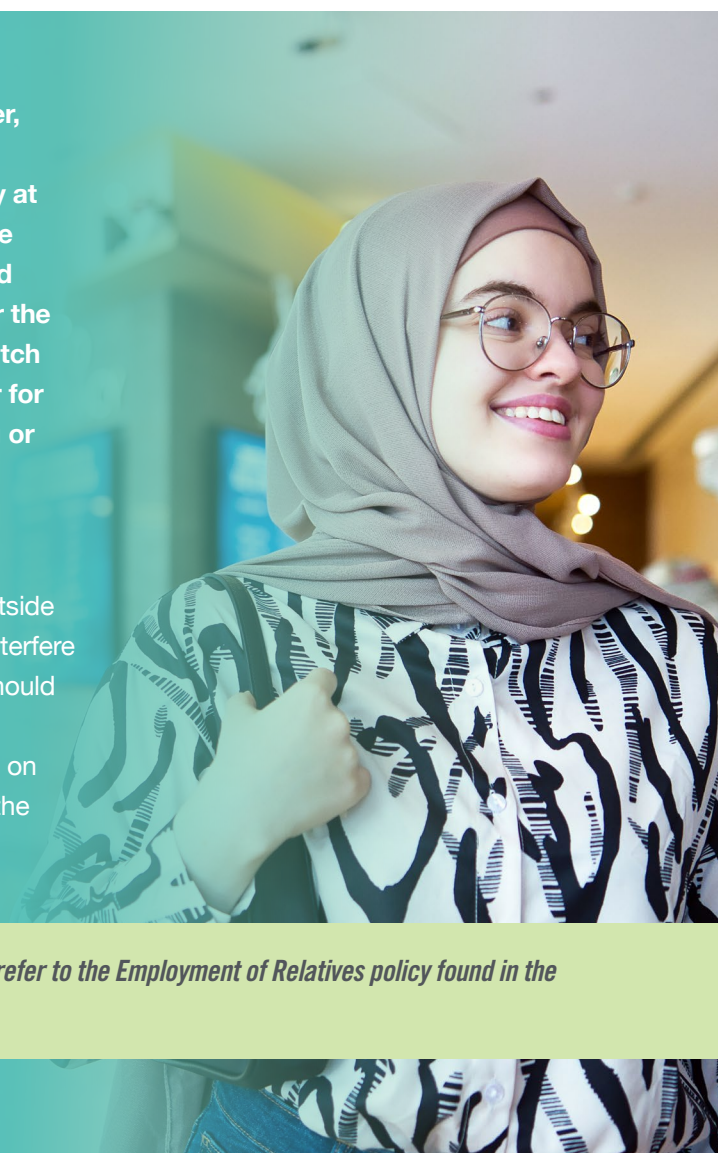
When a personal or family relationship exists between employees, particularly if it is also a reporting relationship, it may seem that one employee is receiving preferential treatment. To avoid this, no one should be placed in a position where he or she has direct reporting to a relative. Remember, we must avoid even the appearance of bias. If such a situation arises, disclose the facts to your leader promptly.

**Q:** During a recent extended family dinner, Joy was talking to her uncle, who expressed that things were quite busy at his work and that they could use some extra hands. He asked Joy if she could work for them during the weekend for the next six months or so to help them catch up. Joy's uncle's company is a vendor for ITC, but she isn't involved in selecting or supervising those types of vendors. Can she accept the job?

**A:** Joy can accept a part time or any job outside of our Company as long as it does not interfere with your duties to our Company. Joy should disclose her relationship with the vendor company and her intention to work there on the weekends to her leader to eliminate the risk of a perceived conflict of interest.



*For more information in this area, refer to the Employment of Relatives policy found in the Employee Connection Guide.*



## Outside employment

In some cases, employees may be involved in outside employment or activities that are not related to their role at ITC. Certain activities are allowed, where they would not impact our ability to complete our work for ITC. However, we generally do not allow employees to pursue outside activities that compromise ITC's business goals or our ability to perform our jobs. For instance, working for another electric utility or for one of our vendors may make it difficult to make impartial decisions for our Company.

There may be instances where an outside employment may create an indirect conflict of interest. This may occur when the role itself does not conflict with ITC's business interests, but it may cause you a conflict of time, energy or resources, making it difficult to effectively perform your job for ITC.



*If you have any questions, talk to your leader, Ethics & Compliance or Human Resources before accepting any outside position to ensure that it does not create a conflict, either directly or indirectly.*

## Investments in other companies

ITC respects your right to manage personal finances. However, some outside financial interests may improperly influence – or seem to influence – your ability to do your job at ITC. This may be the case, for example, if you invest in an ITC competitor, customer, supplier, or other business partner.

If an employee has an investment in an organization being recommended for a business relationship with ITC, it must be disclosed to the General Counsel immediately. Additionally, employees should be familiar with our Policy on Independence that prohibits employees, management, and directors from owning securities in a Defined Market Participant. A Defined Market Participant refers to a Market Participant of a Regional Transmission Organization in which any of ITC's operating subsidiaries has been granted incentive rate treatment by FERC based on its status as an independent transmission company. *For more information consult the Policy on Independence.*

## Serving on a board of directors

As with outside employment, we may serve on a board of directors if it does not interfere with our ability to do our job for ITC. In fact, we are encouraged to serve on non-profit or other boards that contribute to our communities' well-being and strengthen us individually as leaders, as long as it does not interfere with our work.



## ENDORSEMENTS AND SPEAKING ENGAGEMENTS –

We encourage our employees to engage with stakeholders and share knowledge gained through their experiences in our industry. However, we must be sure to get pre-approval from ITC's Director of Marketing & Communications before making any public appearances or endorsements on behalf of our Company.



## EXCHANGING APPROPRIATE GIFTS AND ENTERTAINMENT

In all business dealings, ITC employees must act with integrity to avoid any real or perceived impropriety. This includes accepting gifts, meals, and entertainment while conducting business. Inappropriate business courtesies can even lead to allegations of bribery or corruption if they suggest that favorable treatment was given or received to influence a business decision. Therefore, you should not accept gifts or entertainment from business partners, especially prospective or existing suppliers. However, in rare instances you may provide or accept courtesies such as gifts, meals, or entertainment, as long as they are:

- Reasonable (that is, not expensive)
- Infrequent
- Unsolicited
- Not cash or cash equivalents
- Based on a legitimate need to discuss business, in the case of entertainment
- Given or received during long business meetings or due to time constraints, in the case of meals
- In accordance with local laws, regulations, and Company policy

We may exchange gifts of “nominal” value, like logo pens, cups, or caps. If you are not certain whether a gift, meal or entertainment is appropriate, you should discuss it with your leader. Any exceptions to our policy must be made by a Vice President and the respective Senior Executive.

Because the rules that apply are much stricter, we must be particularly cautious when interacting with government officials. If you would like to give anything of value to a government official, you must obtain pre-approval from our General Counsel.

# Can I give or accept this gift?

Are you giving or accepting cash, or a cash equivalent (e.g gift cards, vouchers or discounts)?

YES



**This type of gift is never OK**

**We never provide:**

- anything that could even look like a bribe
- anything lavish or extravagant
- solicited gift or entertainment
- any inappropriate/ unsavory entertainment

NO

Does anyone involved work for, or on behalf of, any level of government or a government-related entity?

YES

**This type of gift requires pre-approval**

Get written pre-approval as required before proceeding from ITC's General Counsel.

NO

Would someone have to pay more than \$100 USD to obtain the gift or entertainment themselves?

NO

**It's similar to one of these:**

- promo items (pens, logo items, shirts)
- flowers
- coffee, tea

YES

**It's similar to one of these:**

- electronics
- invitation to golf outing
- tickets to events

YES

**This type of gift requires pre-approval**

Get written pre-approval as required before proceeding.

- email
- pre-approvals required from VP and SVP

NO

Will this be valued at more than \$250 USD in total this calendar year to or from this person, supplier, contractor, or outside business?

NO

YES

**This type of gift is generally OK**

**Remember, all gifts must be:**

- legal and appropriate
- directly business-related
- acceptable under both parties' policies
- attended by both parties if entertainment
- handled transparently



# PROTECTING OUR INFORMATION AND ASSETS

## USING COMPANY PROPERTY RESPONSIBLY

To do our jobs, we use various assets – assets that ITC places in our care. We are responsible for protecting all property and resources entrusted to us. This includes any Company-issued computers, facilities, equipment, vehicles, supplies, access badges, funds, and documents to which we have access or for which we are responsible. In addition, we should understand and uphold our obligations for safeguarding resources like ITC facilities. For example, we should be mindful to not leave our ITC access badges unsecured.

Further, we must take reasonable precautions to protect ITC's assets against theft, waste, damage, or misuse. Consistent with our commitment to our customers, stakeholders, and shareholders, Company assets should be used only for business purposes.



**Q:** Alden is working on creating digital posters for a work event coming up. He found some impressive looking digital editing software that is free to download online and is considering downloading it onto his work laptop. It will make finishing up these posters a snap. Furthermore, because it is free, he would be saving the Company money as compared to the expensive design suites he has seen on the market. Should he do that? Alden is also thinking about using an internet-enabled chatbot to help him draft the content for the poster. Is that okay?

**A:** No, we should never download software onto our computer without permission from the IT department. Doing so may put our computers and our network at risk to cyber security threats. He should work through the appropriate channels to see if this software is safe, and if not, if there is another software that is available. Additionally, it is important that we are always careful to protect Company information. Therefore, while artificial intelligence tools like chatbots can make our jobs easier, we should be mindful to never put Company information into the chatbots, as in doing so, we may lose control in how the information is used.

## PROTECTING OUR INFORMATION AND TECHNOLOGY

We must protect ITC's confidential and proprietary information, which includes information not generally available to the public. We may share confidential information only with people who are authorized to have it either for legitimate business purposes or by law.

### Confidential information can include:

- Information about our customers and employees, contact information, current business relationships, and other information not available through public sources
- Business plans, including servicing programs, procedures and techniques
- Budgets and forecasts
- Regulatory compliance information
- Company security plans
- Intellectual property (IP)
- Critical infrastructure, assets and systems
- Information related to litigation or subject to the attorney-client privilege

Be mindful that confidential information may be kept in places including files, documents, reports, customer lists, accounting records, computer programs and software, Company manuals, financial plans, and research. In order to protect our Company's confidential information, follow these guidelines:

- Safeguard passwords and other access codes. Never share your passwords with anyone else or let another person use your account – even a fellow employee.
- Properly store, secure, transfer, share, print, and label all data – paper or electronic – in accordance with Company policies.
- While traveling, keep your laptop, briefcase, and all other Company property secured or with you at all times.
- Be careful when discussing Company-related information in public settings such as airports, trains, or restaurants. Always assume an unauthorized third party is listening. Never discuss Company information with anyone who does not have a business need to know.
- Take extreme care when copying, faxing, or discarding sensitive papers, disks, audiotapes, or other Company property, and do not discard them in any place or format where the information could be intercepted. Any loss or theft should be reported to ITC's Cyber Security Manager or Security Manager immediately.
- Ensure computer screens are locked when leaving desk areas so that only the individual who is signed onto the computer has the ability to use that computer.
- Properly place computers in offices and desk areas so that computer screens cannot be easily seen by passersby.

**Remember, our obligation to protect confidential information does not end if we leave the Company.**



**Q:** Emerson's coworker who became ill suddenly and who has been out of the office for several days called Emerson to ask them to take over leading a critical project she has been working on. This will require Emerson accessing her computer, so she gave them her user ID and password. Is there a problem with this?

**A:** Yes. Since it is against Company policy to share confidential logins and passwords, Emerson should speak to their leader about this situation. There may be a way for them to access the necessary information with help from IT while allowing them to comply with Company policy.



**For more information about safeguarding Company information, refer to the Cyber Security Policy and the Information Protection Program.**

**If you have any questions about confidential information, speak to the General Counsel.**

## Intellectual Property

Some of us may also have access to ITC's intellectual property (IP). IP includes copyrights, business processes, trademarks, designs, logos, and brands, as well as information communicated verbally or through written and electronic documents. Like other types of information, releasing or using our IP without proper authorization could damage our Company. ITC retains all rights to IP created with Company materials, on Company time, at our Company's expense, or within the scope of our duties.

To help protect our reputation for integrity in the marketplace, we make sure to safeguard any confidential or proprietary information that our suppliers, customers, and other business partners entrust to us. As a rule, we should handle other's confidential and proprietary information just as carefully as our own and take care that this information is not disclosed to anyone who isn't authorized to have it. In addition, we must comply with all software licenses, copyrights, and other laws governing intellectual property belonging to others and be mindful to not download any copyrighted content to ITC assets in violation of any licenses or copyrights.

## ITC's technology resources

We are responsible for using ITC's network, computer systems and wireless devices ethically and legally. Appropriate and careful use of these technologies is our best defense in keeping our information safe. While we may make occasional personal use of these systems, we should remember that our Company reserves the right to monitor our use, except when prohibited by law. Also, we must only use ITC-approved software that has been vetted through our software evaluation process as stated in the **ITC Cyber Security Policy**.

This applies to hardware, cloud-based or non-cloud-based software. To ensure security of ITC information and assets, we should refrain from utilizing any unapproved trial cloud or non-cloud software application.

When we use Company technology to draft and send emails, instant messages, and text messages, we must compose these messages as carefully as any other Company document. Personal email, text messages or third-party applications should not be used as a means of communication to conduct ITC business.

## RESPONSIBLE USAGE OF ARTIFICIAL INTELLIGENCE

Using Artificial Intelligence (AI) responsibly is crucial in our Company, especially when handling sensitive information. Additionally, AI should never be used in a manner that could compromise our cyber security. Always ensure that you are not inserting sensitive, proprietary information into any of the AI tools. Computer programming code developed using AI tools should only be used after review from a manager in the Information Technology department. It is critically important that we be vigilant about the accuracy of AI-generated results and use human judgment to verify critical decisions. Lastly, remember that AI is a tool to assist, not replace, human judgment and ethical considerations. Always prioritize the security and integrity of our network and sensitive information when utilizing AI technologies.



*For more information about the appropriate usage of technology, refer to the **USB and Removable Media policy**, the **Cyber Security Policy** and the **Social Media policy**. For more guidance on the appropriate use of Artificial Intelligence, please visit the **Cyber Security Policy**.*



## SPEAKING ON OUR COMPANY'S BEHALF

In order to preserve our reputation for integrity and consistent with ITC's **Disclosure Policy**, we need to ensure that our external communications provide an accurate picture of our business plans and activities. We protect the Company by never making public statements on ITC's behalf (unless ITC expressly authorizes us to do so). If a financial analyst, member of the press, or other member of the financial or public community requests information from you, even informally, please refer them to the Director of Marketing & Communications.

### Social media

Social media is a commonly used digital communication tool that provides us with many ways to communicate with our customers, landowners, policymakers, employees and more. While this allows us to quickly and easily reach these audiences, we must be ever-committed to acting responsibly.

Common sense and good judgment should guide our use of social media, both in its current forms and in whatever shape it takes in the future. ITC respects the legal rights of ITC employees and contractors and understands that their time outside of work is their own. However, ITC employees and contractors should be mindful that their social media activity, even if done off premises and while off-duty, could affect ITC's legitimate business interests.

*For more guidance on social media in our workplace, refer to the **Social Media policy**.*

Keep the following in mind when posting and engaging with social media content, particularly when the content is related to ITC, our competitors or our industry:

- 1. Be transparent.** If you are writing about ITC or a competitor, use your real name, identify that you work for ITC, and be clear about your ITC role.
- 2. Never represent yourself or ITC in a false or misleading way.** All statements must be true, and all claims must be substantiated.
- 3. Use common sense and common courtesy.** For example, ask permission before publishing or reporting conversations that were intended to be private. Make sure your efforts to be transparent do not violate ITC's Code and/or Social Media Policy.
- 4. Keep opinions appropriate and polite.** When disagreeing with others' opinions, keep it appropriate and polite. If you find yourself in an online situation that is becoming antagonistic, do not get overly defensive, rude or dismissive. Instead, seek guidance from a member of the Marketing and Communications team and/or disengage from the dialogue in a polite manner.
- 5. Behave diplomatically.** If you want to write about the competition, be sure to behave diplomatically, have the correct facts, and obtain the appropriate permissions.

You should never represent ITC in social media unless you are given prior approval by the Company. Additionally, take care to never post anything that is unethical or illegal under local, state, federal or international law.

## KEEPING OUR BOOKS AND RECORDS ACCURATE

When it comes to creating and maintaining accurate financial records, we each have a role to play. At ITC, our records may include email, imaged, or paper documents – like contracts, notes, reports, time entries, and invoices – that are created, received, or maintained by our Company for legal, regulatory, accounting or other business purposes. Our duties include following the Employee Expense Reimbursement policy, the Direct Assignment policy, and other policies that specify how we record financial information.

We should ensure the information we share with the public is entirely truthful, timely, and includes reasonable detail. As a company that files reports with the U.S. Securities and Exchange Commission (SEC) and as a company regulated by FERC, it is vital that we prepare our financial statements in accordance with the relevant accounting principles and properly represent the financial condition and results of our Company. For instance, reports we file with the SEC, FERC or that we provide to other external parties must be complete and accurate. They must not mislead, misrepresent, or omit information, even for a business reason.



*For more information about this section, refer to the Direct Assignment policy or the Employee Expense Reimbursement policy.*

## Records retention

Managing our records is a critical component to building trust with each other, our customers, regulators, and shareholders. We each have a responsibility to properly manage any records for which we are responsible consistent with any legal or regulatory requirements. This means that we need to preserve Company records with an approved repository for a duration consistent with ITC's Records Retention Schedule. Through effective records management, we will be more able to efficiently find the necessary records or information necessary to do our jobs.

Additionally, we must not destroy, conceal, or falsify any document for purposes of obstructing any governmental or legal proceeding, investigation, or lawsuit. We each have a responsibility to protect the integrity of our books and records. To accomplish this, we must follow the Records and Information Management Policy, E-mail Management Policy and related documents and report any instances of incorrect or fraudulent record-keeping, false representations (verbal or written), or hidden or mischaracterized Company funds or assets – whether by another ITC employee or a third party. If you have questions about records management, speak to the General Counsel or the Manager of Records and Information Management.



*For more information about this section, refer to the Records and Information Management policy, and the E-Mail Management Policy.*

### External and internal audits

When internal and external auditors request information from ITC, we should cooperate in a timely manner. It is our responsibility to provide this information. We should never impede or delay any audit or similar appropriate requests. If you have questions about a request or audit, consult with the General Counsel.

### Government investigations and inquiries

We also have a duty to cooperate fully with legitimate government and agency investigations. This means we will provide the appropriate information, as requested, in a timely manner. However, at times we may not have all the information necessary to respond appropriately. To ensure that we provide all necessary and relevant information, we should immediately consult with the General Counsel if we receive requests for information related to any government investigations and inquiries.

**Q:** Joseph is preparing to move offices and came across several boxes of files. As he skims through it, he quickly realizes that they are files from his predecessor. Some of the content looks dated and unimportant; however, much of it looks to be documentation for a capital project from a couple of years ago. Since no one has asked about these files for a while, he assumes he can just get rid of them. Is he right?

**A:** No. These files may be corporate records and should be reviewed prior to determining whether they have met their legal or regulatory retention period allowing them to be disposed of. Joseph should reach out to his department's Record Coordinator or the Manager of Records and Information Management to coordinate the review of the files and determine what should be retained versus what should be shredded or properly disposed of in accordance with our Records and Information Management Policy.





# FOLLOWING THE LAW

## COMPETING FAIRLY

Fair competition in the marketplace ensures that our customers get reliable electric service at unbiased prices. We strictly comply with all applicable antitrust and competition laws wherever we do business, and we deal fairly with business partners and competitors alike. While these laws can be complex, they are meant to ensure a level playing field and fair competition in the marketplace.

Competition laws require that we make independent business decisions. We must never engage in unfair business practices, scheme with our competitors, or make other dishonest business arrangements. ITC is totally independent of energy buyers and sellers. We take seriously our role in providing non-discriminatory access to the transmission grid to facilitate broad regional wholesale energy markets. We uphold the standards outlined by FERC by never providing non-public transmission information to other participants in the market.

Remember, too, that illegal agreements can be inferred from our conduct even if there is no written or verbal agreement. If any of these topics come up when talking with a competitor – for example, at an industry association meeting – do not engage in the conversation. Instead, walk away immediately and report the incident to the General Counsel. Industry associations provide excellent opportunities for networking and business development, but we should be careful to avoid the appearance of unfair business practices when attending these events.

**Q:** Monty is at work focusing on completing a transmission system assessment report when his mobile phone rings. It's his friend and former ITC coworker who recently left to work for the generation arm of a local utility. They spend a couple of minutes chatting about life when the conversation shifts to work and industry talk. The friend tells Monty that he's trying to make a good impression in his new job and would be so grateful if he could share with him some transmission system performance results. Can Monty share this information?

**A:** No, he cannot. This information would be considered non-public transmission information and would provide an unfair advantage to the local utility over other market participants. ITC takes our role as an independent transmission company very seriously and cannot do anything that would provide any market participant with an unfair advantage.

If your job puts you in contact with our competitors, you must educate yourself about the fair competition laws that apply and avoid even the appearance of violating such laws directly or in spirit. If you are ever unsure whether competition laws are relevant to your work, seek guidance from the General Counsel before taking further action. Violations of these laws can lead to harsh penalties for both the individuals involved and our Company.

**Q:** Briana, an employee in the regulatory group, is attending a meeting of the members of the Regional Transmission Organization. During one of the breaks, she finds herself talking to a couple of competitors regarding a portfolio of projects that will be competitively bid. One of the competitors mentioned how they came up with a unique way to structure their costs in the bid to make themselves more competitive, which boiled down to not disclosing all of the project costs. Briana considers doing something similar in a bid package that she's working on thinking that would put the Company on equal footing with its competitors, but something is causing her to hesitate. It doesn't feel completely honest to her to not disclose some of the project costs. What should Briana do?

**A:** At ITC we deeply value our integrity and our commitment to fair and honest business dealings. It seems that this competitor is using unfair business practices. If Briana were to do the same, it would undo all our hard work to establish our reputation as a fair and ethical company. Briana should notify her leader and ITC's General Counsel of her knowledge of what this competitor is doing.



*For more information on these topics, refer to the Policy on Independence and the ITC Operating Companies Written Procedures for FERC's Standards of Conduct*

## DEALING FAIRLY WITH OUR STAKEHOLDERS

As an electricity transmission company, ITC follows the FERC Standards of Conduct. FERC regulates the transmission and wholesale sales of electric energy and gas in state-to-state commerce – but it also imposes a higher standard of independence on companies like ours.



*For more information on these topics, refer to the Policy on Independence and the ITC Operating Companies Written Procedures for FERC's Standards of Conduct*

## KEEPING OUR MARKETING MATERIALS HONEST

At ITC, we are expected to compete vigorously, but never unlawfully. We take pride in the quality and value of the service and dependable operations we provide customers. Integrity and honesty guide our agreements, and the materials we share with our customers, suppliers, and the public at large. We should not make false or misleading claims about our Company or the services we offer.

Those of us involved in selling, advertising, promoting, and marketing our Company, capabilities and services must ensure that we are accurate and truthful. We should never make unfair or inaccurate comparisons between our competitors and us.

## MEETING OUR CONTRACTUAL OBLIGATIONS

One of our most important responsibilities is to ensure we meet all of our contractual obligations. When we are working for our customers – including our fellow employees and government officials or agencies – certain rules and regulations apply to us. Therefore, we must be sure to always:

- Know and comply with all contract requirements
- Monitor high risk contracts
- Ensure all reports, certifications, and statements to the government are accurate and complete
- Record time allocations and costs accurately and truthfully
- Use government property for specified purposes only, not for personal or non-contractual use
- Meet our obligations under FERC and other rules that ensure the proper handling of contracts prior to their execution



*For more information about the rules that apply to fulfilling the obligations of our executed contracts, consult with your leader or the General Counsel. For more information about executing a new contract, please review the Contract Administration policy and associated documents.*



## RESPECTING ITC'S CORPORATE OPPORTUNITIES

We each have a responsibility to make objective business decisions that promote ITC's well-being and maximize its business success. Therefore, our interests should not compete with ITC's interests. This means we may not take for ourselves any business or investment opportunities that we discover through our position or through Company relationships or information. This duty, and other potential conflicts of interest, are further outlined in the "Acting in Our Company's Best Interest" section.

Furthermore, we all have an obligation to advance our Company's interests when the opportunity arises. By doing so, we will further our goals and, in turn, achieve the best results for our investors, customers and the communities we serve.

## HANDLING INSIDE INFORMATION CORRECTLY

During the course of our work for ITC, we may learn material non-public information about our Company, our parent company Fortis or other companies. Material non-public information (also known as inside information) is information about a company that is not known to the general public and that could influence a typical investor's decision to buy, sell, or hold that company's securities. It is illegal to buy or sell stock – or make any other investment decision – based on material non-public information about our Company, Fortis or any other organization. Even if you trade for reasons unrelated to inside information you possess, you may be liable for insider trading. Information is no longer considered non-public when it has been effectively disclosed to the public and a reasonable waiting period has passed. This allows the marketplace time to fully absorb the information.

Further, we must also take care to never reveal inside information to anyone, including suppliers, customers, family or household members – a practice known as tipping. If you pass inside information to another person who buys or sells securities (or passes the information on to someone else who buys or sells securities), you may be liable for tipping. This is true even if you do not personally trade on the information. Tipping is a violation of our Code and insider trading laws. It carries steep penalties, including potential criminal liability for individuals.

***Keep in mind that unauthorized disclosure of information could harm our Company, even if was not intended to facilitate an improper trade.***

**Q:** Calvin works in the finance group and has recently gotten involved with an upcoming acquisition. The information about it is still very hush-hush. During a lunch with work friend Martha, they're catching up on life, and he lets something slip that causes Martha to realize there is a big acquisition on the horizon. She presses him for additional details, but he declines. Can Martha use this information to buy or sell Company stock?

**A:** No, Martha has accidentally stumbled onto inside information that is non-public and material. She should not make any investment decisions based on this information. Furthermore, she should disclose her knowledge to the General Counsel to avoid any potential issues.

## COMPLYING WITH THE LAWS THAT APPLY TO US

ITC is governed by various local, state, and regional laws and regulations – and it is crucial that we know and follow these laws as they apply to us. For instance, we must comply with regulations implemented by FERC and NERC. Depending on where we work, these regulations could apply to our work in different ways. In general, FERC regulates the transmission and wholesale sales of electricity and gas across state lines. It is ultimately responsible for ensuring that the bulk power system in the U.S. and North America remains reliable. NERC develops, monitors, and enforces these reliability standards.

Our Company has training and monitoring procedures and processes in place to ensure that we all understand our duties. By adhering to these processes and procedures, we can continue to be a leader in our industry and fulfill our obligations to communities and regulators alike. If you have any questions about the laws and regulations that may apply to your work, talk to your leader.

## PREVENTING BRIBERY AND CORRUPTION

To be a responsible member of our business community, we must follow anti-corruption laws wherever we do business. This means we may not offer, attempt to offer, authorize, or promise any sort of bribe or kickback for the purpose of obtaining or retaining business or an unfair advantage. Moreover, we may not solicit or accept a bribe or kickback.

A bribe is an offer or gift of anything of value or to gain an advantage that is intended to improperly influence the recipient's actions. This may include any of the following:

- Money
- Gifts
- Travel expenses
- Hospitality
- Below-market loans
- Discounts
- Business opportunities
- Favors
- Political or charitable contributions
- Any other benefit, direct or indirect

We must also be careful never to offer or accept a kickback. A kickback is the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

If you are working with a government official, be especially cautious. Government officials can be national or local government officials or employees, political candidates, or officials or employees of government owned or controlled entities (such as state-owned oil companies). If you are unsure whether the person with whom you are interacting could be considered a government official, contact the General Counsel right away.

If you're considering hiring someone who is known to be related to a public official or a party that we do or propose to do business with, it's especially important to follow our review and approval processes. If you have questions about contracting, employment or internship offers, speak to your leader, Human Resources or Ethics & Compliance.

In addition, we may not hire a third party to do something that we cannot ethically or legally do ourselves. Engaging a third party to indirectly make an improper payment violates not only this Code, but also anti-corruption laws.

Anti-corruption laws are complex, and the consequences for violating these laws are severe. For this reason, you should avoid any activity that could be construed as bribery or be considered corrupt. For more information, consult with the General Counsel.

## CONDUCTING INTERNATIONAL BUSINESS

As part of our work for ITC, we may deal with organizations located in other countries. We must understand and follow the laws, such as the Foreign Corrupt Practices Act, relating to exports, re-exports, or imports from the U.S. and, in certain circumstances, overseas.

An export is a product, service, technology, or piece of information that is shipped to a person in another country. An export can also be technology, technical information, or software that is provided in any way (including verbally, in the case of information) to a non U.S. company – no matter where that person is located. If you handle exports as part of your job responsibilities, you must verify that both the location of delivery and the recipient are eligible to receive the materials.

We must also follow applicable laws and regulations when we import items (including equipment like transformers) or bring them from a foreign or external source into another country. Import and export activity may require us to pay duties and taxes, acquire a license, or submit certain filings.



*For more information about bribery, corruption or conducting international business, refer to the Anti-Corruption Policy and Anti-Corruption Procedures.*

## BOYCOTTS

Under U.S. law, we must not cooperate with any request concerning unsanctioned foreign boycotts or related restrictive trade practices. We cannot take any action, furnish any information, or make any declaration that could be viewed as participation in an illegal foreign boycott. There are severe penalties for violation of these laws, making them all the more important to follow.



**Q:** Estelle is in charge of purchasing a new transformer from a manufacturer in Europe. She hasn't worked with an import this large in a few years, but she figures the laws probably haven't changed, so she just fills out the same paperwork she did before and pays the same fees. Is she handling the import correctly?

**A:** No. Import and export laws change frequently, and we have a responsibility to know and follow the most up-to-date regulations. In this case, Estelle should have confirmed what our responsibilities are under the law instead of just assuming she was right. For help understanding export requirements, see the General Counsel.



# OUR COMMUNITIES WE SERVE

## OUR COMMITMENT TO THE ENVIRONMENT

We demonstrate our dedication to the communities where we work by considering the environment in all of our business activities. We are committed to act as environmental stewards when conducting business on our Company's behalf. This means that we must comply with all applicable environmental laws and regulations, as well as implement, operate, and maintain an Environmental Management System that addresses the potential impacts of our activities.

We show our respect for the environment by working to minimize any environmental hazards, conserve and protect natural resources, and manage our energy usage. We continuously strive to implement "green" initiatives such as reducing waste, recycling of materials, and implementing habitat and biodiversity projects. We also demonstrate our commitment to our environment through our planning and decision-making processes. This includes our ongoing investments in avoiding impacts to wetland and sensitive habitats and relocating wildlife without causing harm to the animals or outages for our customers.

We communicate environmental principles that guide ITC, what we expect from our workforce, and how to use energy responsibly. In addition, we recognize the importance of educating our stakeholders. We inform our employees, suppliers, contractors, and customers of our policies and offer educational and training opportunities where appropriate. We welcome new ideas to improve our efforts to reduce our environmental impact.

*For more information refer to the ITC Environmental policy.*

## UPHOLDING HUMAN RIGHTS

As part of our commitment to our global community, we comply with employment laws, including those addressing individual human rights. We are committed to meeting the standards set by these laws. Accordingly, we provide reasonable working hours and fair wages for those who work on our behalf. ITC also has a zero-tolerance policy for forced labor or human trafficking – we only do business with subcontractors, business partners, or suppliers who meet this same standard. ITC may be held responsible for the conduct of third parties with whom we work. If you have reason to believe the third party is engaging in forced labor or human trafficking practices, report the misconduct immediately to the General Counsel.

## PARTICIPATING IN POLITICS

ITC fully supports our personal involvement in the political process. We are all free to have our own beliefs about the political system and candidates and to make personal political contributions within legal limits. However, we may not participate in personal political activities during work hours, with Company equipment or resources, or on ITC premises. Further, we must not represent our personal political beliefs as those of the Company. Political contributions must never be made with the expectation of favorable treatment in return.

Only designated individuals are authorized to lobby on behalf of the Company. It is important to note that lobbying activities may require disclosure and may be subject to specific rules. You must discuss any such activities with the General Counsel to determine whether disclosure and other rules apply.



*For more information refer to the Corporate Political Engagement Policy.*

## VOLUNTEERING AND MAKING CHARITABLE DONATIONS

As a company, we strive to have a positive influence on everyone with whom we come into contact. Through ITC's Corporate Giving Program, our Company continues to support many non-profit organizations with a focus on education, environmental stewardship, social services, and health and well-being. We encourage ITC employees to get involved in various Corporate Giving initiatives on a voluntary basis.

We are each encouraged to participate in organizations or causes about which we feel personally passionate, as long as it is on our own time and with our personal resources. However, we should refrain from using Company assets to send emails or otherwise request donations, including soliciting for purchases for fundraising events, without prior approval from your leader. If given leader approval, you should be mindful of who you are including in any solicitations and avoid any circumstances where it may appear as though you are using your role or authority to pressure anyone for donations. In addition, you may not use Company assets (including time) for personal charitable pursuits without prior approval.

**Q:** Etienne is involved with a local community charitable organization outside of work, and they are looking for a conference room large enough to accommodate an upcoming regional meeting. He knows that ITC's office has just the space. Can he offer it to the organization for their use?

**A:** No, we should not be using ITC's facilities for our personal involvement in community organizations. We have a responsibility to our stakeholders to use Company property only to accomplish ITC's business objectives. If the organization is one that ITC already supports in their charitable efforts, there may be a case for an exception. In that case you should contact your leader or Ethics & Compliance for guidance.



*If you have questions about the right way to use ITC's assets, speak with your leader.*

# WAIVERS

Any waiver of this Code for executive officers or directors of the Company may be made only by the Board of Directors. All waivers will be promptly disclosed as required by law, regulation or listing requirement.