	CONFLICT OF INTEREST POLICY (POL.AD.035)	APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries
OWNER: Director Ethics, Equity and Inclusion	EFFECTIVE DATE: 01/05/2021	REVISION NO.: 2.2

1.0 SCOPE

This policy applies to all members of OGE Energy Corp. and its majority owned subsidiaries including Oklahoma Gas and Electric Company (the “Company”).

2.0 PURPOSE

A conflict of interest exists when a person’s private interest interferes or appears to a reasonable person to interfere in any way with the interests of the Company. This policy is not meant to replace any applicable laws or regulations governing conflicts of interest.

The purpose of this policy is to cultivate an environment of integrity and accountability in order to avoid conflicts of interest or even the appearance of impropriety.

3.0 POLICY

This conflict of interest policy as well as other referenced Company policies, standards, guidelines, and procedures provides direction to members. This policy is consistent with legal and regulatory requirements.

Conflicts of interest can be both obvious and subtle. The determining factor in each situation is the potentially inappropriate use of the Company’s resources or influence to benefit someone or something other than the Company.

4.0 REQUIREMENTS


It is the policy of the Company to prohibit members from engaging in any activity, practice, or conduct which conflicts with, or appears to a reasonable person to conflict with, the interests of the Company, its customers, or its vendors.

Since it is impossible to describe all of the situations that may cause or give the appearance of a conflict of interest, the examples included in this policy are not intended to be exhaustive and include only some of the more clear-cut examples. Ultimately, it is the responsibility of each member to identify potential conflicts of interest and disclose such information to appropriate individual(s) as described in this policy so that the conflict of interest can be resolved.

4.1 EXTERNAL EMPLOYMENT AND/OR EXTERNAL SERVICE

Members are allowed to engage in outside work or hold other jobs but shall not be employed by the Company’s competitors. If unsure of whether or not the outside work is in competition with the Company, members must check with their manager or supervisor.

Member activities and conduct away from the Company shall not compete, conflict with, or compromise the Company’s interests, or adversely affect job performance and the ability to fulfill all member responsibilities to the Company.

	CONFLICT OF INTEREST POLICY (POL.AD.035)	APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries
OWNER: Director Ethics, Equity and Inclusion	EFFECTIVE DATE: 01/05/2021	REVISION NO.: 2.2

The Company encourages public service that allows members to give their time and energy to the communities in which they live and work. When serving as a director or member of an outside organization (e.g., charitable or not-for-profit) or serving in public office, members shall abstain from any discussion or voting affecting the Company and make it clear why they are abstaining. This does not apply if the member is representing the Company as part of their job responsibilities and at the request of the Company.

4.2 WORKING FOR CUSTOMERS ON NONWORKING TIME

Members will not perform any services for customers on nonworking time that are normally offered by the Company.

4.3 FINANCIAL CONFLICTS OF INTEREST

When a member becomes aware of a financial decision, agreement, or transaction that could result in a potential conflict of interest, the member should disclose it to their supervisor and to the Director of Ethics, Equity and Inclusion. In addition, the member may call OGE mPOWERLINE at 877- TELL-OGE (877-835-5643) or report the potential conflict of interest online [here](#).

Please refer to the [Code of Ethics](#), the [Purchasing Policy \(AD.017\)](#) and all associated standards, guidelines, and procedures and the [Gifts and Business Entertainment Policy \(AD.037\)](#) for additional information.

4.3.1 Vendors

Members shall avoid procurement activity that either is or can appear to be a conflict of interest. Members shall maintain impartial relationships with actual and potential vendors. They shall avoid exerting, or appearing to exert, influence on behalf of those with whom the Company does business because of friendship or any other relationship.


Members may accept gifts, entertainment, meals and social invitations that are part of generally accepted business practices. Members must not accept such gift(s) if the gift(s) will influence or give the appearance of influencing a member’s professional judgment.

Refer to the [Purchasing Policy \(AD.017\)](#) and the [Gifts and Business Entertainment Policy \(AD.037\)](#), for all associated standards, guidelines, and procedures for additional information.

4.3.2 Financial Interest

Members must disclose significant financial interest(s) or business relationship(s) that could potentially create a conflict of interest to their supervisor and the Director of Ethics, Equity and Inclusion. The Company may require divestiture of the interest if it considers the financial interest or common business relationship to be in conflict with the best interest of the Company.

Members shall not use Company assets (property or equipment), influence or time for their own personal profit or for their own personal interest.

	CONFLICT OF INTEREST POLICY (POL.AD.035)	APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries
OWNER: Director Ethics, Equity and Inclusion	EFFECTIVE DATE: 01/05/2021	REVISION NO.: 2.2

Examples of potential conflicts of interest include, but are not limited to:

1. Supervisor and subordinate engage together in an outside business relationship.
2. Member conducts personal business on Company time such as receiving emails, making phone calls, shipping personal property at the Company's expense, or visiting with customers.
3. Member directs Company business to a contractor company owned by the member's brother.

4.3.3 Entrepreneurial Endeavors

Members may not create or develop, outside of the Company, any product, software, or other intellectual property for his or her own benefit that is or may be related to any business in which the Company is currently engaged or planning to pursue.

Refer to the [Intellectual Property: Patents/Copyrights/Trademarks Policy \(AD.020\)](#) for additional information.

4.3.4 Financial Communications

Members may learn material information about the Company that has not been publicly disclosed, which, if known to other members or the public, might affect the decision of an individual to buy, sell, or hold securities issued by the Company. Members are prohibited from disclosing or trading on inside information prior to public disclosure of that information.

Refer to the [Code of Ethics](#) and [Media and Financial Communications Policy \(AD.013\)](#) for additional information.

4.4 EMPLOYEE RELATIONSHIPS

Members are not allowed to supervise or be involved with any employment decision involving another member or potential member with whom they are in any personal relationship.


Refer to the [Employee Relationships Policy \(HR.011\)](#) and the [Harassment-Free Workplace Policy \(HR.017\)](#) and all associated standards, guidelines and procedures for additional information.

4.5 DISCLOSURE

Members have a duty to disclose financial, business or other relationships or interests that might be a conflict of interest and give the Company the opportunity to reconcile any such conflicts, if possible.

4.5.1 Reporting Conflicts of Interest

Members are required to inform the Director of Ethics, Equity and Inclusion at 405-553-3446 or royalrr@oge.com immediately if they have, or know of, a situation involving an actual or potential conflict of interest.

	<p align="center">CONFLICT OF INTEREST POLICY (POL.AD.035)</p>	<p align="center">APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries</p>
<p align="center">OWNER: Director Ethics, Equity and Inclusion</p>	<p align="center">EFFECTIVE DATE: 01/05/2021</p>	<p align="center">REVISION NO.: 2.2</p>

Failure to report a conflict of interest may be interpreted as an effort to conceal the conflict of interest or an effort to circumvent this corporate policy. Members may call the OGE mPOWERLINE at 877-TELL-OGE (877-835-5643) or report the potential conflict of interest online [here](#).

4.5.2 Confidentiality of Disclosure Statements

The Company recognizes that personal, sensitive information is sometimes divulged in disclosure statements. The Company will use reasonable and diligent efforts to maintain the confidentiality of information submitted in disclosure statements. However, if there is a legitimate business or legal need for disclosed information, such information will be shared with appropriate individuals and/or entities. Members should not expect absolute privacy regarding information having to do with disclosure statements and conflicts of interest.

4.5.3 Resolution of Conflicts of Interest

Each disclosure of an actual or potential conflict(s) of interest will be evaluated on a case by case basis. After consultation with management, the Director of Ethics, Equity and Inclusion will act on behalf of the Company to resolve the conflict.

5.0 ROLES AND RESPONSIBILITIES

5.1 MANAGERS AND SUPERVISORS

Managers and Supervisors must comply with this policy, all associated policies and applicable standards, guidelines and procedures. Managers and Supervisors must be aware of the [consequences of noncompliance](#) with the policy.


5.2 MEMBERS

Each member must understand his/her role and comply with this Policy, associated policies and applicable standards, guidelines and procedures. It is the responsibility of the member to disclose potential or actual conflicts of interest. Members must be aware of the [consequences of noncompliance](#) with the policy.

6.0 ASSOCIATED POLICIES AND DOCUMENTS

- AD.017 [Purchasing](#) and all associated standards, guidelines and procedures.
- AD.013 [Media and Financial Communications](#)
- AD.020 [Intellectual Property Policy: Patents/Copyrights/Trademarks](#)
- AD.037 [Gifts and Business Entertainment](#)
- HR.011 [Employee Relationships](#)
- HR.017 [Harassment-Free Workplace](#) and all associated standards, guidelines and procedures.

AND

	<p>CONFLICT OF INTEREST POLICY (POL.AD.035)</p>	<p>APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries</p>
<p>OWNER: Director Ethics, Equity and Inclusion</p>	<p>EFFECTIVE DATE: 01/05/2021</p>	<p>REVISION NO.: 2.2</p>

OGE mPOWERLINE - 877-TELL-OGE (877-835-5643)
Report potential conflicts of interest online [here](#).