	<p style="text-align: center;"><b>GIFTS AND BUSINESS ENTERTAINMENT POLICY (POL.AD.037)</b></p>	<p style="text-align: center;"><b>APPLIES TO: OGE Energy Corp. and Its Majority Owned Subsidiaries</b></p>
<p style="text-align: center;"><b>OWNER: Director - Ethics, Equity and Inclusion</b></p>	<p style="text-align: center;"><b>EFFECTIVE DATE: 01/05/2021</b></p>	<p style="text-align: center;"><b>REVISION NO.: 2.1</b></p>

## 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

The purpose of this policy is to provide an approach and guidance for members who through their business activities may become involved in business entertainment with suppliers or customers.

## 3.0 POLICY

The business relationships the Company has established with its suppliers, contractors, service providers and commercial customers are important. It is the Company’s policy to achieve the highest standards of integrity and to maintain relationships that are free from impropriety and not subject to conflict of interest. As stated in the Company’s Code of Ethics, “OGE’s goal is to not only comply with the law, but to avoid even the appearance of an impropriety.”

## 4.0 REQUIREMENTS

Regardless of value, any gift, meal, entertainment or business related meetings expenses accepted or offered must be regarded as “reasonable and customary” for the situation.

Refer to the [Code of Ethics](#) for additional information.


### 4.1 BUSINESS GIFTS

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not for the Company to gain unfair advantage with customers or for suppliers to gain an unfair business advantage in dealings with the Company. As a general rule, avoid accepting a gift or invitation that could place the Company or a member in a position of being obligated to a person or organization with which the Company does business.

Deciding whether to offer, accept or decline gifts requires sound judgment. Gifts that might influence a member’s professional judgment should not be accepted. Members should not accept gifts, entertainment or business related meetings expenses from suppliers or potential suppliers during, or in connection with contract negotiations.

Accepting gifts of nominal value such as caps, pens, etc. is normally a part of generally accepted business practices. If there is any doubt about whether a particular gift can be offered or accepted, the matter should be discussed with the member’s supervisor or the Director of Ethics, Equity and Inclusion.

As guidance, gifts with a value in excess of \$100 should not be accepted or given.

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Gifts provided to elected officials or government employees are not permitted without the prior approval of the Vice President Regulatory and Legislative Affairs. Approval will be based on the applicable rules, laws, and business needs of the Company at the time of the request.

**4.1.1 Cash**

The acceptance of cash or pre-paid money cards such as VISA, American Express or MasterCard from a supplier or vendor is not permissible for members or relatives of members.

Offering of cash or pre-paid money cards such as VISA, American Express or MasterCard to a customer is not permissible.

The acceptance of loans from suppliers is not permissible for members or relatives of members. Furthermore, all offerings of cash or cash equivalents from suppliers must be disclosed to your Supervisor and the Director of Ethics, Equity and Inclusion.

**4.2 BUSINESS ENTERTAINMENT -- SUPPLIER RELATIONSHIPS**

Members involved in supplier relationships must conduct business in a professional and cordial manner, while making decisions that are independent, objective, free from impropriety, and not subject to conflict of interest.

Nothing should be accepted, nor should the member have any outside involvement with the supplier that could impair, or give the appearance of impairing a member’s ability to perform duties or exercise business judgment in a fair and unbiased manner, or that public disclosure of would embarrass the Company.


Members should not exert or give the appearance of exerting influence over suppliers or potential suppliers, due to friendship or other relationship.

Normally members should not make referrals to customers or other parties for services or products of “preferred suppliers”. Management may determine if it is appropriate to provide a list of multiple suppliers, without any preference or recommendation for any one in particular. The Company may enter into partnerships with other companies as a way to address major initiatives. Management will give specific guidance at that time on what is appropriate in the way of referrals for any future corporate partners.

During periods that suppliers are bidding or under contract negotiations, members should not accept gifts, meals, entertainment, or business related meeting expenses from those suppliers or potential suppliers.

**4.2.1 Meals - Suppliers**

A meal (a business breakfast, lunch or dinner) to establish and maintain a necessary business relationship, is considered a legitimate business practice.

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#### 4.2.2 Entertainment - Suppliers

Accepting an invitation from a supplier for entertainment is allowed when it provides a means of facilitating normal business objectives.

Entertainment includes meals and social events such as sporting events, theater, concerts, and holiday parties. All of the following requirements apply:

1. The event, which should be related to the member's job responsibilities, benefits the Company.
2. The expense is reasonable, given the nature of the event. The Business Unit officer will provide guidance on an expense level that is reasonable at the Business Unit level. Guidance for members in different Business Units or functions may vary depending on specific roles and responsibilities.
3. Acceptance of the invitation should be approved in advance by a supervisor or manager/director.
4. The sponsor of the event is in good standing with the Company based on prior performance and there are no current significant negotiations on a major project or contract.
5. As guidance, airfare and lodging expenses are normally paid for by the member.

When a member believes there is a legitimate business reason for a variance to guidance, a request must be made to the Business Unit Officer. This request should be made in advance of the entertainment and the approval should be maintained by the member as documentation. To promote transparency, the Business Unit Officer should contact the Director of Ethics, Equity and Inclusion for feedback.


#### 4.2.3 Frequency of Entertainment and Meals

The expense and frequency of accepting allowed entertainment must be reasonable and must not create the appearance of impropriety, or imply a commitment to do business.

#### 4.2.4 Business Related Meetings

Invitations to business-related meetings, conventions and conferences, where some of the expenses are to be borne by the host or sponsor, may be accepted only if all of the following requirements apply:

1. The event, which should be related to the member's job responsibilities, benefits the Company.
2. The expense is reasonable, given the nature of the event. The Business Unit officer will provide guidance on an expense level that is reasonable at the Business Unit level. Guidance for members in different Business Units or functions may vary depending on specific roles and responsibilities.
3. Acceptance of the invitation should be approved in advance by a supervisor or manager/director.
4. The sponsor of the event is in good standing with the Company based on prior performance and there are no current significant negotiations on a major project or contract.

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5. As guidance, airfare and lodging expense are normally paid for by the Company.

When a member believes there is a legitimate business reason for a variance to guidance, a request must be made to the Business Unit Officer. This request should be made in advance of the entertainment and the approval should be maintained by the member as documentation. To promote transparency, the Business Unit Officer should contact the Director of Ethics, Equity and Inclusion for feedback.

#### 4.2.5 Discounts

A supplier may offer discounts on products or services purchased by Company members. Discounts can only be accepted when they are offered to all members of the Company.

### 4.3 BUSINESS ENTERTAINMENT - CUSTOMER RELATIONSHIPS

Members involved in relationships with commercial customers must conduct business in a professional and cordial manner, while making decisions that are independent, objective, free from impropriety, and not subject to conflict of interest.

Nothing should be offered, nor should the member have any outside involvement with the commercial customer that could impair, or give the appearance of impairing a member's ability to perform duties or exercise business judgment in a fair and unbiased manner, or that public disclosure of would embarrass the Company.

Members should not exert or give the appearance of exerting influence over commercial customers or potential commercial customers, due to friendship or other relationships.

#### 4.3.1 Meals - Customers


A meal (a business breakfast, lunch or dinner) which is to establish and maintain a necessary business relationship is considered a legitimate business practice.

#### 4.3.2 Entertainment and Business Meetings - Customers

Offering entertainment is allowed when it provides a means of facilitating normal business objectives.

Entertainment includes meals and social events such as sporting events, theater, concerts, and holiday parties. All of the following requirements apply:

1. The event, which should be related to the member's job responsibilities, benefits both the Company and the invited customer.
2. The expense level per customer is reasonable, given the nature of the event. The Business Unit officer will provide guidance on an expense level that is reasonable at the Business Unit level. Guidance for members in different Business Units or functions may vary depending on specific roles and responsibilities.

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3. Offering an invitation to the customer is normally approved in advance by a supervisor or manager/director.
4. As guidance, the Company does not normally pay for airfare and lodging expenses of a customer related to entertainment/trip activities.

When a member believes there is a legitimate business reason for a variance to guidance, a request must be made to the Business Unit Officer. This request should be made in advance of the entertainment and the approval should be maintained by the member as documentation. To promote transparency, the Business Unit Officer should contact the Director of Ethics, Equity and Inclusion for feedback.

Entertainment provided to elected officials or government employees is not permitted without the prior approval of the Vice President Public Affairs and Corp. Admin. Approval will be based on the applicable rules, laws, and business needs of the Company at the time of the request.

#### **4.3.3 Frequency of Entertainment and Meals**

The expense and frequency of accepting or offering allowed entertainment must be reasonable and must not create the appearance of impropriety, or imply a commitment by the Customer to do business with the Company.

#### **4.3.4 Business Related Meetings**

Invitations to customers by the Company for business-related meetings, conventions and conferences, where some of the expenses are to be borne by OGE Energy Corp., may be offered on occasion if all of the following requirements apply:

1. The event, which should be related to the member’s job responsibilities, benefits both the Company and the invited customer.
2. The expense is reasonable, given the nature of the event. The Business Unit officer will provide guidance on an expense level that is reasonable at the Business Unit level. Guidance for members in different Business Units or functions may vary depending on specific roles and responsibilities.
3. Offering an invitation to the customer is normally approved in advance by a supervisor or manager/director.
4. As guidance, airfare and lodging expense for customers are normally not paid for by the Company.

When a member believes there is a legitimate business reason for a variance to guidance, a request must be made to the Business Unit Officer. This request should be made in advance of the entertainment and the approval should be maintained by the member as documentation. To promote transparency, the Business Unit Officer should contact the Director of Ethics, Equity and Inclusion for feedback.

## **5.0 ROLES AND RESPONSIBILITIES**

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**5.1 MANAGERS AND SUPERVISORS**

Managers and supervisors must be familiar and in compliance with the policy and assist members in understanding and being compliant with the policy. Any questions should be directed to a Business Unit officer or to the Director of Ethics, Equity and Inclusion at 405-553-3446 or royalrr@oge.com.

Managers and supervisors must be aware of the [consequences of noncompliance](#) with this policy.

**5.2 MEMBERS**

Members must be familiar and in compliance with the policy. Any questions should be directed to a manager or supervisor or to the Director of Ethics, Equity and Inclusion at 405-553-3446 or royalrr@oge.com.

Members must be aware of the [consequences for noncompliance](#) with this policy.

**6.0 ASSOCIATED POLICIES AND DOCUMENTS**

AD.017 [Purchasing Policy](#) and all associated standards, guidelines and procedures.

AD.022 [Employee Business Expenses](#) and all associated standards, guidelines and procedures.

AND

[Code of Ethics](#)