

Conflicts-Of-Interest Policy

Purpose

The purpose of this policy is to provide guidance to personnel for recognizing and avoiding situations that are most likely to cause a real or potential conflict of interest. To maintain independent judgment and action, personnel must avoid any potential conflict or appearance of conflict with the interests of the Company.

Scope

This policy applies to employees of FirstEnergy, all contractors and their employees, and all vendors' employees who are performing work at any FirstEnergy facility or on behalf of a FirstEnergy entity (all of whom are referred to as "Personnel"). This policy is not a binding contract, but a set of guidelines for implementation. The Company explicitly reserves the right to modify any provisions of this statement at any time and without notice.

Policy

Guiding Principles

- A. All personnel, including the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, have an obligation to conduct Company-related business in an environment free from the influence of conflicting personal interests. Generally, a conflict of interest arises when our position or job responsibilities present an opportunity for personal gain or when an obligation or situation resulting from our personal activities and financial affairs may influence our judgment and action in the performance of our Company duties.
- B. It is impractical to try to list every situation or circumstance that might lead to a conflict of interest. For this reason, there is no substitute for our own good judgment. When in doubt about whether a situation you are engaged in or contemplating will cause a conflict with the interests of the Company, you are encouraged to make a timely disclosure of the facts to your supervisor or the Chief Ethics Officer.
- C. If you have, or believe you may have, a conflict of interest with respect to any outside work or financial interest, you must immediately report this in writing to your supervisor and the Chief Ethics Officer.

Outside Work

- D. The Company respects the rights of personnel to engage in activities outside the normal scope of their employment, provided such activities do not conflict with the ability of personnel to properly perform their job duties. A conflict of interest exists when personnel or an immediate family member (any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, or any other person, other than a tenant or household employee, sharing the household of any such related person) serves as personnel of an organization which has or seeks to have a business relationship with FirstEnergy as a supplier or contractor, and the personnel are in a position within FirstEnergy to directly or indirectly influence decisions concerning this

relationship. Similarly, a conflict exists when personnel receive or agree to receive compensation in any form, including honoraria, from an outside source for representing or assisting any person, business, firm, or other entity in dealings with the Company.

Financial Interest

- E. A conflict of interest exists when personnel, an immediate family member, or any member of the personnel's household owns any beneficial interest in an organization that has or seeks to have a business relationship with FirstEnergy as a supplier or contractor and such personnel are in a position within FirstEnergy to directly or indirectly influence decisions concerning this relationship. A conflict does not exist when the financial interest consists of stocks, bonds, or other securities of a company listed on a public securities exchange, and the amount of such interest is less than five percent of the value of the class of such securities.

Political or Civic Involvement

- F. The Company encourages its personnel to take an active role in the political and civic activities of the communities in which they reside and which the Company serves. Occasionally, matters brought before political or civic boards directly affect the Company's business. When this occurs, personnel serving on these boards are expected to abstain from participation during the time that matters affecting the Company are voted upon.

Gifts and Gratuities

- G. Accepting a gift, favor, service, or privilege, including travel or entertainment, from an existing or potential customer or supplier that is of more than nominal value, and that exceeds the level of business courtesies extended in accordance with accepted ethical business standards – thereby creating a conflict of interest – is prohibited. If personnel have any doubt as to whether accepting a gift would violate such policy, then that personnel should consult with their supervisor. If the supervisor has any questions regarding the matter, he/she should consult with the Chief Ethics Officer for guidance. Accepting a gift or gratuity in excess of these limits places personnel in a prejudicial or embarrassing position and interferes with the impartial performance of job duties and is prohibited. Similarly, the acceptance of cash (whether in the form of a gift or a loan) or a gift certificate in any amount is also prohibited. If a prohibited gift is received, it must be returned promptly, accompanied by an explanation of this policy.
- H. A supplier may offer a discount on services or products purchased by Company personnel due to their status as Company personnel. Such discounts can only be accepted by the personnel or his or her immediate family member when the discounts are available to all personnel and notice of such fact is given to all personnel.
- I. It is understood that there are times when meals, beverages, golf outings, tickets to sporting or cultural events, and other social events are proper and acceptable and are helpful in conducting business. However, entertainment of this nature is not to be encouraged or used as a prerequisite for doing business with the Company, but may be accepted or extended by personnel when appropriate for business objectives.

Confidential Information

- J. Information about our customers, shareholders, suppliers (including bid prices, terms, and evaluations), personnel, business plans and results of operations as well as other financial information is considered to be confidential and is only available on a need-to-know basis. This information should be used solely for Company business purposes. A conflict of interest and, in some cases, a violation of law exists when personnel use Company information for personal gain or discloses it to others for purposes of gaining a competitive advantage or for solicitation purposes. Use of information in this manner is prohibited.
- K. This policy applies to all personnel of FirstEnergy and each such they are responsible for complying with it. Any personnel found to have willfully disregarded this policy will be subject to disciplinary action up to and including discharge. Personnel will be asked from time to time to signify in writing that they are in compliance with this policy. Any personnel may, in confidence, report actual or suspected violations of this policy directly to the Chief Ethics Officer or by using the toll-free Employee Concerns Line. An individual may make use of this procedure without fear of retaliation. No individual will be harassed, intimidated, or negatively impacted in any way as a result of filing a complaint or participating in an investigation of an internal discrimination complaint. Supervisors are cautioned that any retaliatory or other employment action taken against an individual as a result of that individual making a report or filing a complaint or otherwise participating in an investigation of a complaint or report under this policy shall itself be treated as a violation of this policy and will subject the supervisor to discipline up to and including termination from employment. If a supervisor is contemplating any employment action with respect to an individual who has filed a complaint or made a report under this policy, he or she must seek further guidance from appropriate representatives within the Human Resources or Legal Departments in advance of taking any such action.

Compliance and Oversight

- A. The Chief Ethics Officer has the authority to resolve questions regarding proper ethical conduct, including matters dealing with conflicts of interest. However, except that certain matters (including waivers of the Code of Business Conduct for Executive Officers) require consideration by FirstEnergy's Board of Directors or applicable Board Committee.

For Further Guidance

For clarifications regarding this policy or the classification of information contact the Chief Ethics Officer, or the Legal Department.

References

Business Practice 3.5 – Ethics and Business
Conduct Business Practice 3.6 – Employee
Concerns Line Business Practice 6.4 – Conflicts of
Interest Business Practice 8.2 – Insider Trading
Corporate Policy 101 – Code of Business Conduct
Corporate Policy 301 – Employee Concerns Line
Corporate Policy 701 – Charitable In-Kind Donations
Corporate Policy 702 – Corporate Political Activities
Corporate Policy 807 – Insider Trading Policy

Review Period

This document is to be reviewed every three years.

Approval

Reviewed By (Name of VP)	Date Reviewed
Ebony Yeboah-Amankwah	11/02/2018