



**SUPPLIER CODE OF BUSINESS CONDUCT**

WE ACT WITH  
INTEGRITY,  
HONESTY AND  
RESPECT.



# OUR VALUES

Our core values define who we are collectively while guiding us individually in our work.

## DO THE RIGHT THING

We are guided by our ethics, our focus on safety and our willingness to stand up for what is right.

## CHAMPION PEOPLE

We invest in people and value diversity and inclusion because it elevates performance and helps us partner responsibly.

## SHAPE THE FUTURE

We are forward thinkers who innovate and collaborate with stakeholders to make a positive difference.

The Ethics & Compliance Helpline is available globally 24 hours a day, seven days a week at [SempraEthics.com](http://SempraEthics.com) or by calling (800) 241-5689 (United States) and 001-770-582-5249 (Mexico).

Sempra Energy, based in San Diego, CA, is a Fortune 500 energy services holding company. With over 17,500 employees worldwide, the Sempra Energy companies develop energy infrastructure, operate utilities, and provide related products and services to more than 31 million consumers worldwide.

This Code contains general requirements applicable to all suppliers and contractors to the Sempra Energy family of companies. Particular supplier contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede any more specific provision in a particular contract, and to the extent there is any inconsistency between this Code and any other provision of a particular contract, the other provision will control.

## A MESSAGE FROM Sempra Energy's Chief Compliance Officer

Since Sempra Energy's formation in 1998, we have experienced dramatic growth. What has not changed is our commitment to *do the right thing* in accordance with the highest ethical standards. We do not and will not compromise our adherence to the laws and regulations that govern our business conduct standards.

We expect our suppliers to embrace our commitment to *do the right thing* and conduct their business in compliance with all laws, rules and regulations. We understand that suppliers are independent entities. Nevertheless, a supplier's business practices and actions can impact and reflect upon Sempra Energy and our subsidiaries. The supplier Code of Business Conduct is based on the same standards that apply to all employees of the Sempra Energy family of companies.

As suppliers, your workforce, agents and subcontractors should know that we expect them to understand and comply with the standards established in this Supplier Code of Business Conduct. They should know that non-compliance can alter our business relationship and could result in the termination of that business relationship.

Thank you for the service you provide to the Sempra Energy family of companies. Each of you continue to be an important part of our ongoing success and we value our shared commitment to conduct business with integrity, honesty and respect.



A handwritten signature in black ink that reads "Randy". The signature is fluid and cursive.

Randy Clark  
Chief Compliance Officer  
Sempra Energy

## Health and Safety

We are committed to the safety and health of the Company's employees, customers, suppliers (including contractors) and the communities we serve. Here "Company" refers inclusively to Sempra Energy and/or a subsidiary or other entity as to which Sempra Energy has majority ownership and control.

### *As a Company supplier, I will:*

- Provide a safe working environment that supports accident prevention and minimizes exposure to health risks; and
- Have the responsibility of knowing and understanding the health and safety laws and regulations impacting the goods and services I provide, promote and to fully comply with those laws and regulations.

## Legal and Regulatory Compliance

- Suppliers and their agents will conduct their business activities in compliance with all applicable laws and regulations, including those that deal with bribery, kickbacks, unfair pricing, unfair marketing, or misrepresentation of products or services.

### *As a Company supplier, I will:*

- Be in full compliance with laws and regulations including:
  - Antitrust and fair competition laws and regulations
  - Anticorruption laws and regulations of the countries where the supplier does business, including the United States Foreign Corrupt Practices Act, and the UK Anti-Bribery Act and applicable Mexican law
  - Laws and regulations associated with insider trading
- Comply with all applicable employment laws and regulations including, state, federal and applicable in-country laws and regulations regarding:
  - Equal employment opportunity
  - Compensation and benefits
  - Child labor
  - Freedom of association
  - Forced or compulsory labor
  - Workplace harassment and discrimination
  - Working hours
  - Payment of wages
  - Verification of employment eligibility (using E-Verify when required by law)
  - Health and safety
  - Whistleblower protections

The Company is an equal opportunity employer and federal contractor and subcontractor. Consequently, our vendors, contractors and suppliers must abide by the requirements of 41 CFR 60-1.4(a), 41 CFR 60-300.5(a) and 41 CFR 60-741.5(a), where they apply. These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity or national origin. These regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status or disability. Our vendors, contractors and suppliers must also abide by the requirements of Executive Order 13496 (29 CFR Part 471, Appendix A to Subpart A), relating to the notice of employee rights under federal labor laws and regulations, where it applies.

## **Information Protection and Confidentiality**

If you are granted access through electronic or physical means to the Company's non-public information to perform Company related work, the information may only be used for Company business. Such use must be in accordance with all laws, regulations and contractual obligations. Non-public information provided by the Company and/or its business partners include financial, customer, employee or other business information. Non-public information accessed by suppliers must be limited to only that information that is required to perform the contracted work.

### ***As a Company supplier, I will:***

- Keep non-public information confidential and may only disclose non-public information if it is necessary for the performance of the work if such information is being disclosed to people who are also subject to the Company's confidentiality provisions; and
- Appropriately secure and protect non-public information contained in electronic or physical form.

### ***As a Company supplier, I will not:***

- Make any announcements or release any information on behalf of the Company to any member of the public, press, official body, business entity, or other person, or claim or imply any endorsement by the Company or its employees without the Company's prior and appropriately authorized written consent.

## **Use of Company Assets**

All Company assets must be used for the purpose for which they are provided and in compliance with all contractual terms, and all laws and regulations.

Suppliers may be granted access and permitted to use a Company's computer network which may include access to a variety of proprietary and licensed applications.

The Company reserves the right to monitor the use of, and/or examine or search Company property provided to suppliers. Use of any Company's entity name or logo ("co-branding"), trademarks or patents, without the express written consent of the applicable Sempra Company is prohibited.

### ***As a Company supplier, I will not:***

- Use, reproduce, access, modify, download, distribute or otherwise copy any copyright protected works, trademarks or patents of others, including licensed software and related documentation without the written authorization of the owner.

## **Affiliate Rules**

The Company's businesses are regulated by, or impacted by, state and federal laws as well as rules and regulations of the California Public Utilities Commission and the Federal Energy Regulatory Commission. A significant number of the laws, rules and regulations restrict the flow of non-public information between certain Sempra Energy-affiliated companies.

### ***As a Company supplier, I will:***

- Understand the affiliate rules affecting my respective responsibilities to the Company and should ask my business contact if I have questions, issues or concerns regarding the sharing of information.

## **Environmental Protection and Sustainability**

The Company is committed to protecting and conserving the environment for the benefit of our employees, customers and the diverse communities in which we the Sempra Companies serve and provide service. It is the supplier's responsibility to know and understand the environmental issues associated with the production of goods and services they provide. We expect our suppliers to be good environmental stewards. We value suppliers that evaluate their operations, products and services from a total lifecycle perspective in order to propose and implement effective policies and measurable improvements in areas such as:



- Environmental metrics tracking
- Reuse and Recycling
- Air emissions reductions (Volatile organic Compound-VOC's, Greenhouse Gas-GHG's)
- Land restoration
- Responsible resource utilization
- Environmental incidents elimination
- Energy and water use minimization
- Waste reduction

The Company values suppliers who disclose their corporate sustainability results and set measurable goals that reduce environmental impacts.

### **Human Rights**

The Company believes in the dignity, human rights and personal aspirations of all people. This belief is foundational to our business and to our longstanding commitment to diversity and inclusion.

#### ***As a Company supplier, I will:***

- Be a strong community partner - forming positive relationships wherever we do business;
- Be mindful that individuals from certain groups or populations, including indigenous peoples, may be at greater risk of marginalization;
- Work to avoid causing or contributing to human rights violations;
- Value and respect human rights across our operations and conduct business in a way that minimizes the negative effects our infrastructure or operations may have on people and communities, where possible, independent of what governments may or may not require; and
- Report any concerns or violations as applicable.

#### ***As a Company supplier, I will not:***

- Use, or permit to be used, forced or trafficked labor; nor
- Use child labor (individuals under the age of 15 or under the local legal minimum working age or mandatory schooling age, whichever is higher).

### **Supplier Diversity**

The Company values diversity in our workforce and supply chain. Our companies are committed to maximizing opportunities for women, minority, disabled veterans and LGBT-owned business enterprises. We demonstrate our commitment by mentoring many strategic, low-cost, and highly-capable diverse business enterprises. The Company expects suppliers to share this commitment.

### **Supplier Behavior**

Everyone has a role to play in ensuring that the workplace, whether it is in an office or construction site, is free of harassment and discrimination.

#### ***As a Company supplier, I will:***

- Cooperate with the Company's provision of a workplace free of harassment and discrimination; and
- Ensure my employees are complying with Company's policy of not allowing the use of alcohol or illegal drugs or the use of prescribed drugs that might impact safety while performing work for the Company.
- Treat all Company customers with respect and dignity.

#### ***As a Company supplier, I will not:***

- Act in a way that discriminates, intimidates, harasses, disrupts or interferes with anyone performing work for, or on behalf of, the Company.

## Business Gifts and Courtesies

- Exchanging gifts and courtesies may be acceptable under certain conditions, but are never required to conduct business with the Company, nor should these ever be requested by one of our employees. In fact, excessive business gifts and courtesies can raise ethical and legal questions that could harm suppliers and the Company. Modest gifts, entertainment or courtesies are permissible if:
  - They are consistent with accepted business practices and of low nominee value as determined by local or industry practices
  - Public disclosure of the gift or courtesy would not reflect adversely on the companies or the people involved
  - The transaction has been disclosed to a Company supervisor if the gift or courtesy is more than a mere token
  - The supplier's own Code of Business Conduct permits the gift or courtesy
  - Supplier gifts and courtesies to the Company or any employee thereof should never suggest or imply a desire for special treatment

## Conflicts of Interest

A conflict of interest arises when a supplier's interests or activities influence (or appear to influence) their ability to act in the Company's best interest. Arrangements that may cause a conflict of interest include:

- Having a significant financial interest in another company in our industry
- Having access to the Company's proprietary information while providing goods and services to Company competitors
- Having family members or others of a close personal relationship working for any Sempra family of companies

### *As a Company supplier, I will:*

- Immediately disclose actual or potential conflicts of interest.

## Business Records

Accurate records and disclosures (financial, regulatory, etc.) are critical to the Company's success and reputation.

### *As a Company supplier, I will:*

- Adhere to having internal controls over operational and accounting records; and
- Ensure that all transactions, including invoices, billings and other supporting records, are in compliance with all accounting standards, applicable laws and regulations.

### *As a Company supplier, I will not:*

- Misstate facts or material information related to business performed for, or on behalf of, the Company.

## Reporting Concerns

If you have any questions about Sempra Energy's Supplier Code of Business Conduct, or have concerns about compliance or ethics issues while working with the Company, we encourage you to use one of the following reporting methods:

- Talk to your business contact within the Company
- Contact Sempra Energy's Ethics and Compliance Helpline 24 hours a day, seven days a week at [SempraEthics.com](http://SempraEthics.com) or by calling the appropriate number below:
  - (800) 793-7723 (United States)
  - 001-770-582-5249 (Mexico)

Anyone who reports a concern has the choice to remain anonymous. Suppliers must cooperate with the Company's efforts to conduct investigations that may involve them or their employees, including making their employees available for the Company interviews and providing requested information.

