

SAFETY • CULTURE  
**CODE OF CONDUCT**



Compliance Helpline

**866.543.4065**

# To All Directors and Employees of Atmos Energy Corporation



## You Matter Here.

Thank you for what you do every day to help us achieve our vision of being the safest provider of natural gas services. What you do every day and how you do it are critically important to our success. Our reputation and financial health depend on each and every one of us acting with the highest integrity and acting ethically and legally at all times.

Our Code of Conduct begins with our deep commitment to fairness, mutual respect, and participation. It is designed to be a framework within which decisions confronting our directors and employees must be made. We are committed to abide by the letter and spirit of all laws and regulations that apply to our business.

It is my firm belief that the principles reflected in this Code support our ability to prosper and truly be proud of our achievements. I am pleased to provide you with this Code and to share with you this commitment to the highest standards of business ethics at Atmos Energy. Please keep our vision in sharp focus and remember to **Live AtmoSpirit every day.**

Sincerely,

**Kevin Akers**

President and Chief Executive Officer



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# Our Vision and Values

## Vision

Our vision is for Atmos Energy to be the **safest** provider of natural gas services. We will be recognized for **exceptional customer service**, for being a **great employer**, and for achieving **superior financial results**.

## Strategy

- Operate our **business** exceptionally well
- Invest in our **people** and our **infrastructure**
- Enhance our **culture**

## AtmoSpirit

At Atmos Energy, we inspire our employees to live by a unique set of principles called AtmoSpirit. It is a culture that we strive to preserve, protect, and live by every day . It guides the way we think, feel and act and is truly what sets us apart from the other companies in our industry. AtmoSpirit drives our actions every day here at Atmos Energy and at home with family and friends. AtmoSpirit consists of five principles.



## The Five AtmoSpirit Principles:

### 1 - Inspire Trust:

- Connects with people and cares about their well being
- Can be counted on to do the right thing and do what they say

### 2 - Be at Your Best:

- Reflects, plans and organizes efforts
- Comes ready to play, in good health physically, emotionally and professionally
- Is accountable for “being here now”

### 3 - Bring Out the Best in Others:

- Recognizes what’s “good” and challenges self and others to be “great”
- Seeks diverse views, builds healthy relationships and teams
- Create win/win solutions
- Coaches others to be at their best

### 4 - Make a Difference:

- Identifies simple, clear paths to achieve goals and get results
- Delivers on our promise to our customers, communities, shareholders and regulators and each other

### 5 - Focus on the Future:

- Focuses on the right things for Atmos Energy and our stakeholders
- Is a pacesetter
- Looks for opportunities to build Atmos Energy’s business and key relationships for the future
- Renews self and skills to be ready for the future



# Scope, Resources and Reporting

## Scope

All directors and employees are required to comply with this Code. The Risk Management and Compliance Committee ("RMCC"), overseen by the Management Committee, has the responsibility for administering the provisions of this Code of Conduct. All amendments to this Code of Conduct must be approved by the RMCC and any material amendments to this Code of Conduct must be approved by the Audit Committee.

This Code of Conduct is not intended to cover every situation where a violation could occur. It serves as a tool to help us use our best possible judgment. If you require additional guidance, the Company has many resources available to you.

Are your actions and decisions in compliance with the Code of Conduct? Ask yourself...

- Is it fair and honest?
- Is it legal and ethical?
- Is it appropriate in the workplace?
- Is it in line with the Five Principles of AtmoSpirit?

If the answer is no or if you have a question, speak up and get help.

## Compliance Resources

We have a number of resources available to answer questions and to provide guidance in interpreting any provision of this Code of Conduct. You may direct questions or concerns to your supervisor or any of the Compliance Professionals below at 972.934.9227. Additionally, the Compliance Helpline is always available for you to ask questions or raise concerns. It is staffed by an independent third party and can be used anonymously at your option.

### Compliance Professionals:

**Karen Hartsfield – SVP, General Counsel and Corporate Secretary**

**Matt Robbins – SVP Human Resources**

**Ashley Burton – Associate General Counsel**

**Compliance Helpline**

**866.543.4065**

[www.atmosenergy.ethicspoint.com](http://www.atmosenergy.ethicspoint.com)



### Reporting Violations

If you become aware of any conduct involving alleged violations of this Code of Conduct (including its anti-retaliation provisions provided herein), other employee policies, or any other applicable law or regulation, you are required to report such misconduct and provide a good faith complaint. Good faith complaints regarding alleged misconduct should be factual and avoid speculation. Timely reporting of these potential violations is critical. Intentionally false accusations are strictly prohibited and will result in disciplinary action.

You can report concerns about potential misconduct to your supervisor, one of the Compliance Professionals, or via the Compliance Helpline. You can report potential violations to the Compliance Helpline over the phone at **866.543.4065** or on the internet at [www.atmosenergy.ethicspoint.com](http://www.atmosenergy.ethicspoint.com). Directors should report any known or suspected violations of this Code of Conduct to the Chairman of the Audit Committee and the General Counsel.

If you report a suspected violation through the Compliance Helpline, identifying yourself will often better facilitate the investigation. If you choose to remain anonymous, please describe the situation in enough detail so that your concern may be adequately addressed.

We enforce our policies, including this Code of Conduct, through various means, including monitoring, investigations, discipline, etc., as appropriate.

### Anti-Retaliation Policy

We encourage you to ask questions and make good faith complaints if you witness questionable behavior. We will keep any concerns and other reported information confidential to the fullest extent possible. We prohibit taking or threatening disciplinary or other retaliatory action, including discharge, demotion, suspension, harassment, and any other discrimination, and we will not tolerate any discrimination, harassment, or retaliation of any kind against any employee for reporting misconduct he or she believes in good faith to be in violation, or assisting in the investigation of, ethical concerns or alleged misconduct. If you believe you are being retaliated against because of a good faith report or complaint, you should contact your supervisor, one of the Compliance Professionals, or the Compliance Helpline immediately.

### No Waiver

Generally, the requirements of this Code of Conduct will not be waived. However, if necessary, waiver requests must be made in writing to and be approved by the RMCC. Any waiver applicable to officers or directors must also be approved by the Audit Committee.

#### Manager and Supervisor Responsibilities:

- Lead by Example - Be a role model of integrity and create an environment that encourages others to follow the Code of Conduct
- Help your employees understand their role in the Code of Conduct and help them understand the resources available to them for questions or to report a violation
- Be sure your employees know they will not be retaliated against if they ask questions or report a violation
- Immediately report any suspected violations raised by your employees to a Compliance Professional

**Q:** Does the Code of Conduct cover every situation where a violation could occur?

**A:** No. It is meant to provide general guidelines. Contact your supervisor, a Compliance Professional, or the Compliance Helpline with questions or for guidance on a specific matter.

**Q:** I think, but am not sure, that a co-worker has violated the Code of Conduct. Should I wait until I confirm this before I report it?

**A:** No. Even if you are unsure, you should seek assistance. If you report certain activity that you believe to be true, this is a “good faith” report, even if it turns out that you were mistaken.



# Respect in the Workplace



## **Respect and Fair Treatment of People**

We are committed to providing a work environment in which the dignity of every individual is respected, allowing our employees to be at their best by inspiring trust and bringing out the best in others. We prohibit harassment or inappropriate behavior in the workplace or work-related situations, including unlawful harassment or discrimination because of race, color, religion, sex, sexual orientation, marital status, gender identity, age, national origin, genetic information, disability, protected veteran status, or other legally protected characteristics.

### What is harassment?

Harassment is any unwelcome conduct towards any individual (for example, employees, vendors, customers, clients or contractors) that interferes with the individual's ability to work, creates an intimidating, hostile or offensive environment, or is used as the basis for an employment decision. Examples of harassment include:

- Oral or written communications that contain offensive name-calling, jokes, slurs, negative stereotyping, or threats
- Non-verbal conduct such as staring, glaring and gestures
- Visual images, such as derogatory or offensive pictures, cartoons, or drawings
- Giving of inappropriate gifts

We may consider an employee's conduct a violation of our Code of Conduct even if it falls short of unlawful harassment under applicable law.

### Report Discrimination or Harassment

We are committed to providing a work environment that is free from harassment, discrimination, or other abusive conduct of any type. We are all expected to take appropriate measures to prevent harassment and discrimination. If you believe you are being harassed or discriminated against, or if you have witnessed this type of behavior toward a co-worker, it is important that you report it. Any employee found in violation may be subject to discipline, up to and including termination. Retaliation will not be tolerated if you report a situation that you believe violates this Code of Conduct.

**Q:** My co-worker told me that his supervisor has been making offensive, age-related comments to him but he is afraid to report the incidents. What should I do?

**A:** We each have a responsibility to ensure this is a great place to work. If you see something, say something. Report the incident immediately. Harassment will not be tolerated. We will act quickly to address the issue and make every effort to keep the allegation confidential.

Learn More in these Related Company Policies:

- Behavior and Conduct Policy
- Employee Selection Procedures
- Equal Employment Opportunity Policy
- Harassment Prevention Policy

# Use of Company Assets

## Protecting Company Assets

We all play an important part in safeguarding the Company's assets, including cash, facilities, property, equipment, tools, supplies, materials, vehicles, services, labor, Company name and trademarks. Company assets should be used for legitimate business purposes only. Company assets may not be sold, loaned, or given away to a member of the public or to an employee or contractor, except with proper authorization from your supervisor.

Although limited personal use of some Company assets may be permissible, such use must be:

- Approved by your supervisor
- Not interfere with your job responsibilities
- Not increase the Company's expense or liability
- Not decrease the value of such property, and
- Not violate the Company's policies or procedures.

## Confidential Information

Much of the information we use in our jobs is confidential, privileged, proprietary, or of competitive value to the Company. This confidential information may have been developed by the Company or may belong to others. We are required to keep it confidential. We must only use confidential information for Company purposes, and we must be careful to guard against disclosure of the information to any individuals outside the Company. We must exercise the utmost care when dealing with confidential information and are responsible for maintaining the confidentiality of such information, which includes not discussing such matters with family members or business or social acquaintances.

The obligation to treat this information as confidential does not end when we are no longer associated with the Company. We may not disclose any confidential information to a new employer or to any other party after ceasing to be associated with the Company.

Examples of Confidential Information include:

- Financial data
- Customer data
- Terms and prices charged to customers
- Proprietary product designs of systems developments
- Business strategies and plans
- Intellectual property such as trademarks, copyrights, trade secrets, and technical and business knowledge and expertise
- Sensitive employee data such as social security numbers, contact information, personnel file and medical records.

### Computers and Technology

Our computer systems and other technology, including email, telephones, smart phones, tablets, mobile data terminals, etc., to conduct and perform Company business contain information that is critical to our customers and shareholders. We are expected to use these devices in a responsible, informed, and safe manner. For those who have access to this technology, we have a duty to help protect the information stored on it from accidental or intentional loss, error, unauthorized access, unauthorized modification, or disclosure to unauthorized persons. It is our duty to keep our Company passwords secret.

While we encourage use of the internet, email, and other technology in support of Company business, misuse of these resources can put the Company at risk. It is the responsibility of each of us to ensure such use is in compliance with Company policies.

There is no expectation of privacy in connection with use of Company technology. We reserve the right to monitor and inspect use of any technology resources at any time, with or without notice.

Company technology should never be used to:

- Access inappropriate websites
- Post or send inappropriate content
- Conduct outside personal business or side venture

## USE OF COMPANY ASSETS



**Q:** I overheard my co-worker say that she traded her Company tickets to a sporting event to a friend in exchange for dinner at a nice restaurant for her and her husband. Is that ok?

**A:** No, she used Company assets for her own personal use. This is misuse of a Company asset.

**Q:** I am travelling but I need to make phone calls and review documents related to my work. Any concerns?

**A:** Be mindful of your surroundings. Be careful not to discuss confidential Company information in public places, such as elevators, taxis, or restaurants where others can overhear your conversation. When away from the office, always print documents containing confidential Company information on printers you can monitor and pick up your copies immediately. When viewing documents with confidential Company information, make sure you do not leave them unattended where they could be picked up by an unauthorized individual and do not openly view them where others may read them.

Learn More in these Related Company Policies:

- Computer and Other Technology Resources Policy
- Data Classification & Data Loss Prevention Policy
- Policy on Reimbursements to Employees for Business Related Expenses
- Social Media Policy
- Mobile Device Policy

# Safety • Culture



Our commitment to safety is a core value, reflected in our Vision Statement, and permeates our culture. It is evident in our people, AtmoSpirit principles, policies, practices, and procedures. We live this safety value; it is part of who we are. Our holistic approach to managing the safety of the public, our customers, our employees, and our system involves observing, evaluating, and adapting to changing and challenging conditions. We maintain a comprehensive employee safety program for the prevention of workplace accidents. We must abide by Company procedures and safe work practices and use all appropriate personal protective equipment. Safety and compliance information must be accurately recorded, and any violations of safety laws or regulations must be immediately reported to a supervisor, a Compliance Professional, or the Compliance Helpline. We are committed to continuous improvement as we work to achieve our vision of being the safest provider of natural gas. Recommendations for improvements in risk identification, prevention, and mitigation may also be reported to a supervisor, a Compliance Professional, or the Compliance Helpline. No one will be retaliated against for having brought any safety concerns or suggestions to our attention.

Our vision is to be the safest provider of natural gas services. To accomplish our vision, we require leaders to model what is expected and for all employees to:

- Pursue and apply the training provided to the best of their ability
- Know and understand safety procedures
- Use the proper equipment and personal protection devices needed to perform their job
- Speak up and provide the feedback necessary to ensure that the job site and employees are safe
- Provide ideas necessary to improve safety every day
- Be involved with safety teams by participating and offering input

## Drugs and Alcohol

A safe, healthy workplace free from drug and alcohol abuse allows everyone to do their best work. We expect everyone to report to work fit for duty, meaning being mentally and physically able to perform our jobs in a safe and reliable manner, free from the effects of alcohol, narcotics, depressants, stimulants, hallucinogens and cannabis or any other substances, which can impair job performance. We strictly prohibit the unlawful use, possession, manufacture or distribution of any controlled substances or alcoholic beverages on Company property, on Company time (including breaks and meal periods) or while using Company-supplied vehicles. We also prohibit the abuse of legal drugs or medications that may impair performance. We retain the right to test employees for substance abuse and search all Company or personal property on Company premises at any time. Any confiscated illegal substances or material evidence will be turned over to appropriate authorities as required by law.

## Violence in the Workplace

Violence or threats of violence of any kind, such as physical or verbal threats, intimidation, harassment, bullying, and assault, will not be tolerated. Violations must be reported immediately to your supervisor, a Compliance Professional or the Compliance Helpline.

**Q:** What do I do if someone is injured on the job?

**A:** Injuries must be reported immediately to the injured employee's supervisor. A report must be completed to assist us in keeping the workplace safe for all employees.

**Q:** My supervisor wants me to skip some required safety checks to save time on a job. Should I do what my supervisor asked, even though I know it is wrong?

**A:** Never skip a safety procedure. These procedures are in place for the safety of our employees, customers and the public. You should report this misconduct immediately to his or her supervisor, a Compliance Professional or the Compliance Helpline.

**Q:** I think my co-workers have been drinking on the job. What should I do?

**A:** You must report your co-workers right away for the safety of your co-workers and everyone around them. Also, by reporting the incident, we can help them through our Employee Assistance Program.

Learn More in these Related Company Policies:

- Alcohol Misuse Drug Abuse Policy
- Safety Manual
- Weapons Policy

# Conflicts of Interest

## Conflicts of Interest

To maintain the highest degree of integrity in conducting Company business, we should not engage in any activity or advance any personal interest that conflicts, or appears to conflict, with the interests of the Company. A conflict of interest is any situation in which we have two or more duties or interests which are mutually incompatible and may conflict with the proper and impartial discharge of our duties, responsibilities or obligations to the Company.

Some examples of conflicts of interest:

- **Financial Interest in Companies Doing Business with Atmos Energy.** We should disclose to our supervisors all situations in which we, or members of our immediate families, have a significant direct or indirect financial interest in companies that have transactions with the Company. A "member of an immediate family" means your spouse and your or your spouse's parents, and your children. Nominal ownership of a publicly-owned company will not in and of itself be considered a conflict and need not be disclosed.
- **Assisting a Competitor.** An obvious conflict of interest is providing assistance to an organization that competes with the Company. Without consent, you may not: (a) work for such an organization as an employee, consultant or member of its board of directors; or (b) have an ownership interest in such an organization, except as a holder of less than 5% of publicly-held stock in a company. Such activities are prohibited because they divide your loyalty between the Company and that organization.
- **Suppliers of the Company.** Generally, you may not work for or represent a supplier or vendor to the Company, or be a member of a supplier's or vendor's board of directors while you work for the Company. In addition, you may not accept money or benefits of any kind for any advice or services you may provide to a supplier in connection with its business with the Company. You may also find yourself in a situation in which another member of your immediate family is employed by a financial institution that has entered into transactions with the Company. As a general rule, these situations are permitted where the supplier or institution furnishes products or services to the Company at prices, rates, or charges generally applicable to all customers of such enterprise or institution. However, the facts and circumstances of each specific situation should be brought to the attention of your supervisor for review.



- **Family Member Working in the Industry.** You may find yourself in a situation where your spouse or another member of your immediate family is a competitor or supplier of the Company or is employed by one. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality and conflicts of interest. The closeness of the relationship might lead you to inadvertently compromise the Company's interests. There are several factors to consider in assessing such a situation, including, but not limited to, the relationship between the Company and the other company; the nature of your responsibilities as a Company employee and those of your immediate family member; and the access each of you has to your respective employer's confidential information. You should disclose such a situation to your supervisor.

You should be aware that the very appearance of a conflict of interest could create problems. If you believe you or another employee has a conflict of interest, you are required to report such conflict to your supervisor, a Compliance Professional or the Compliance Helpline so that the potential conflict can be reviewed.

### **Gifts and Entertainment**

Giving and receiving gifts can potentially create problems for you and the Company. Such acts may be construed as attempts to influence the performance of duties or to favor certain individuals or companies. It is our policy that no director or employee or a member of his or her immediate family may request, accept or give any gifts or entertainment, the giving or receipt of which violates any law, rule or regulation. Gifts and entertainment provided to government employees and public officials, even when provided in accordance with applicable law, are particularly sensitive. Laws and regulations at the federal and state level must be considered. The RMCC must be consulted prior to providing gifts or entertainment to candidates for public office, public officials or government employees.

If you are involved in sourcing and purchasing decisions for the Company, you must make those decisions with integrity, honesty, independence and objectivity of judgment that must not be compromised. We are obligated to seek the most technically efficient, cost-effective and high quality products and services, and to evaluate them using consistent and unbiased standards. Therefore, we must not accept any gifts, entertainment or gratuities that influence, could influence, or be perceived to influence, our sourcing and purchasing decisions.

Our business customers have similar sourcing standards and responsibilities to their stakeholders. In addition to knowing and complying with the Company's standards, it is important that our actions regarding the giving and receipt of gifts or entertainment do not put our customers or ourselves in compromising or questionable positions.

**Business Courtesies:** If we use good judgment and act with moderation, the exchange of business-related entertainment and gifts may be appropriate, as long as such courtesies do not, or are not specifically intended to, improperly influence any procurement or sales decisions. These courtesies should be consistent with the business customs and practices of the place where they are offered or received and should not violate any law, rule or regulation. Any gift or entertainment that creates or could create an obligation to the donor or recipient or improperly influence the business relationship with the donor or recipient should not be accepted or offered.

### **Corporate Opportunities**

We owe a duty to the Company to advance the Company's interests when the opportunity arises. We should not:

- Personally take business opportunities for ourselves that we may discover through the use of Company property, information or position
- Use Company property, information or position for personal gain
- Compete directly or indirectly with the Company in the conduct of its business.

### **Questionable Payments Policy**

We are responsible for avoiding unethical receipt or payment of Company funds or the maintenance of any unrecorded cash or non-cash funds or assets for the purpose of any such receipts or payments. No payment of Company funds or assets should be approved or made with the understanding or intention that any part of such payment is to be used for any purpose other than that indicated in the documents supporting such payment. We should not take part in any improper payments, bribes, kickbacks or influence payments to any government officials, employees or agents, the purpose of which is to obtain favorable treatment with respect to the Company's business or operations.

### **Public Office**

If you seek to hold public office, such activity should be done in an individual capacity and not on behalf of the Company. Such participation could be perceived as a potential conflict of interest. Prior to your election or appointment to public office, you must notify your supervisor to confirm that a conflict of interest does not exist.

## CONFLICTS OF INTEREST

**Q:** A supplier has invited me to a business dinner. May I accept the invitation?

**A:** Modest business meals are usually acceptable. However, consider the specific circumstance and whether the meal would create an obligation to the supplier. If you are unsure, you can ask for advice from your supervisor, a Compliance Professional or the Compliance Helpline.

**Q:** Can I pay for lunch with a government employee?

**A:** No. When dealing with government employees, all gifts and entertainment should be avoided, including food and beverage. It is important that we do not appear to be attempting to influence the relationship with a government official.

**Q:** My friend is running for City Council and has asked me to help with her campaign. May I do so?

**A:** Yes, as long as you are not using Company assets or participating in these activities during Company hours.

Learn More in these Related Company Policies:

- Employment Of Relatives Policy



# Legal and Regulatory

## Antitrust, Competition and Fair Dealing

We are committed to a policy of vigorous and lawful competition that is based on the merits of our products and services. We seek to maintain the trust of our customers, competitors and suppliers by conducting business in a fair and ethical manner.

All of the Company's activities are governed by federal and state antitrust and trade regulation statutes. It is important for us to know these laws and regulations, to stay current with any changes, and most importantly, to make sure we are in full compliance with them. For example, certain types of discussions, meetings or arrangements with competitors of the Company, and any agreement, whether formal or informal, or any joint activity involving the Company and any other party, the intent or effect of which is to fix prices, allocate markets or otherwise reduce competition, may violate the antitrust laws. Competitive information must be gathered with care, in accordance with all applicable laws. We must conduct all relations with competitors, including social activities, as if they were completely in the public view. Competitor relations may later be subject to probing examination and unfavorable interpretation.

We shall attempt to deal fairly and in good faith with each of the Company's customers, shareholders, employees, regulators, suppliers, competitors and the general public. We shall not take, or in any way attempt to take, unfair advantage of any person through concealment, manipulation, misrepresentation, fraud, misuse of confidential information or any other unfair dealing practice or act.

### Remember:

- Avoid all contracts that unlawfully reduce or eliminate competition.
- Refuse any agreements with competitors to establish prices or divide markets either by product, service, geography, or by any other means.
- Do not interfere with contracts made between a prospective customer and a competitor.
- Never engage in industrial espionage, sabotage or bribery.
- Be accurate and truthful in all dealings with customers and careful not to misrepresent the performance, features or availability of our own products and services.
- Do not obtain unauthorized access to confidential or proprietary data or documents.
- Avoid all activity related to price fixing, group boycotts, tying, exclusive dealing arrangements, joint ventures with competitors, and anticompetitive pricing.



### **Accuracy in Documentation and Reporting**

The regulatory environment in which we operate requires us to maintain a system of internal accounting and record-keeping controls to provide reasonable assurance that assets are safeguarded and the books and records reflect the authorized transactions of the Company. Therefore, it is our policy that all entries into Company books and records must be made accurately and truthfully, and must be properly authorized. Management has the responsibility to establish and maintain these controls in all areas of the Company. It is our responsibility to adhere to these policies and controls. The making of false or misleading entries, records or documentation is strictly prohibited.

Books and records are to be kept according to generally accepted accounting principles. Accurate and auditable records of all financial transactions must be maintained. We must cooperate fully with the Accounting and Financial Reporting departments, as well as our independent registered public accountants and our internal auditors, by providing complete and accurate information to them to ensure that all of the Company's books and records are accurate.

### **Accounting and Auditing Matters**

We are committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Our Audit Committee will oversee treatment of employee concerns in this particular area.

In order to facilitate the reporting of employee complaints, the Audit Committee has established the following procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”) and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Any employee may submit a good-faith complaint regarding Accounting Matters to the management of the Company without fear of dismissal or retaliation of any kind. To submit a complaint regarding Accounting Matters, please contact your supervisor, a Compliance Professional or the Compliance Helpline. The RMCC will maintain a log of all complaints related to Accounting Matters, tracking their receipt, investigation and resolution, and shall prepare a quarterly summary report of any complaints for the Audit Committee. Copies of complaints will be maintained in accordance with the Company’s document retention policy.

#### Scope of Matters Covered by These Procedures:

These procedures relate to employee complaints relating to any questionable **accounting, internal accounting controls, or auditing matters**, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company
- Fraud or deliberate error in the recording and maintaining of financial records of the Company
- Deficiencies in, or noncompliance with, the Company’s internal accounting controls
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company or
- Deviation from full and fair reporting of the Company’s financial condition

#### Treatment of Complaints:

- Upon receipt of a complaint, the RMCC will determine whether the complaint pertains to Accounting Matters and acknowledge receipt of the complaint to the sender
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the RMCC, Internal Audit function or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee

- We will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters.

### **Honesty with Regulators and Other Government Officials**

As a company engaged in the public utility business, a number of federal and state commissions, agencies and other governmental entities extensively regulate us. We must ensure that no inaccurate or misleading reports, certifications, claims or statements are made to any government agency or officials. When dealing with government officials and personnel, we should avoid even the appearance of impropriety. Activities must be avoided that could be perceived as attempts to improperly influence and obtain or reward favorable treatment.

### **Records Management and Records Requests**

Our Records Management Program Manual guides us on what records we need to keep and for how long. It is important that we all manage the records in our departments in accordance with the program manual. If someone outside the Company requests records, contact the Office of the General Counsel for instructions on how to respond. Never destroy records related to an ongoing legal hold for litigation or investigation.

### **Compliance with Laws, Rules, and Regulations**

We are committed to abide by the letter and spirit of all laws, rules and regulations that apply to our business and to our employees. If you have questions about particular rules or regulations, contact the Office of the General Counsel. If you believe you have witnessed conduct prohibited by any law, rule or regulation, you are required to report such conduct to your supervisor, a Compliance Professional or the Compliance Helpline so that the conduct may be investigated.

### **Insider Trading**

From time to time, you may receive information about the Company, one of its affiliates, or about another company with whom we do business that could be valuable to an investor if it were made public. We may not use such insider information, referred to as material non-public information, when trading or recommending securities. We may not buy or sell securities of the Company when in possession of material non-public information relating to the Company. We should also be very careful not to disclose such information to family, friends or any person outside the Company who could act on such information, even if we receive no benefit from their actions.

Examples of material non-public information:

- Dividend changes
- Stock splits or additional offerings
- Earnings or loss estimates
- Information relating to possible mergers, acquisitions or sales
- Developments in major legislation
- Financing plans
- Plans to enter into major contracts

**Q:** I work in operations. My friends in accounting are always concerned with financial integrity. Should I be?

**A:** Yes. Accuracy in documentation and reporting is the responsibility of all employees. All of our everyday records, such as expense reports or meter data, should be reported accurately and honestly.

**Q:** I work in supply chain and I got a request from a potential vendor for certain Company records. The vendor says they will not work with the Company if I don't send them. Is this ok?

**A:** Consult the Office of the General Counsel. They can tell you if we can submit these records to the vendor, and if so, the proper procedures to do so.

**Q:** In my job, I learned that we are considering purchasing a small publicly-traded gas utility. Is it ok if I purchase stock of the target company?

**A:** No. Trading on material non-public information is illegal and a violation of this Code of Conduct.

Learn More in these Related Company Policies:

- FERC Compliance Plan
- Information Collection and Management Policy
- Insider Trading Policy
- Records Management Program Manual



# Corporate Responsibility & Sustainability



## Environment

We carry out our activities in ways that preserve and promote a clean, safe and healthy environment. We are committed to:

- Minimizing the release of any environmentally damaging substance
- Minimizing the creation of waste
- Disposing of all waste through safe and responsible methods
- Employing safe technologies and operating procedures
- Being prepared to respond appropriately to accidents and emergencies

The consequences of failing to adhere to our environmental policy may be serious for both you and the Company, as well as the communities in which we operate and live.

- All Company employees must ensure that our activities strictly adhere to all applicable environmental laws and regulations, to all related corporate policies and procedures and to the requirements, limitations and conditions of all environmental permits
- We are prohibited from recording any information known to be false on any environmentally related form, report or other document filed with or required by any governmental agency
- We must report immediately any spill or unpermitted release of a hazardous substance so that the proper remedies can be taken and the appropriate parties notified

### **Charitable Activities**

Giving back is part of our culture and another way that we invest in the communities we serve. We encourage you to get involved in your community. We participate in many community projects. Discuss with your supervisor how you can get involved. Unless it is a Company-sponsored event, charitable activities should be pursued on your own time, using your own resources.

### **Political Contributions and Activities**

A number of laws govern our behavior in the political arena. We must be careful to obey these laws. No corporate funds, assets, materials or services may be used to support a particular candidate or political party except as provided by, and in compliance with, all applicable laws and regulations; therefore, the Vice President of Governmental and Public Affairs must be consulted prior to providing corporate support of any kind to candidates or public officials.

We are encouraged to exercise our rights as citizens to vote. Interested persons are encouraged, but not required, to join political action committees (“PAC”) formed by their peers. PAC membership, reporting, record keeping, campaign funding and other grass roots activities are the ultimate responsibility of PAC members and must be conducted in compliance with all applicable laws and regulations. No one shall be compensated or reimbursed for any personal political contribution.

**Q:** I think I witnessed an employee do something that was not in compliance with our environmental permit. What should I do?

**A:** Even if you are not sure if the act was a violation of environmental laws, rules, regulations or policies, contact your supervisor, a Compliance Professional, or the Compliance Helpline. They can discuss the event with you and determine if it was a compliant act, and if not, take the appropriate actions.

**Q:** I have been approached by my supervisor to join a PAC. Do I have to join?

**A:** No. Participating in the PAC is voluntary and your supervisor cannot force you to join. Contact a Compliance Professional or the Compliance Helpline if your supervisor continues to compel you to join.

Learn More in these Related Company Policies:

- Political Activities Policy



# Contact Us

If you have suggestions, recommendations, questions, or have witnessed a potential violation of this Code of Conduct, contact your supervisor, one of the Compliance Professionals below or the Compliance Helpline.

**Compliance Professionals:**

**Karen Hartsfield – SVP, General Counsel and Corporate Secretary**

**Matt Robbins – SVP Human Resources**

**Ashley Burton – Associate General Counsel**

**Compliance Helpline**

**866.543.4065**

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