

# CODE OF BUSINESS CONDUCT

***Of all the things  
that contribute to the  
success of our company,  
none are as essential  
as the integrity  
of our actions***

**EVERSOURCE**

## CEO Message

As one company focused on delivering reliable energy and superior customer service, Eversource Energy is committed to meeting the highest expectations of our customers, shareholders and regulators.

Inherent in this mission is our commitment to demonstrate inclusive, respectful, honest and ethical behavior in the way we interact with each other and the way we conduct business. If we are to become the region's most respected energy provider, it is essential for every employee, officer, and trustee to uphold and follow our Code of Business Conduct.

Our Code of Business Conduct is comprised of the shared principles that govern our business, and underscores the importance of ethical business practices. Regardless of your role at the company, we all have a responsibility to abide by the spirit and letter of the Code.

Thank you for supporting our company mission through your attention and adherence to the principles captured in this important document.

Tom May  
Chairman, President and CEO

### We shall:

- Maintain and adhere to the highest ethical standards.
- Comply with all federal, state and local laws and regulations, as well as all company policies and procedures, including the Code.
- Embed safety in every aspect of our work.
- Foster a diverse and inclusive work environment that ensures everyone is treated with respect and dignity.
- Avoid any and all conflicts of interest, and the appearance of such.
- Keep property, resources and information secure, including non-public customer, shareholder and employee information.

## Conducting Our Business

### **General Compliance**

We will conduct business fairly, ethically, responsibly and in compliance with all applicable laws and regulations and in accordance with the highest ethical standards.

### **Insider Trading**

Employees are prohibited from buying or selling Eversource shares while in possession of material, non-public information about the company. Employees are also prohibited from sharing such "insider" information with anyone outside the company unless warranted and necessary to conduct business and only after nondisclosure agreements and other arrangements to protect the information have been made. Trustees and senior executive officers of Eversource who trade in Eversource shares are required to report such transactions to the Securities and Exchange Commission.

### **Anti-Trust**

Eversource will comply with all applicable antitrust and fair competition laws and avoids pricing discrimination and unfair trade practices. Employees are prohibited from conducting business in a manner that restricts fair competition.

### **Tax Evasion**

Employees are prohibited from taking any action in the conduct of the company's business to evade taxes. No employee shall knowingly assist a company or individual the company has business dealings with to evade taxes. Eversource pays state and federal taxes as required by law.

### **Affiliate Businesses**

Eversource will comply with all laws and regulations governing utility interactions by and between affiliate companies to ensure that company operations do not provide an unfair advantage, preferential treatment, or improper subsidy to Eversource's non-utility subsidiaries. Employees will refrain from exchanging any competitively sensitive information unless warranted and necessary to conduct business and only after nondisclosure agreements and other arrangements to protect the information have been made.

## **Conflict of Interest**

We will conduct our business in a manner that prevents a conflict of interest or the appearance of a conflict of interest. A conflict of interest is an activity or interest that is inconsistent with or opposed to the best interests of the company, and may arise when an employee, officer or trustee takes actions or has ownership interests that influence the ability to perform his or her work objectively and effectively. Further, Eversource property and information should never be used for personal gain or for the benefit of your family or friends or anyone who may use the property or information for personal gain. Personal business, community involvement and professional obligations should never interfere with an employee's job responsibilities, impartiality, or objectivity, or discredit Eversource in any way.

Any potential transaction or relationship that reasonably could give rise to a conflict of interest must be reported in advance to Human Resources. If there is a potential conflict of interest, the employee, officer or trustee must not enter into the transaction or relationship.

Employees who choose to serve in local government, in either elected or unelected positions, are required to notify Human Resources or the Corporate Compliance Officer to ensure there is no conflict of interest.

## **Foreign Corrupt Practices**

The company is committed to strict adherence to the Foreign Corrupt Practices Act, which regulates certain business transactions with foreign governments and their agents. Accordingly, all employees are prohibited from making improper payments to, or for the benefit of, officials of foreign governments. A payment is improper if it is given or promised with the intent of obtaining or retaining business, or it is given or promised to influence a foreign official to do something to benefit the company that he or she would not ordinarily do. All financial transactions with foreign governments must be reported clearly and completely, particularly transactions involving the expenditure of funds. Failure to properly report and account for any gift or expense incurred to benefit a foreign official may subject the company and you to civil or criminal penalty.

## Protecting Our Assets

### **Company Assets**

Employees are responsible for protecting the company's intellectual, physical and financial assets from loss, damage, misuse, theft, fraud or embezzlement. Eversource relies on employees' vigilance to protect some of our most valuable intangible assets, such as proprietary information, a good reputation and the trust of regulators and customers.

### **Anti-Fraud**

All Eversource activities should be conducted with honesty and integrity. Employees are prohibited from engaging in theft, misappropriating money or property, deliberately misstating or changing accounting or financial statements and reports, or otherwise engaging in fraudulent activity.

### **Anti-Money Laundering**

Employees are expected to cooperate fully with the efforts of law enforcement agencies to prevent, detect and prosecute money laundering. Money laundering, the act of disguising the source of money generated through illegal activities so that it resembles legitimate income, is a serious crime often connected with drug trafficking, embezzlement or financing terrorism.

### **Computer Software and Electronic Communications**

Employees may not improperly use or duplicate proprietary computer software or any other intellectual property. Employees who have legitimate access to such material are expected to ensure that it is not used improperly, as well as not obtained by people outside Eversource or by employees who have no business interest in the material.

Company electronic systems are provided to employees solely for use in transacting company business. Eversource reserves the right, without notice, to monitor the use of these systems. Eversource policy and/or federal, state and local laws prohibit the company from knowingly creating, transmitting, retrieving, printing, storing, accessing or attempting to access certain information using company technology—including but not limited to inappropriate, offensive or sexually explicit websites.

Each employee is expected to safeguard system integrity and confidentiality by protecting passwords, taking precautions against intrusion by computer viruses from the Internet, e-mail, and unauthorized software, and by preventing unauthorized persons from obtaining access to Eversource systems.

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Additionally, employees are expected to comply with all provisions of software and other license agreements with third parties.

## **Intellectual Property**

Employees are expected to protect intellectual property assets and rights (including patents, trademarks, and other proprietary information relating to Eversource's operations or technologies) by limiting public discussion and dissemination except as required for business and with proper authorization. Inventions and creative works you develop in the course of your job, and in certain cases after you leave the company, are the sole property of Eversource.

## **Company Records and Retention**

All business records, including time sheets, expense accounts, financial and research reports, market information, sales reports and tax reports must accurately reflect transactions and events and conform both to generally accepted accounting principles and to internal Eversource controls. Further:

- No entry may be made in any record that intentionally hides or disguises the true nature of a transaction.
- All company information related to a given subject is to be preserved when the company is notified of pending litigation or issued a "legal hold" order.
- Except as required under a "legal hold" order, Eversource records are to be discarded in accordance with Eversource's standard records retention schedule.
- No employee, officer or trustee may authorize or allow any other individual to alter, remove or destroy documents or records in violation of company policies.

## **Confidential, Proprietary and Non-Public Information**

Eversource relies on employees to protect proprietary information and all other confidential information. Proprietary information is defined as information not in the public domain pertaining to company business—including financial, technical and commercial materials or data, whether it belongs to the company, our customers or suppliers. All proprietary information should be treated as confidential. Employees are prohibited from sharing proprietary information, unless warranted and necessary to conduct business. Likewise, personal information pertaining to our customers, employees and shareholders (such as Social Security numbers and banking information) should only be accessed as required for business purposes and with proper authorization and must be safeguarded to ensure their privacy and non-disclosure.

## Respecting Employees and Work Environments

### **Safety**

Eversource is committed to managing its businesses and conducting operations in a manner that promotes safety for employees, customers, and the public. Each individual employee is responsible for knowing and observing the safety rules and practices applicable to specific job responsibilities and for taking precautionary measures to protect co-workers, customers, and the public. Accidents, injuries, hazards and unsafe activities and/or conditions should be reported promptly to the appropriate supervisor or safety coordinator.

### **Diversity and Inclusion**

Eversource seeks to create an inclusive environment where diverse ideas are communicated openly, directly and honestly; every employee is a respected and valued contributor; and differences are welcome, understood and drawn upon to support all aspects of our business. Additionally, Eversource actively works to develop and retain a diverse workforce and is committed to diversity with respect to suppliers and vendors.

### **Drugs and Alcohol**

Any illegal drug use or any alcohol use or misuse of prescription drugs while on the job is strictly prohibited. Such activities adversely affect employee job performance, jeopardize the safety of co-workers, customers and the public, and undermine government and public confidence in the company.

### **Workplace Violence**

Any acts of physical intimidation, assaults or threats of violence against an employee, customers, or the general public or the destruction of company or personal property are strictly prohibited. Employees may not possess weapons on company property. Employees may not store a weapon in any company vehicle, regardless of its location, or store a weapon in a personal vehicle while on company property.

### **Employment Discrimination**

Eversource provides fair treatment and equal employment opportunities for all employees and candidates for employment irrespective of a candidate's or employee's race, color, gender, national origin, age, religion, disability, veteran status, sexual orientation, marital status, ancestry or other protected classification. All job applicants are evaluated based on qualifications and demonstrated skills

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and achievements without regard to race, color, gender, national origin, age, religion, disability, veteran status, sexual orientation, marital status, ancestry or other protected classification.

## **Sexual Harassment**

Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature that tends to create a hostile or offensive work environment is sexual harassment. Sexual harassment is unlawful and will not be tolerated. Retaliation against an individual who has made a complaint concerning sexual harassment, or against individuals cooperating with an investigation of a sexual harassment complaint, is also unlawful and will not be tolerated.

## Appreciating Our Customers and Communities

### **Representing the Company**

Eversource is committed to provide accurate, consistent, and timely communication to employees, customers, community and government officials, and the general public. Corporate Relations is responsible for all public statements, news releases, internal and external publications and any graphic representations, including company logos and photos, issued by the company.

All employees who communicate with the public in the normal course of business, whether in the field or on the phone, should be polite, respectful, and mindful of their role as a company representative.

Any employee who is contacted by a member of the media for an official company response should immediately notify the Media Relations organization within Corporate Relations. Media Relations will determine the appropriate company response, respond to media requests, and determine the appropriate company representative for media interviews, government, regulatory, and community meetings, discussions, or events.

### **Environmental Regulation**

Eversource is committed to environmental compliance, stewardship, leadership and accountability. Eversource is environmentally responsible in all business decisions and operations. The letter and spirit of environmental protection laws and Eversource procedures are strictly followed with respect to the environment of the communities we serve.



### Resolving Concerns and Reporting Code of Business Conduct Violations

Eversource is committed to creating a work environment where employee input is welcome and any issues or concerns are addressed in a timely and consistent manner. Employees should raise any concerns, questions, or issues with their immediate supervisor, including matters involving work processes, interpretation of policies or compliance with laws and regulations. This includes concerns about:

- Day-to-day operations
- Work processes
- Safety
- Policy interpretation
- Compliance with laws and regulations
- Performance
- Career concerns
- Workplace conflicts

There may be some circumstances when employee concerns are best addressed by those with specialized training or expertise. The company provides resources to support employees and management in addressing and resolving workplace issues or conflicts in a fair, consistent and timely manner. Examples of available resources for managers and employees include:

- Human Resources
- Safety
- Security /IT Security
- Environmental Affairs
- Legal
- Corporate Compliance Officer

Many of these areas provide periodic training sessions whereby groups of employees can receive information on compliance and best practices with the several topics and areas described in the Code.

#### **Reporting Code of Business Conduct Violations**

Employees must report any situation that violates, or you reasonably believe in good faith violates, any law, regulation, rule or this Code. You should contact your manager, an employee from the available resources listed above or the Corporate Compliance Officer.

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Reports can be made anonymously if desired, unless disclosure is required by law, such as in the case where a manager becomes aware of suspected sexual harassment. Anonymous complaints by employees can be made through Eversource's Corporate Compliance Hotline at 855-832-5552 or through [www.eversource.ethicspoint.com](http://www.eversource.ethicspoint.com).

## **Retaliation**

Retaliation by anyone for any reason, regardless of level or position, against an employee who raises a compliance or ethics issue in good faith, or engages in any other activity protected by law will not be tolerated and may result in disciplinary action up to and including termination.

## **Consequences for Violations**

Employees not complying with the Code of Business Conduct will be disciplined. Action may include termination of employment and, under appropriate circumstances, referral to law enforcement authorities.

## **Questions and Guidance**

The Code of Business Conduct is not intended to be an all-inclusive catalog of compliance and ethical practices, but is rather a framework that describes the company's intent to mandate and guide ethical conduct for all employees. No waivers of the provisions of the Code of Business Conduct may be granted to employees without the review and approval of Eversource's Corporate Compliance Officer. Additionally, consistent with New York Stock Exchange listing requirements, only Eversource's board of trustees or a committee of the board may waive a provision of the Code of Business Conduct for executive officers or trustees, and any waiver will be promptly disclosed to the public.

If you have a question concerning the Code of Business Conduct, please talk with your manager, Human Resources or the Corporate Compliance Officer. You may also call the Corporate Compliance Hotline at 855-832-5552 for support.

*Please note: Nothing in this Code is intended to restrict or limit in any way employees' rights to discuss wages, benefits or other terms and conditions of their employment with each other or with third parties.*