



THIRD PARTY CODE OF CONDUCT

INTRODUCTION

ITC Holdings Corp. and its subsidiaries, including, but not limited to, International Transmission Company d/b/a ITC*Transmission*, Michigan Electric Transmission Company, LLC, ITC Midwest LLC and ITC Great Plains, LLC (collectively “ITC”) are committed to conducting business in compliance with all applicable laws and in a manner that meets the highest level of integrity and ethical standards. ITC requires that its Third Parties share the same commitment. A “Third Party” is any individual or organization, including but not limited to consultants, suppliers, vendors, manufacturers, contractors, supplemental staff, agents, bidders or proposers with whom ITC conducts business (collectively, the “Third Parties”).

Consistent with [ITC’s Code of Conduct & Ethics](#), this Third Party Code of Conduct (the “Third Party Code”) sets forth the standards of conduct to which Third Parties and their subcontractors, employees and agents (collectively “Representatives”) must adhere while conducting business with or on behalf of ITC. Third Parties will take appropriate steps to ensure that the Third Party Code is communicated to and understood and followed by their Representatives while doing business with or on behalf of ITC. References in this Third Party Code to “we,” and “our” refer to ITC and references to “you” and “your” refer to the Third Party and, if applicable, its Representatives.

The business practices of Third Parties and their Representatives may reflect on ITC or affect the work environment at ITC. Thus, failure to comply with the standards set forth in this Third Party Code and all applicable local, state and federal laws (collectively, “Applicable Law”) could make you ineligible to provide goods or services to ITC. ITC may immediately remove from ITC property any Representatives who behaves in a manner that is unlawful or inconsistent with this Third Party Code. Although ITC expects Third Parties to adhere to this Third Party Code, ITC may audit Third Parties to confirm their compliance with it

The provisions of this Third Party Code are not intended to change any obligations set forth in the Third Party’s agreement with ITC and in the event of any conflict, the terms in your agreement with ITC will prevail.

Third Parties and Representatives play an essential role in ITC’s ability to provide quality services to our customers while meeting the highest standards of conduct, and we appreciate your commitment to making compliance with this Third Party Code a priority as you work with ITC.

STANDARDS OF CONDUCT

General Expectations

Conflicts of Interest

ITC employees are required to act in the best interest of ITC and avoid situations that could result in a conflict with ITC's interests. Likewise, Third Parties and Representatives must also exercise reasonable diligence to prevent any perceived or actual conflict of interest with ITC, and shall:

- Not offer any gifts or favors to ITC employees in an attempt to influence such employees.
- Not offer any gifts or favors to public officials when performing work on behalf of ITC in an attempt to influence such public officials.
- Not provide meals or entertainment to ITC employees unless they are business-related, of nominal monetary value, and infrequent.
- Not use personal relationships with ITC employees to influence business decisions made by such ITC employees.
- Disclose to your ITC business contact any familial relationships (spouse, parent, grandparent, child, grandchild, sibling, or same or opposite sex domestic partner) or other relationships that might create a conflict of interest prior to conducting business with ITC.

Quality of Products and Services

ITC expects that products and services provided by each Third Party will be of the highest quality and will be fairly and reasonably priced so that ITC, its customers and the ratepayers receive with the maximum value. Unless otherwise specified in your agreement with ITC, all products and services you provide to ITC will meet or exceed applicable government standards, including environmental and safety standards.

Health and Safety

ITC is dedicated to providing safe, injury-free working conditions and a healthy work environment. Your compliance with this commitment is a condition of your engagement with ITC.

Workplace Safety

Each Third Party is responsible for ensuring that its Representatives complete all necessary safety training and perform work in conformance with all applicable safety rules, laws, standards and procedures and for complying with and enforcing any additional ITC safety policies and procedures communicated to Third Party.

Reporting Injuries, Damage and Unsafe Conditions

Third Parties must maintain appropriate records documenting any workplace injuries and safety training and implement any necessary procedures that encourage reporting of any unsafe conditions. In addition to any other legal reporting requirements, each Third Party must immediately report any occupational injuries, unsafe conditions or practices and damage to property occurring as a result of the Third Party's or its Representative's activities for or on behalf of ITC to its ITC point of contact.

Alcohol and Drug Use

ITC's commitment to providing a healthy and safe working environment is built upon a workplace that is free of impairment. While performing work for ITC, Third Parties and Representatives may not be impaired by any substance (including prescription drugs) or use illegal drugs.

Workplace Violence

ITC does not tolerate acts or threats of physical violence, intimidation and harassment. Engaging in violence or threatening or intimidating behavior may result in termination of your contract with ITC or removal of your Representative from ITC property, as deemed appropriate in the sole discretion of ITC.

Weapons in the Workplace

Unless otherwise expressly permitted by ITC, no Third Party or Representative may carry, use or store any type of weapon on any ITC premises or job site, in ITC vehicles or when Third Party is engaged in performing work for ITC. The term “weapon” includes firearms, ammunition and explosives but does not include tools used for legitimate business purposes. Any weapons carried by Third Party or Representatives following ITC approval must be done so in compliance with any federal, state or local laws.

The Environment

ITC is committed to conducting its business in an environmentally responsible manner. Third Parties and Representatives are required to comply with all applicable environmental policies and procedures, laws, and regulations and operate in a way that minimizes the negative environmental impact of their products and services.

Labor and Human Rights

ITC complies with all applicable civil rights, human rights, and immigration and labor laws and requires that Third Party comply with such laws.

Employment Practices

Third Parties and their Representatives shall be in full compliance with all applicable laws and regulations, including, but not limited to those referenced elsewhere in this Third Code and those listed below.

1. Equal Employment Opportunity/No Harassment – Third Parties shall not discriminate in hiring or employment practices and shall create and maintain a work environment free of discriminatory acts, harassment or retaliation without regard to actual or perceived race, color, religion, sex (including all aspects of pregnancy, gender, gender identity, sexual orientation), marital or parental status, national origin, age, genetic information, military or protected veteran status, disability, or any other characteristic protected by applicable federal, state or municipal law.
2. Labor Conditions – No child and/or forced or indentured labor will be used in any Third Party supply chain. Third Parties shall not use workers under the legal minimum working age of the jurisdiction in which Third Party performs work for ITC. Third Party will ensure that its employees are free from undue risk of physical harm or exploitation and are compensated in accordance with all applicable wage and work-hour laws and regulations.
3. Immigration – All Representatives must be authorized to work in the United States, and Third Party will have obtained all necessary documentation indicating such authorization prior to permitting its Representatives to engage with ITC.

Ethics

Third Parties and their Representatives must operate within the highest standards of ethical conduct when dealing with or working on behalf of ITC, or ITC employees, and when dealing with customers and the public. Third Parties will ensure that its actions, and those of its Representatives, comply with the letter and spirit of this Third Party Code.

Business Records

Accurate records are of critical importance to ITC in meeting its legal, regulatory and financial obligations. Third Parties and Representatives must ensure that all communications, proposals, deliverables, books, time sheets, invoices, records and accounts are truthful, accurate, complete, and understandable and are provided in a timely manner to ITC. Third Parties and Representatives shall not falsify or inaccurately report information.

Anti-Corruption

Third Parties and Representatives shall comply with any anti-corruption laws, rules or regulations, including the Foreign Corrupt Practices Act and shall not engage in any form of bribery, extortion, embezzlement or other corrupt practices.

Governmental Compliance

Third Party and Representatives must adhere to all applicable rules, laws and regulations when providing goods or services to ITC or performing services on ITC's behalf. In the case of a Third Party providing goods or services to ITC that are subject to the terms and conditions of a U.S. government contract, ITC will not prohibit the Third Party or any of its subcontractors from discussing with the federal contracting officer any matter material to such U.S. government contract.

Fair Advertising and Competition Standards

When conducting business for or on behalf of ITC, Contractors and Representatives shall uphold fair business standards in advertising, sales and competition.

Use of Assets

Third Party and its Representatives shall protect ITC's tangible and intangible property and ensure that use of such assets is for ITC business-related purposes only and complies with all applicable laws and regulations and ITC policies.

Intellectual Property

ITC's intellectual property rights, including our trademarks, service marks, logos, copyrights, trade secrets, inventions, discoveries and patents are valuable assets that must be protected. Third Parties and Representatives must respect and protect ITC's intellectual property rights and the intellectual property rights of others and may not infringe on those rights.

Confidentiality

Confidential information includes information that is not known by the public and that may be harmful to ITC, its employees or its customers if disclosed. All non-public information obtained by Third Parties or its Representatives in the course of performing services for or providing goods to ITC should be considered confidential. ITC is committed to safeguarding and protecting its own confidential information and the personal information of its customers, employees, and contractors. Third Party must maintain the confidentiality of information entrusted to it in accordance with its agreements with the ITC and applicable law. The obligation to protect ITC's confidential information continues even after the business relationship with ITC ends.

Confidential information must never be used for personal financial benefit through any mechanism. This includes, but is not limited to, using confidential or non-public information to make or influence investment decisions, wagers, forecasts, or trades through prediction market platforms, derivatives, or other event-based trading tools. Unauthorized use of confidential information may harm ITC and is strictly prohibited, even if it was not intended to facilitate a trade.

Insider Trading

Third Parties and Representatives must not buy, sell, trade, or make any other investment decision while in possession of material non-public information or confidential information obtained through their work with or on behalf of ITC, its parent company Fortis, or any other organization.

Material non-public information (also known as inside information) is information that is not known to the general public and that could influence a typical investor's or trader's decision to buy, sell, hold, or otherwise position themselves financially. It is illegal and unethical to use material non-public information or confidential information to make investment decisions, including, but not limited to, trading securities, participating in prediction market platforms, derivatives, or other event-based trading tools.

Even if trading is undertaken for reasons unrelated to inside information a Third Party or Representative possesses, liability may still arise under applicable insider trading laws.

Third Parties and Representatives must also not disclose or "tip" material non-public information or confidential information to any other person where such information could be used to make an investment decision, including through prediction market platforms, derivatives, or other event-based trading tools. Tipping is prohibited even if the Third Party or Representative does not personally trade or receive any financial benefit.

Computer and Information Security

ITC supports an information security program that meets or exceeds recognized industry standards. Third Parties or Representatives with access to ITC's information security systems must also have a security program in place that meets recognized industry standards and must comply with ITC's minimum information security standards. Third Parties or Representatives with access to ITC customer, employee, or contractor information or access to ITC's information security systems shall work with ITC to ensure the provision of their goods and/or services occurs in conformance with all Applicable Laws and shall further, as applicable:

- Provide ITC with the ability to review Third Party information security practices upon reasonable request;
- Use ITC-provided information technology and systems only for authorized ITC business purposes;
- Comply with all ITC policies and procedures communicated to Third Party with respect to confidentiality, security and privacy, including keeping passwords confidential and not using another person's password;
- Not take photographs or video of ITC's facilities or property without express written approval from ITC;
- Not connect any non-ITC device into any ITC network or device without approval from ITC;
- Use only ITC approved, authorized and properly licensed software on ITC's computer systems in accordance with the terms of such license or terms of use; and
- Immediately report any known or suspected unauthorized access to or breach of ITC's computer system or network or loss of ITC-owned information resources (such as fobs, phones, laptops, USB drives, etc.) to **ITC's IT Services Helpdesk at (877) 482.1987.**

Use of Artificial Intelligence

In leveraging any form of artificial intelligence (AI), Third Parties commit to upholding ethical standards and ensuring responsible use of this technology. Third Parties and Representatives should prioritize transparency in its use and not share any ITC non-public information into any AI tools without ITC's explicit approval. Additionally, Third Parties should take care to review any information or content generated by AI prior to its use.

Premises Security

At all times while on ITC premises, Third Parties and Representatives must comply with all ITC policies communicated to Third Party with respect to ITC's physical security procedures, which may include, but are not limited to:

- Providing government-issued identification prior to entry;
- Conducting background checks and personnel risk assessments for all Third Parties and Representatives requiring certain types of restricted access; or
- Wearing ITC-provided ID badges using the lanyard around their necks at all times while on ITC property, with no exceptions.

Customer Relations

Third Parties and Representatives working in direct contact with the public on behalf of ITC shall:

- Be accurate and truthful when providing information;
- Wear professional clothing appropriate for the work being performed;
- Carry proper identification at all times and show it upon request;
- Conduct themselves in a manner that recognizes their conduct, demeanor and actions may affect the reputation of ITC and perform the services in a polite, professional, efficient and competent manner; and
- Not represent that they are employees of ITC or its subsidiaries.

Reporting Violations

This Third Party Code does not anticipate or specifically address all potential ethical issues that may arise as part of your relationship with ITC. Third Party is encouraged to contact their ITC business contact with questions or for guidance on how to proceed in a given situation. ITC prohibits retaliation against anyone who raises concerns or is involved in an investigation for possible violations of this Third Party Code. Violations of this Third Party Code may be reported to any of the following:

- Your ITC business contact.
- ITC's Ethics Helpline (anonymous reporting available): **(888) 475-8376** or **<https://itc.ethicspoint.com>**.
- ITC Security Command Center for any immediate security concerns: **(248) 380-2920**.
- ITC IT Services Helpdesk for any immediate information security concerns: **(877) 482-1987**.

Updates to Code and Disclaimer

ITC reserves the right to amend and modify this Third Party Code of Conduct at its discretion.