

SUPPLIER CODE OF — CONDUCT —



INTRODUCTION:

At NorthWestern Energy, it is our privilege to be stewards of essential infrastructure and to provide utility services across an extraordinary part of America – Montana, Nebraska, South Dakota and Yellowstone National Park – for more than 100 years. Every day we work together to achieve our mission of delivering safe, reliable and innovative energy solutions that create value for customers, communities, employees and our investors. To accomplish this mission, NorthWestern Energy employees focus on safety, honesty and respect, with an expectation of operating ethically and with integrity in accordance with our [Employee Code of Conduct and Ethics](#). The work of all contractors, suppliers and vendors and their employees, agents and subcontractors (our “Suppliers”) is critical to the success of our mission and directly reflects upon NorthWestern Energy. Accordingly, our Suppliers must embody our “SERVICE” values of Safety, Excellence, Respect, Value, Integrity, Community and Environment. NorthWestern Energy’s expectations for Suppliers are described in this Supplier Code of Conduct (“Code”).

OVERVIEW:

We encourage sound and prudent environmental, social and governance practices, and this Code applies to all Suppliers who support NorthWestern Energy, its partners and affiliates by delivering services or products necessary for the safe, successful and ethical conduct of our business. We expect our Suppliers to educate and supervise their employees, agents and subcontractors so they understand and comply with this Code. Compliance is an expectation for qualification as a Supplier with NorthWestern Energy.

SAFETY

We strive to do our jobs safely every day, without fail and without exception. We ensure the safety of our customers, the environment and the public through proper maintenance of our equipment and strict adherence to our belief in maintaining a safe working environment.

We expect our Suppliers to:

- conduct business in a manner that protects the safety and well-being of employees and the public
- demonstrate a commitment to providing a safe, secure and healthy work environment by applying safe work practices to all activities, adhering to general and site-specific safety and security requirements, using personal protective equipment, prohibiting the use and possession of illegal drugs, alcohol, and weapons and refusing to tolerate violence
- implement and maintain effective physical and cyber security controls to protect NorthWestern Energy employees and assets, including physical and intangible assets such as information
- demonstrate a commitment to security with appropriate policies, procedures and security controls

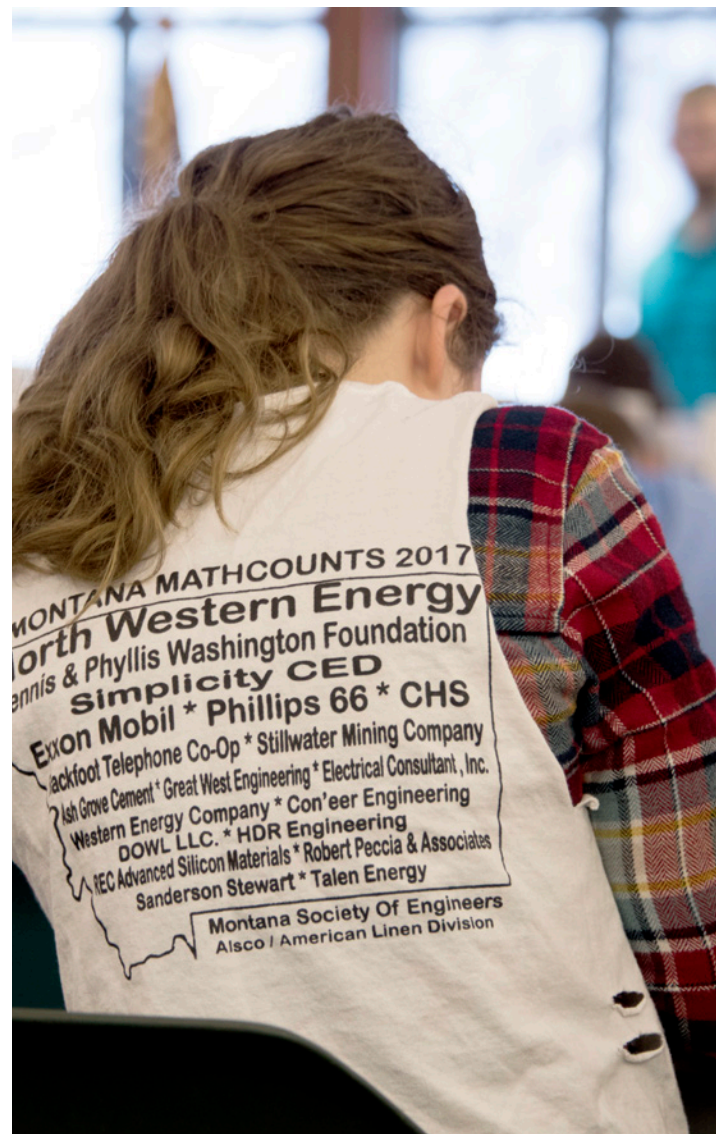


EXCELLENCE

We aim to achieve the highest levels of satisfaction, reliability and performance in everything we do. We're always striving for improvement and questioning the status quo.

We expect our Suppliers to:

- commit to achieving the highest levels of satisfaction, reliability and performance with expertise, skill, and the capability to provide high quality goods and services
- use all NorthWestern Energy assets only for the purpose in which they are provided and in compliance with all contractual terms, NorthWestern Energy policies, laws and regulations



RESPECT

Treat everyone with dignity and fairness. We value diversity of thought, background, culture, perspective, and experience.

We expect our Suppliers to:

- create and maintain an inclusive work environment where the contributions of every individual are recognized, all people are valued and respected, and all have opportunities to reach their full potential
- not tolerate harassment of any kind, including but not limited to derogatory or lewd comments, slurs or negative stereotyping or threatening, intimidating or hostile acts, blocking movement, offensive touching, degrading jokes or comments or lewd pictures
- commit to honoring and protecting the human rights of others in compliance with NorthWestern Energy's [Human Rights Policy](#)



VALUE

We are committed to providing shareholders with returns that are among the best in our industry. Value to our customers comes through the products and services we deliver at prices that illustrate our focus on quality, efficiency and productivity.

We expect our Suppliers to:

- work to maintain good relationships with NorthWestern Energy customers, including protection of customer information and privacy
- obtain goods and services fairly, including responding to NorthWestern solicitations accurately and without misrepresenting Supplier's abilities, products or services
- diligently protect NorthWestern Energy's non-public information, and only use proprietary information in accordance with all applicable laws, regulations and contractual obligations
- diligently protect personal data in compliance with all relevant protection and privacy laws, regulate the collection, storage, use, disclosure and disposal of personal information



INTEGRITY

We adhere to ethical business practices and are honest and transparent in our actions.

We expect our Suppliers to:

- conduct business activities in compliance with all applicable laws and regulations, including those that prohibit corruption, bribery, kickbacks, unfair pricing, unfair marketing, or misrepresentation of products or services
- comply with all applicable employment laws and regulations including, but not limited to, state and federal laws and regulations regarding equal employment opportunity, Compensation and benefits, child labor, working hours, verification of employment eligibility, and whistleblower protections
- maintain records that reflect all transactions accurately and honestly
- avoid and disclose all actual and potential conflicts of interest, when a Supplier's personal, business or financial relationships, interests or activities influence (or appear to influence) the ability to act fairly and in the best interest of NorthWestern Energy, including but not limited to having family members or others of a close personal relationship working for NorthWestern Energy or providing services to a party adverse to NorthWestern Energy while in the possession of our proprietary information
- prohibiting inappropriate gifts used to gain special advantage in a relationship in an effort to influence a business decision such as a procurement award, with the understanding that small or nominal promotional items, gifts and entertainment given in the regular course of business and in accordance with applicable laws are acceptable

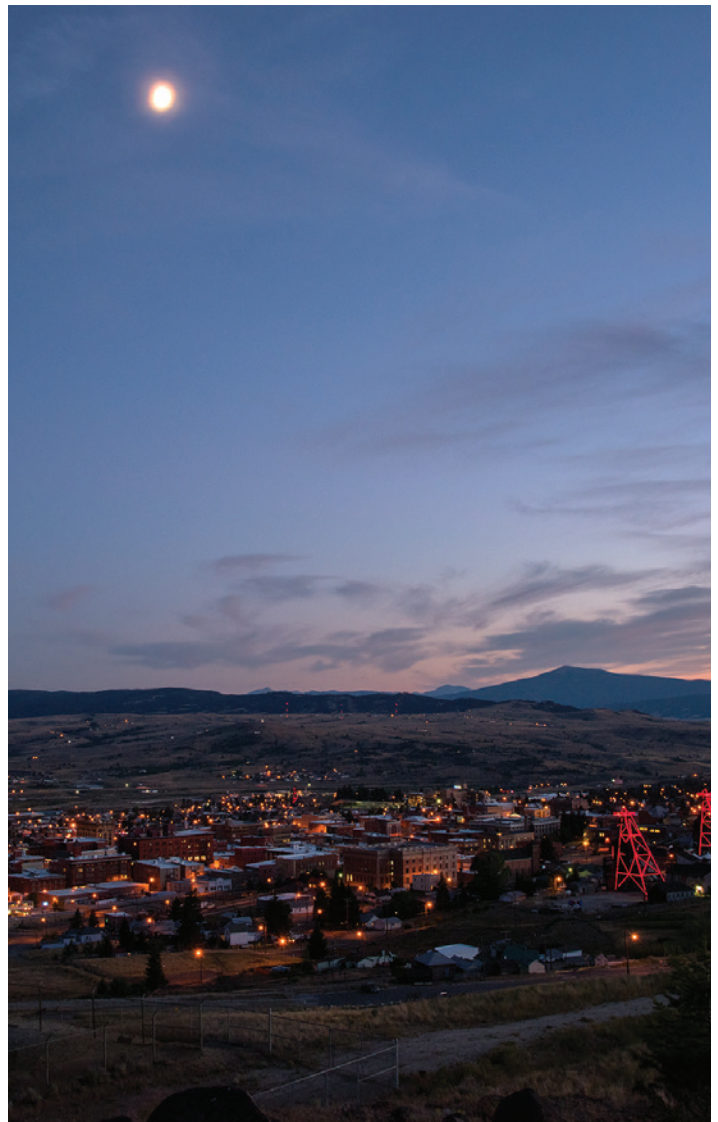


COMMUNITY

Our success is tied to the success of each and every one of our communities. We aim to be a good corporate citizen through the contribution of our time, talent and resources to help our communities fulfill their vision of success.

We expect our Suppliers to:

- encourage the support of community involvement, such as participating in educational and charitable activities
- encourage the use of diverse business enterprises within our communities and, when directed by NorthWestern Energy, provide small and local businesses, minority, women and veteran-owned and all diverse businesses (including those who support people with disabilities) with the opportunity to participate in our procurement and sourcing processes



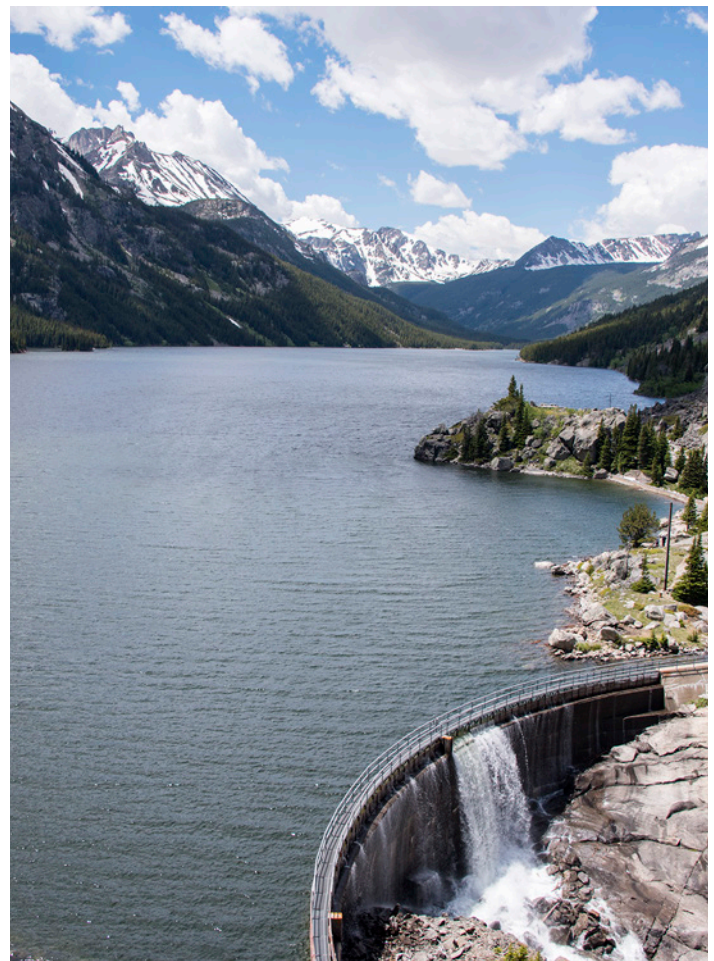
ENVIRONMENT

We are committed to providing all customers with utility services that meet their current and future needs, while protecting and enhancing the quality of the environment. We will utilize our limited natural resources wisely and act responsibly to limit impacts on our air, water and land resources.

Our service territory includes some of the most beautiful and productive land in our nation. NorthWestern Energy's environmental stewardship is the shared responsibility of our organization and our Suppliers.

We expect our Suppliers to:

- respect and honor NorthWestern's role as a steward of our environment by participating in the responsible management of our natural resources in an effort to provide a cleaner environment and improve the quality of life in the communities we serve
- abide by the letter and the spirit of all federal, state and local environmental laws and NorthWestern Energy policies and procedures related to pollution, waste disposal, air emissions and storm water management
- when necessary, develop environmental management processes, procedures and training in place to manage risk, conserve resources and protect the environment



Thank You

REPORTING AND MONITORING:

Suppliers are expected to evaluate activities to make sure employees and representatives are knowledgeable of our Code and adhere to its provisions. Suppliers must also have processes in place to address and remedy any non-compliance with this Code or problems identified by Supplier or NorthWestern Energy. Any significant issue or non-compliance with this Code must be brought to the immediate attention of NorthWestern Energy. We expect our Suppliers to fully cooperate during any compliance investigation and we will not accept any retaliation against a Supplier who raises any concerns. If NorthWestern Energy discovers any nonconformance with this Code, we will work with the Supplier to resolve the identified issues and ensure compliance. Deficiencies may result in a remediation plan, removal of a Supplier representative from a NorthWestern Energy site or project or potentially termination of the business relationship.

These expectations are intended to supplement, not replace, requirements established by contract, policy or in a Supplier's own ethical standards and compliance guidelines.

QUESTIONS OR CONCERNS:

If you have any questions or concerns, please contact your NorthWestern Energy business representative. Suppliers may also submit information directly and confidentially to NorthWestern Energy's Chief Audit & Compliance Officer, Mike Nieman (mike.nieman@northwestern.com or 605-978-2969) or our Compliance Line (www.integrity-helpline.com/NW.sjp or 877-781-7286)

