



Southwest Gas[™]
HOLDINGS

Code of Business Conduct and Ethics

January 1, 2017



COMPLIANCE

ETHICS



Southwest Gas™
HOLDINGS



A LETTER FROM OUR CEO



A LETTER FROM OUR CEO

Dear Fellow Employees:

Southwest Gas Holdings, Inc. and its subsidiaries embrace a corporate culture based upon honesty, compliance, and strong ethical standards. The Company's Code of Business Conduct and Ethics ("Code") signifies the Company's corporate accountability built on the dedication of all employees to conduct business with integrity, respect, dependability, ethics, and honesty for one another, our stakeholders, and our communities. It is essential for all of us to follow these principles, every day in every way, in order to maintain the excellent reputation we have created together. It is also important to recognize our obligation to report any compliance concerns or Code violations.

The Code is a key resource for finding answers when faced with challenging questions regarding day-to-day decision making. Please take time to read and understand the Code and allow the core values to guide your daily decisions and actions. If you need clarification on any issues covered in the Code, please contact one of the Internal Resources listed at the end of this document.

We are all in this together. Please know that the Company's Board of Directors and management continue to be committed to the highest ethical standards and ask that you continue to commit to the same. We appreciate your efforts in **TAKING THE TIME TO MAKE IT RIGHT**.



John P. Hester

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CODE OVERVIEW

Southwest Gas Holdings, Inc. (“Company”) values honesty and integrity. The Company’s Board of Directors (“Directors”), officers, and employees are individually committed to honesty and integrity in all business relationships with coworkers, customers, shareholders, suppliers, contractors, and all other members of the communities we serve and the groups with which we interact. This means conducting business in a manner that is in accord not only with all applicable laws and regulations but also with the highest ethical standards.

As part of this continuing commitment, the Company adopted this Code of Business Conduct and Ethics (“Code”) to formalize and communicate the importance of:

- Full, fair, accurate, timely, and understandable disclosure in the reports and documents the Company files with, or submits to, the Securities and Exchange Commission (“SEC”) and in other public communications made by the Company;
- Compliance with all applicable governmental laws, rules, and regulations;
- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- The prompt internal reporting of violations of this Code to the appropriate person; and
- Accountability for adherence to this Code.

References in this Code to the “Company” include all subsidiaries and affiliates of the Company unless the subsidiary or affiliate has adopted its own Code of Business Conduct and Ethics. In that event, the code implemented by the subsidiary or affiliate shall be substantially similar to the Company’s Code.

Each Director and employee of the Company is, and will be held, responsible for the observance of this Code. (Except where this Code distinguishes employees from officers, all references to employees shall include officers.)

The Company’s Code encompasses the standards of its corporate culture. It applies to the way we do business and recognizes our commitment to Safety, Service, and Reliability. These standards are guidelines to define the right path to follow in order to maintain the Company’s core values of integrity, respect, dependability, ethics, and honesty. The Code acts as a reference to:

- Guide employee behavior and decision making;
- Support a positive and respectful workplace;
- Foster credibility and trust with customers and business partners;
- Protect the Company, its employees, its reputation, and shareholders;
- Avoid litigation and mitigate risk; and
- Prevent, detect, and respond to non-compliant conduct.

Employees are required to read and understand the Code and, if necessary, ask questions for clarification and to determine what would be the best course of action in a particular situation. If it doesn't feel right, then it probably isn't right. Use good business judgment and think about how you would respond to the following questions:

- Does this action feel right to you?
- Is it legal and ethical?
- Is it consistent with the Company's values and commitment to compliance?
- How would you feel explaining this action to your coworkers, management, customers, your family, or the public?
- How would this action be perceived by the public if it was reported in the media?

An employee or Director aware of any situation that he or she believes may violate or lead to a violation of this Code must report the situation to supervisors, managers, Human Resources ("HR"), the Ethics and Compliance Hotline, or the Compliance Officer (collectively known as "Internal Resources") of the applicable subsidiary or affiliate. Periodic training will be provided to assist employees with understanding their responsibility to comply with the Code and the duty to report in good faith any known or suspected violations. Anyone reporting such violations in good faith will not be subject to retaliation. See "Code Compliance Reporting Procedures" listed below.

COMPLIANCE

This Code is the Company's "Code of Ethics" as defined in Item 406 of Regulation S-K of the U.S. Code of Federal Regulations, Title 17, Chapter II, Securities Exchange Commission. The Code can be found on the Company's website at www.swgasholdings.com.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees and Directors of the Company. Policies and procedures provide additional guidance to employees, but such policies and procedures are not incorporated into this Code. Although there can be no better course of action than to apply common sense and sound judgment, do not hesitate to use the resources available whenever it is necessary to seek clarification.

Employees are responsible for knowing and complying with current laws, regulations, standards, policies, and procedures for their respective job duties. Any employee who violates the provisions of this Code will be subject to disciplinary action, up to and including termination. Willful disregard of criminal statutes may subject the employee to criminal prosecution or civil action.

This Code, along with policies and procedures, may change from time to time at the Company's discretion.

This document is not an employment contract between the Company and its employees, nor does it modify their employment relationship with the Company.

WAIVERS

No exceptions or waivers of the Code for Southwest Gas Holdings, Inc. are anticipated. However, if a waiver is warranted, it may only be made by the Board of Directors for executive officers or Directors, and by the Chief Executive Officer for all other officers and employees. Any waiver for an executive officer or Director will be publicly disclosed as required by applicable securities regulations. The Chief Executive Officer will report any waiver for officers or employees to the Board's Nominating and Corporate Governance Committee.

CODE IN ACTION

ACCURACY AND RETENTION OF REPORTS, RECORDS, AND ACCOUNTS

All Company employees and Directors are expected to maintain true and accurate Company records. These records shall meet the highest standards of integrity and represent the true nature of the transactions they record. Each employee and Director is responsible for his/her respective records, time sheets, and reports. No changes to Company records are permitted without proper authorization. Accurate information is necessary to meet legal and regulatory obligations and for the Company to operate in an ethical and effective manner.

All employees shall follow established accounting policies and applicable Company internal controls at all times. There shall be full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in all other public communications made by the Company. All accounting, financial, or electronic records shall accurately reflect all business transactions.

Some examples are:

- Expense reports must truthfully document all expenses actually incurred in accordance with applicable Company policies.
- Employees must accurately report their time worked.
- Employees and Directors must not obtain or create "false" invoices or other misleading documentation.
- Employees and Directors must not invent or use false entities, sales, purchases, services, loans, or other financial arrangements for any purpose.
- No undisclosed or unrecorded account or fund shall be established for any purpose.
- No false or misleading entries shall be made in the Company's books or records for any reason.
- No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents.



ACCURACY OF RECORDS

How do I know if I can dispose of certain documents in my files?



All questions regarding records retention should be directed to the department responsible for records retention/content management functions for the Company and each applicable subsidiary or affiliate.

All employees and Directors are responsible for the proper maintenance and disposal of Company documents according to applicable record retention policies as well as applicable laws and regulations. Special attention must be directed to any instructions from the applicable Legal Department regarding documents that are involved in pending lawsuits, audits, or other investigations involving the Company. If you have questions related to documents that may be subject to a litigation hold, please contact the General Counsel.

BUSINESS RELATIONSHIPS

The Company seeks to outperform its competition fairly and honestly and to gain competitive advantages through superior performance and customer service. Each employee should deal fairly with customers, suppliers, contractors, vendors, competitors, and other employees when conducting Company business. No employee or Director should take unfair advantage of anyone through concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

Contracts and Commitments

No employee may enter into any agreement binding the Company without appropriate authorization. The Company has contract and signature approval policies which identify those individuals who have the authority to approve and sign certain contracts binding the Company and its subsidiaries or affiliates. If there are any questions about which employees have signature authority for a given contract, contact the applicable Legal Department.

Customer, Supplier, Contractor, Vendor, and Competitor Relationships

Customers, suppliers, contractors, vendors, and competitors should always be treated with the highest standards of business conduct. It is the Company's policy to sell our products and services on their merits and to avoid making disparaging comments about the products and services of competitors. Employees should use due care when discussing the character, financial condition, or potential legal or regulatory problems of competitors. Employees working with current suppliers, contractors, or vendors should never intentionally interfere with those third parties' contracts or business relationships involving a competitor of the Company. Employees should maintain the confidentiality of information entrusted to the Company by its customers, suppliers, contractors, and vendors except when disclosure is authorized or legally mandated.

Although the Code is designed for our employees, the Company's suppliers, contractors, agents, business partners, consultants, and others who work for it, need to embrace the Code's spirit. All suppliers and contractors must acknowledge that they have read, understand, and comply, to the extent applicable, with the Company's Code when performing work for or transacting business with the Company.

COMMUNICATIONS WITH THIRD PARTIES

The Company communicates with the press and responds to inquiries by third parties through authorized personnel only.



COMMUNICATIONS WITH MEDIA

I'm contacted by the press and asked to comment on an event/incident related to the Company. What should I do?



Advise the press that you are not authorized to provide a statement and that a representative from the Communications Department will address their questions as soon as possible.

Communications with the Media

Unless specifically authorized by the Communications Department or an executive officer, no employee should speak to the news media on behalf of the Company. All media inquiries should be directed to the Communications Department.

Confidential Information

Employees and Directors have a duty to protect the confidentiality of information entrusted to them by the Company, its customers, or third parties, unless release of the information is authorized or legally required. Confidential information includes all non-public information, any material that might be of use to competitors, or harmful to the Company, its customers, or third parties if revealed.

Some examples of confidential information include:

- Employee or customer personal data (such as name, address, or government-issued identification)
- Technical information
- Customer lists
- Pricing policies
- Budgets and forecasts
- Marketing and strategic plans
- Intellectual property
- Any content labeled "Restricted" or "Confidential"

Consider the following scenarios when dealing with confidential information:

- Be aware of your surroundings and realize that conversations can be overheard in restaurants, break areas, cubicles, or other public areas.
- Share information with other employees on an as needed basis, for work purposes only, and identify such information as confidential.
- Be careful when working on a mobile device on an airplane, in a coffee shop, or other public places.

Responding to Third-Party Inquiries

In the normal course of doing business, the Company provides accurate and timely information to investors, the media, and the general public. Generally, media inquiries must be referred to the Communications Department. However, inquiries regarding certain business information need to be directed to the following:

- All inquiries received from brokers, dealers, institutional investors, stockholders, security analysts, or investment advisors should be referred to the Treasurer, Chief Financial Officer, or Shareholder Services, as appropriate.
- All legal inquiries should be referred to the General Counsel.

- All utility rate and regulatory inquiries should be referred to the Vice President/Regulation & Public Affairs for Southwest Gas Corporation.
- All inquiries regarding current or former employees should be referred to the HR Department.

If you have any questions as to which department to direct a third-party inquiry, please contact one of the Internal Resources listed at the end of this document.

CONFLICTS OF INTEREST

A conflict of interest is when personal interests or activities influence, or appear to influence, one's ability to act in the best interests of the Company. It is essential for employees to avoid situations that may interfere, or appear to interfere, with their ability to properly perform their job responsibilities or to exercise independent judgment in carrying out their job duties. Non-employee Directors must discharge their fiduciary duties as Directors of the Company.

All employees and Directors should disclose potential conflicts of interest which involve a family or household member. If there is any question as to whether or not a potential course of action could be considered to be a conflict of interest, employees should discuss the matter fully with their HR representative. Directors and officers should have such discussions with the Company's General Counsel or Compliance Officer before taking any action.



CONFLICTS OF INTEREST

My daughter is the CFO of a company that is bidding on a Company project for the first time. Do I need to let someone know?



Yes, you should advise your supervisor and HR Representative of the potential conflict of interest. And, if there is any question regarding who else may need to be informed, contact the Compliance Officer.

As required by the SEC, the Company adopted policies and procedures for its officers and Directors regarding certain Related-Person Transactions. These policies and procedures can be found on the Company's InfoNet sites or by contacting the General Counsel or Compliance Officer. Material features are disclosed in the Company's annual report, on Form 10-K, or in the proxy statement.

Indirect Interests and Relationships

A conflict of interest can also arise because of business activities with the Company by individual(s) or entities that have a personal relationship with an employee or Director. For example, an employee or Director may have a potential conflict of interest whenever a relative has a significant relationship with, or has a significant financial interest in, any supplier, contractor, vendor, commercial or industrial customer, or competitor doing business with the Company.

An employee or Director should not make or influence any decision that could directly or indirectly benefit a relative. In order to protect the employee or Director and the Company from the appearance of a conflict of interest, appropriate disclosure of this relationship should be made to the employee's HR representative. Directors and officers should have such discussions with the Company's General Counsel or Compliance Officer before taking any action.

Activities Outside the Company

The Company does not intend to infringe on an employee's right to engage in secondary employment or other lawful outside activities which do not conflict or interfere with the employee's obligations to the Company.

To avoid a conflict of interest, employees performing a secondary job or working for a Company contractor, vendor, or customer performing functions of a similar nature to those performed for the Company shall disclose, in writing, such secondary employment to their HR representative and their supervisor. Approval by a Company Vice President (which will not be unreasonably withheld) must be obtained before performing the secondary job or work. See the Employee Handbook or Human Resources policies of the applicable subsidiary or affiliate for further details.

Conflicts of interest may also be encountered through various other activities. Some examples are:

- Engaging in any business activity which interferes with attendance or overall job performance;
- Soliciting business or conducting outside activities for another employer during Company work hours;
- Using confidential or proprietary information for personal gain or to the detriment of the Company;
- Using Company assets or labor for personal use, except for de minimus (minimal) use as permitted under the Company's policies;

- Serving as an officer, director, employee, contractor, or agent of another company that supplies (or will prospectively supply) products or services to the Company. If there is ever a question, please contact the General Counsel or Compliance Officer;
- Holding any **substantial stock or other financial interest** in any competitor, supplier, contractor, or vendor, or other organization with which an employee is engaged in a business relationship. If there is any question as to whether the interest is substantial, you should seek advice from the General Counsel; and
- Borrowing, solicitation, or acceptance of loans or cash payments by you or your immediate family from present or prospective competitors, commercial or industrial customers, suppliers, contractors, or vendors except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses.

Community Activities

The Company encourages all employees to be actively involved in their communities through volunteer service to charitable, civic, and public service organizations, and through participation in the political process and trade associations. However, employees must make sure that their service does not interfere with attendance or overall job performance with the Company and does not pose any other conflict of interest. This consideration is particularly important before accepting any leadership position (such as membership on the board of a charitable or civic organization), before seeking or accepting political office, and before advocating for a charitable contribution.



CONFLICTS OF INTEREST

I'm passionate about supporting my political party's nominee for President. Is it OK for me to work on the campaign over the weekends?



Yes, as long as your work on the campaign does not interfere with your job responsibilities for the Company.

Corporate Opportunities

Without appropriate approval, employees are prohibited from taking for themselves personal opportunities discovered through the use of Company property, information, or position; using Company property, information, or position for improper personal gain; or competing with the Company directly or indirectly except as permitted by Company policies. Employees and Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

LEGAL AND REGULATORY COMPLIANCE

The Company operates in a highly regulated environment and all employees are required to comply with applicable laws and regulations. Employees are expected to be knowledgeable about the applicable laws and regulations governing their job duties, attend training to stay up-to-date on any changes, and request information to further their understanding.

All employees, especially those performing shared-service functions, must take care to avoid sharing prohibited information between departments, subsidiaries, and affiliates (no-conduit rules). Care should always be used when communicating in public areas, such as hallways and elevators or when sending emails.

Employees are also required to immediately report legal and regulatory violations, suspected legal and regulatory violations, or potentially harmful or dangerous conditions to one of the Internal Resources listed at the end of this document.

Anti-Corruption

The Company is committed to operating its business in a fair and ethical manner. All Directors and employees must comply with all anti-corruption and bribery laws, including the United States Foreign Corrupt Practices Act ("FCPA") and Canada's Corruption of Foreign Public Officials Act ("CFPOA"), regardless of where Company business is conducted.

Company policy prohibits corrupt payments or promises to pay (a bribe) anything of value in order to influence, induce, or secure an improper advantage in obtaining or retaining business. The use of Company funds, facilities, or property for any illegal or unethical purpose is strictly prohibited.

No Company employee, Director, or agent is permitted to offer, give, or cause others to give, any payments or anything of value for the purpose of illegally or unethically influencing the recipient's business judgment or conduct.

“Anything of value” includes, but is not limited to:

- Cash or cash equivalents
- Drinks or meals
- Entertainment
- Gifts
- Lodging
- Promise of future employment
- Transportation
- Use of materials, facilities, or equipment

Fair Competition

Fair competition laws, including the U.S. and Canada antitrust rules, limit what the Company can do with another company and what the Company can do on its own. Generally, the laws are designed to prevent agreements or actions that reduce competition and harm consumers. Employees and Directors may not enter into agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers, contractors, vendors, or customers.

Government Investigations

Employees and Directors must promptly notify the Company’s General Counsel of any government investigation or inquiries from government agencies that are not in the normal course of business.

Employees and Directors must not prevent the collection of information, data, or records. The Company may provide information to the government during an inspection, investigation, or request for information. Employees and Directors must not lie to government investigators or make misleading statements. Employees and Directors must not attempt to cause another employee to fail to provide accurate information to government investigators.

Insider Trading

SEC regulations and federal and state laws make it illegal to buy or sell Company stock using “insider information.” Employees and Directors with access to the Company’s confidential information may not use or share that information for stock trading purposes or any other purpose except to conduct Company business. Such “insider trading” is prohibited by law. It occurs when an individual with material, non-public information (the “Insider”) trades securities or communicates such information to others who trade. “Material” information is what a reasonable investor would consider in making an investment decision.

Insider information includes information that may have a financial impact on the Company, including mergers or acquisitions, changes in business products or contracts, or a new business risk. Insider information is not limited to information about the Company. It also includes material, non-public information about others, including the Company’s customers, suppliers, contractors, vendors, and competitors.



INSIDER TRADING

I have learned about a confidential Company project that is expected to be good for our business. Is it OK to advise my brother to buy Company stock?



No, this information would qualify as a “tip” of confidential non-public information and could be considered “insider trading.” You should also refrain from tipping negative information about the Company’s business because investors could potentially trade on that type of insider information as well.

Trading or helping others trade while aware of insider information has serious legal consequences, even if the Insider does not receive any personal financial benefit. Insiders may also have an obligation to take appropriate steps to prevent insider trading by others.

For additional information, please contact the General Counsel or Compliance Officer.

Political Contributions and Lobbying

No Company employee or Director may make, or appear to make, a political contribution on behalf of the Company or its subsidiaries unless expressly authorized by the Company’s General Counsel. A “political contribution” is any direct or indirect payment, or anything of value, in connection with an election or to an organization or group formed to support or defend a referendum vote or ballot issue.

Nothing in this Code is intended to discourage employees or Directors from making contributions of their own time or funds to political parties or candidates of their choice. However, the Company will not reimburse employees or Directors for any personal contributions. Political activities should not interfere with job responsibilities except as provided by state voting laws.

Employees or Directors must obtain prior approval from the appropriate Vice President of the Company or the applicable subsidiary or affiliate regarding any lobbying activities conducted on behalf of the Company or applicable subsidiary or affiliate.

GIFTS, GRATUITIES, AND ENTERTAINMENT

The exchange of business courtesies is a common practice and an important tool in fostering goodwill and developing and maintaining positive working relationships. However, the exchange of gifts, meals, entertainment, or travel should not be used to influence, or appear to influence, business decisions of the Company. In addition to the previous section on Anti-Corruption, employees and Directors may not give or receive gifts, meals, entertainment, or travel that could be perceived to improperly influence the selection or purchasing decisions of the Company. Further, in some areas where the Company operates, there are laws or regulations prohibiting government employees from accepting gifts, meals, entertainment, or travel. Each employee and Director must be aware of and comply with these laws or regulations.



GIFTS, GRATUITIES, AND ENTERTAINMENT

During the holidays, a vendor sends me a large basket of candy and cookies to say thank you for our business. May I accept this gift?



Exchanging gifts during the holidays is a common business practice. As long as its value is not excessive, you may accept the basket.

Gifts, Meals, Entertainment, and Travel

Employees and Directors should be careful in the exchange of any gifts, meals, entertainment, or travel to avoid creating a sense of obligation or potential compromise of a business judgment or decision of the Company. There should always be a business benefit or purpose for accepting any gift or participating in a supplier, contractor, or vendor-sponsored activity. Each employee and Director should exercise care to ensure that such activities have a legitimate business purpose and that their value and frequency are not excessive.

A white question mark icon inside an orange circle, which is part of a larger graphic of overlapping geometric shapes in shades of gray and orange.

GIFTS, GRATUITIES, AND ENTERTAINMENT

One of the Company's vendors invited me to attend a college basketball game. May I accept the invitation?

A white letter 'A' icon inside a yellow circle, which is part of a larger graphic of overlapping geometric shapes in shades of gray and orange.

It would be acceptable as long as there is a business benefit to attending and the value of the ticket is not excessive.

For your reference, the following are examples of gifts or activities that may be acceptable as long as there is a business benefit and they are of reasonable value:

- Charity events
- Tickets to concerts
- Entertainment/sporting events
- Holiday gatherings
- Lodging
- Meals
- Travel
- Cash or cash equivalent gifts (such as gift cards, prepaid debit cards, gift certificates, or checks) not exceeding \$25 and that comply with other Company policies. **Construction inspectors are prohibited from accepting cash or cash equivalent gifts of any amount.**
- Unsolicited advertising, promotional items, or gifts (excluding cash or cash equivalent gifts) which do not exceed two hundred fifty dollars (\$250) for the Company and its regulated utility subsidiary. For construction subsidiaries, such items may not exceed two hundred dollars (\$200). **Construction inspectors are prohibited from accepting such items regardless of value.**



GIFTS, GRATUITIES, AND ENTERTAINMENT

A vendor has invited me and my manager to dinner. Is this an acceptable business activity?



Meals of a reasonable cost are generally acceptable. But, care should be taken to avoid creating a sense of obligation or potential compromise of a business judgment or decision of the Company. There should always be a business benefit or purpose for participating in a vendor-sponsored activity.

IF YOU HAVE ANY QUESTIONS AS TO WHETHER OR NOT A GIFT OR ACTIVITY IS ACCEPTABLE, PLEASE CONTACT THE APPLICABLE COMPLIANCE OFFICER FOR GUIDANCE.

Loans

Employees may not accept loans from any person or entities having or seeking business with the Company. Executive officers and Directors may not receive loans from the Company nor may the Company arrange for any loan. (Note: A loan from a financial institution or other business in ordinary course, at normal interest rates prevailing at the time of borrowing, is permissible.)

TECHNOLOGY USE

The Company provides various technology resources including computers, telephones, software, copying machines, fax machines, Internet access, email, mobile devices, and voice mail to authorized employees to assist them in performing their job duties for the Company. Each employee has the responsibility to use this technology in a manner that complies with applicable laws and Company policies, increases productivity, enhances the Company's public image, and is respectful of other employees.

Authorization

Access to the Company's technology is within the sole discretion of the Company and subject to its policies. Generally, employees are given access to the technologies needed for their job functions. The Company reserves the right to limit such access by any means available to it including revoking access altogether.

Company Technology

Employees and Directors should always use Company technology in a professional, respectful, and courteous manner. It is important to keep in mind who will be receiving the electronic messages and to remember that electronic communications are permanent and can be forwarded or changed without Company knowledge or permission. It is also important to note that all Company electronic communications are the property of the Company and may be monitored.

Employees and Directors may not use any of the Company's technology for any illegal purpose or in violation of any applicable Company policy. Company technology is required to be used in the best interests of the Company. Confidential or trademarked information of the Company or third parties may only be distributed on an authorized basis.

Copyright Laws

Original works, which are copyrighted by its author, are protected from unapproved duplication. Copying such original works, without the permission of the author, may constitute copyright infringement. Such violation may apply regardless of whether the copying is done for sale, for free distribution, or for personal use. Employees and Directors may not use the Company's technology to copy, retrieve, forward, or send copyrighted materials unless the author's permission has been obtained or a single copy is being accessed for the employee's or Director's reference.

Violation of copyright laws is a potential financial and legal liability for both the Company and the offending employee. Employees and Directors are responsible for copyright infringement whether or not they knew the federal copyright law was being violated.

Electronic Systems

The Company's electronic resources are important assets and are to be used primarily for Company business. All documents, data, electronic messages, and other information created using Company technology, belong to the Company and are subject to its oversight and inspection. Employees are responsible for using all Company electronic systems in an appropriate manner. Examples of these systems include:

- Computers
- Email
- InfoNet
- Internet
- Phones and cellular phones
- Software Applications



ELECTRONIC SYSTEMS

My son is in middle school and having difficulty with several classes. His teacher has asked me to monitor his progress online. Is it alright to use the Internet for this purpose?



Any time spent monitoring your child's school studies online should be kept to a minimum. This would then fall under acceptable de minimus use of the Company's computer equipment and Internet service.

Use of Company Resources

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets, including work time, business tools, and equipment, must be used for legitimate business purposes of the Company unless the employee has obtained the appropriate approval for non-business use. Such approval may be obtained from:

- The appropriate executive officer or General Counsel for non-officer employees;
- The Chief Executive Officer for officers; or
- The Chairman of the Board for the Chief Executive Officer.

Employees may make de minimus personal use of Company assets and resources, as long as such use is reasonable, does not interfere with the employee's duties, is not for monetary gain, does not conflict with the Company's business, and does not violate any Company policy.

USE OF COMPANY RESOURCES

A white question mark icon inside an orange circle.

I am a volunteer with a local non-profit that assists children residing in foster care. May I use Company equipment to create and copy flyers for one of our fundraisers?

A white letter 'A' icon inside a yellow circle.

The Company encourages employees to be actively involved in community activities. However, using company resources for non-Company purposes is generally not acceptable. Any such use of Company resources must first be authorized by your supervisor.

WORK ENVIRONMENT

The diversity of the Company's employees is a tremendous asset. The Company is committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. In addition, the Company is dedicated to maintaining a safe working environment. The following paragraphs highlight some of the Company's policies created to foster and maintain a safe and successful working environment reflective of the highest standards of behavior.

Alcohol and Drugs

Employees are required to perform their job duties free from the influence of alcohol, narcotics, or controlled or illegal substances while on the job, on Company property, using a Company vehicle and/or equipment, while wearing a Company uniform, or during working hours.



ALCOHOL AND DRUGS

I know illegal drugs are forbidden at work; but, what about prescription drugs? One of my coworkers is taking pain pills and appears to be "intoxicated." Should I mention this to my supervisor?



Yes, the Company is committed to maintaining the highest standards of Safety, Service, and Reliability. Employees are required to perform their job duties free from the influence of alcohol or drugs. This includes prescription drugs. Please discuss the matter with your supervisor or HR Representative.

Discrimination and Harassment

Employees need to be sensitive and respectful of all individuals with whom they come in contact. Employees should also recognize that others may perceive their actions differently from what was intended.

The Company prohibits workplace discrimination and harassment based on race, color, religion, sex, sexual orientation, national origin, age, disability, pregnancy, veteran status, or any other non-job related characteristic protected by local, state, or federal law. The Company will not tolerate words or actions that signify any kind of unlawful discrimination or harassment. The Company is committed to taking all reasonable steps to prevent such discrimination or harassment from occurring.

This policy applies to all persons involved in the operations of the Company and prohibits such discrimination or harassment by any employee or agent of the Company. The policy also prohibits harassment of visitors, clients, vendors, and other service providers at our facilities. The effect of unlawful discrimination or harassment is not necessarily limited to the loss of a job or other economic benefit. Unlawful discrimination or harassment that impairs your working ability or emotional well-being at work violates this policy and will not be tolerated. For additional information, please refer to the Employee Handbook or applicable HR policies.

Environmental Safety

The Company is committed to protecting and conserving the environment. Employees are required to fully comply with all state and federal laws relating to the environment in the conduct of its business. All hazardous materials must be used, stored, and disposed of properly and in accordance with applicable regulations. Employees must report, in accordance with applicable Company policies, all circumstances under which hazardous materials or wastes come in contact with the environment, are improperly handled or disposed of, or when a potential violation of law may exist.

Equal Employment Opportunity/Non-Discrimination

Equal Employment Opportunity policies and Affirmative Action programs applicable to each employer emphasize the importance of recruiting, hiring, training, and promoting persons without regard to race, color, religion, sex, sexual orientation, national origin, age, disability, pregnancy, veteran status, or any other non-job-related characteristic protected by local, state, or federal law. For additional information, please refer to your Employee Handbook or applicable HR policies.

Safe Workplace Environment

The Company is committed to providing a workplace that is safe, secure, and free of harassment, threats, intimidation, and violence for all employees. Violent behavior of any kind or threats of violence, either implied or direct, are prohibited on Company property and at Company-sponsored events and will not be tolerated. Any employee who exhibits violent behavior may be subject to criminal prosecution and such behavior will result in disciplinary action, up to and including termination.

The Company strives to provide a healthy and safe work environment. Each employee has a responsibility to follow health and safety rules and practices and report accidents, injuries, and unsafe equipment, practices, or conditions. Employees are to refrain from working in an unsafe manner either intentionally or in an effort to complete a work assignment.

Accident prevention is dependent on compliance with all safety rules and applicable Company policies. Employees are expected to adhere to the safety procedures as prescribed by the Company and each subsidiary or affiliate and to behave in a manner that can be reasonably expected to prevent or minimize on-the-job accidents.



SAFE WORKPLACE ENVIRONMENT

I witnessed an employee yelling at another employee. This person then pushed the other employee up against the wall. What should I do?



You should immediately contact your supervisor, Human Resources, or the Compliance Officer.

CODE COMPLIANCE REPORTING PROCEDURES

Reporting Procedures

Upon discovering any actual or potential wrongdoing under this Code, employees are required to report these acts to one of the Internal Resources listed below. Or, if you have any questions or concerns about the Company's Code, you have a responsibility to contact one of the Internal Resources.

All conversations, calls, and reports made in good faith will be taken seriously. Reporting in "good faith" means accurately reporting all the information you believe to be true. When reporting a violation, employees will be asked to provide the time, location, names of the people involved, and other details so that the Company can perform a thorough investigation.

Non-Retaliation/Non-Retribution

The Company believes employees should be able to express their problems, concerns, opinions, and their points of view. An employee, who in good faith, seeks advice, raises a concern or reports a violation is ***Taking the Time to Make it Right***. The Company supports this action and will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee with respect to good faith reporting. However, anyone who attempts to use this Code or any compliance activity to spread falsehoods, threaten others, or damage the Company's or another person's reputation will be subject to disciplinary action, up to and including termination.

INTERNAL RESOURCES

The following Internal Resources are available to you:

Your Supervisor or Manager

Employees are encouraged to speak with their supervisor or manager regarding any concerns.

Human Resources (“HR”)

Please feel free to contact your local HR representative to discuss any concerns or questions you may have.

Compliance Officer

For utility subsidiaries, please feel free to contact the Compliance Officer with any questions regarding the Code, your own compliance with the Code, or any potential violations of the Code at:

- **Phone: 702-364-3725**
- **Email: complianceofficer@swgas.com**

For construction subsidiaries, please feel free to contact the Compliance Officer with any questions regarding the Code, your own compliance with the Code, or any potential violations of the Code at:

- **Phone: 623-879-4692**
- **Email: complianceofficer@nextcenturi.com**

Ethics and Compliance Hotline (“Hotline”)

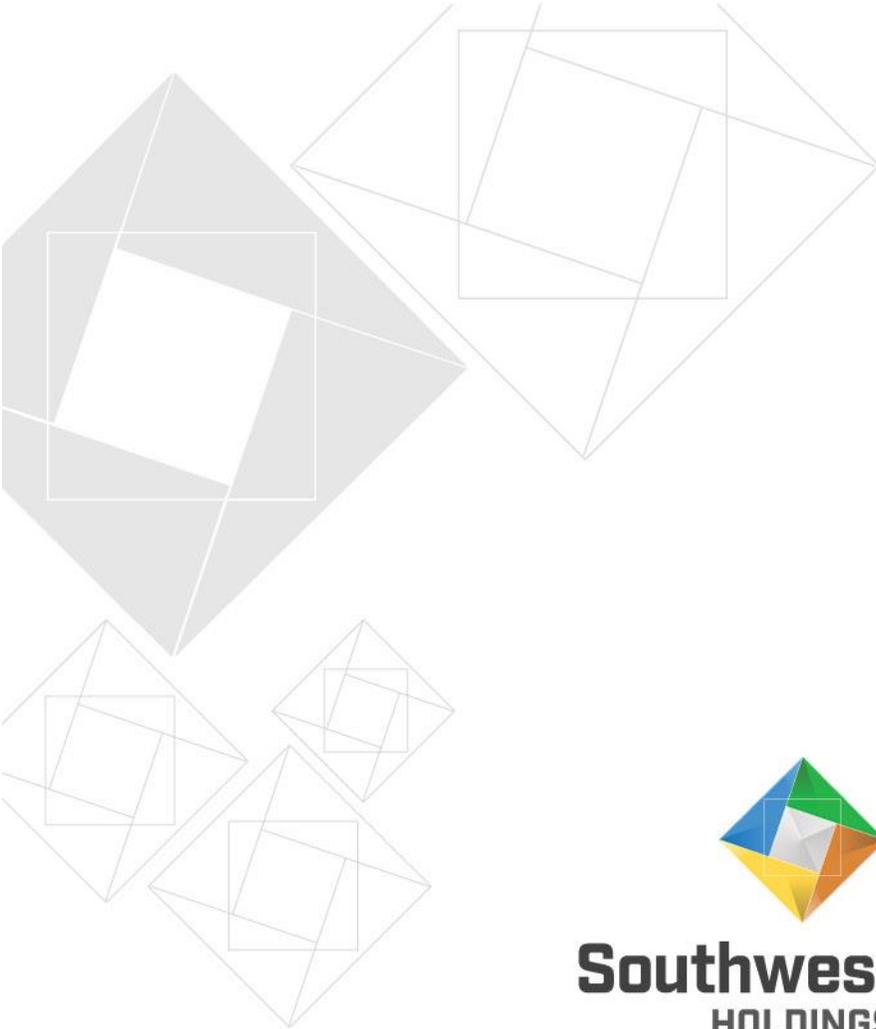
The Company provides the Hotline for employees to securely and confidentially report unethical behavior and noncompliance with laws, regulations, and applicable Company policies and procedures. The Hotline also provides employees with an option to report anonymously so they may disclose genuine concerns in a comfortable manner without feeling threatened.

The Hotline for utility subsidiaries may be accessed by:

- **Phone: 1-866-230-3579**
- **Online: www.swgas.alertline.com**

The Hotline for construction subsidiaries may be accessed by:

- **Phone: 1-855-722-2816**
- **Online: www.mynpl.ethicspoint.com** (for Centuri Construction Group, NPL, and NPL Canada)
- **Online: www.mybrigadier.ethicspoint.com** (for Brigadier Pipelines, Inc.)
- **Online: www.mycanyon.ethicspoint.com** (for Canyon Pipeline)



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HOLDINGS

Utility Subsidiaries - Compliance & Ethics **HOTLINE - 1.866.230.3579**
www.swgas.alertline.com

Construction Subsidiaries - Compliance & Ethics **HOTLINE - 1.855.722.2816**



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www.mynpl.ethicspoint.com



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www.mynpl.ethicspoint.com



www.mybrigadier.ethicspoint.com



www.mycanyon.ethicspoint.com

