

RGS Energy, INC.

WHISTLEBLOWER POLICY

(Adopted on May 23, 2016)

RGS Energy, Inc. (the “Company”) is committed to maintaining high standards of financial integrity, and the Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board”) of the Company takes very seriously all complaints and concerns regarding accounting, internal accounting controls, auditing and other legal matters. The Company’s financial information guides the decisions of the Board and management and is relied upon by the Company’s stockholders, employees and business partners. The Company’s policies and practices have been developed to maintain the highest business, legal and ethical standards.

For these reasons, the Company must maintain a workplace environment where all employees of the Company and each of its direct and indirect subsidiaries (“Employees”) can raise concerns free of any harassment, discrimination or retaliation if they reasonably believe that they are aware of: (1) questionable accounting, internal accounting controls or auditing matters, (2) the reporting of fraudulent financial information of or by the Company, (3) violations of securities laws or other laws, rules and regulations or (4) any activities or transactions by the Company which appear to violate the Company’s Code of Business Conduct and Ethics. Employees should report those concerns as soon as possible after discovery. The Company strives to encourage open communication so that such concerns may be raised without fear of retaliation in any manner.

Accordingly, the Audit Committee has established the following procedures for:

- The receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and
- The submission by Employees (confidentially and anonymously, if they wish, in the United States, and in any other jurisdiction to the fullest extent legally permitted in such other jurisdiction), and the appropriate treatment, of concerns regarding accounting or auditing matters they believe to be questionable or violations of the Company’s Code of Ethics, the U.S. federal securities laws or other state and federal laws, including the Foreign Corrupt Practices Act (the “FCPA”) or similar laws.

The Audit Committee is committed to continuously reviewing and updating its policies and procedures. The Company may modify this policy at any time without notice. Modification may be necessary to, among other reasons, maintain compliance with applicable laws, rules and regulations and to accommodate organizational changes.

A. Matters that Must be Reported

Employees must immediately report and submit complaints of accounting and auditing and other legal matters for which there is actual or suspected:

- Intentional error, fraud or gross negligence in the preparation, review or audit of any of the financial statements of the Company or any of its direct and indirect subsidiaries;
- Intentional error, fraud or gross negligence in the recording of transactions of the Company or any of its direct and indirect subsidiaries;

- Intentional noncompliance with the internal and reporting controls of the Company or any of its direct and indirect subsidiaries;
- Significant deficiencies in the internal and reporting controls of the Company or any of its direct and indirect subsidiaries;
- Violations of U.S. Securities and Exchange Commission (the “SEC”) rules and regulations that are related to accounting, internal accounting controls and auditing matters;
- Fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to management, outside auditors, the SEC or members of the investing public; or
- Violations of the Company’s Insider Trading Policy, the U.S. federal securities laws or the Company’s Anti-Corruption Policy, including the FCPA or similar laws.

Employees must also immediately report and submit complaints regarding potential violations of the Company’s Code of Ethics or other applicable laws. Failure to report these matters may result in disciplinary action, up to and including termination.

Timeliness is critical because, as with all investigations, evidential matter may deteriorate, disappear or otherwise become harder to discover or less useful as time passes. Employees should provide as much detail as possible regarding dates, times, places, names of people involved in any way, actions or inactions, statements made or the identity of other evidential matter.

B. Receipt of Complaints

1. Non-Employees must submit complaints regarding accounting, internal accounting controls or auditing matters by mail to:

RGS Energy Inc.
Attn: General Counsel
833 W South Boulder Rd., #B
Louisville, CO 80075

2. Employees must submit concerns regarding accounting, internal accounting controls, or auditing matters they believe to be questionable (confidentially and anonymously, if they wish, in the United States, and in any other jurisdiction to the fullest extent legally permitted in such other jurisdiction) in one of the following ways:

- Via electronic mail to the Company’s General Counsel (the “General Counsel”);
- Via electronic mail to the Audit Committee at audit@rgsenergy.com;
- Via a telephone hotline at the following number: 303.222.8488; or
- Via regular mail as set forth above.

3. The methods of submitting complaints shall be published on the Company’s external and internal websites in such manner as the General Counsel, in consultation with the Audit Committee, deems appropriate. It shall be emphasized to Employees that each of the methods of submitting complaints listed above may be used anonymously and that such complaints shall be treated confidentially.

4. Except for complaints sent directly to the Audit Committee, all complaints will be forwarded to the General Counsel for coordination of their treatment as set forth below.

C. Treatment of Complaints

1. All accounting and auditing complaints received shall be entered on an accounting and auditing matters log, which shall include, among other things: (a) information regarding the date the complaint was received, (b) a description of the complaint, (c) the submitter (if provided), and (d) the status and disposition of an investigation of the complaint. Receipt of the complaint will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.

2. Non-accounting or non-auditing complaints shall be logged separately and will be forwarded to the appropriate person or department for investigation (e.g., Human Resources), unless the General Counsel deems other treatment is necessary (e.g., such complaint involves a finance Employee or an executive officer).

3. With respect to complaints not initially directed to the Audit Committee, the General Counsel will report immediately to the Audit Committee: (i) matters related to violations or potential violations of the Company's Anti-Corruption Policy, including the FCPA or similar laws, (ii) matters associated with the Company's revenue recognition policies or which involve accounting, internal accounting controls and auditing matters, (iii) matters related to the Company's executive officers, and (iv) such other matters as the General Counsel deems significant. The Audit Committee shall direct and oversee an investigation of such complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate. The Audit Committee may also delegate the oversight and investigation of such complaints to the appropriate members of the Company's management.

4. All other complaints regarding accounting or auditing matters shall be reviewed under the direction and oversight of the General Counsel, who will involve such other parties (e.g., members of the Company's Finance Department or outside advisors) as deemed appropriate. The General Counsel shall provide the Audit Committee with a quarterly report of all accounting or auditing complaints received and an update of pending investigations. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.

5. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Access to reports and records of complaints may be granted to regulatory agencies and other parties at the discretion of the Audit Committee. Documents that are covered by the attorney-client communication and/or work-product privileges should not be disclosed unless the General Counsel has consented in writing to a waiver of privilege.

6. In all cases, prompt and appropriate corrective action shall be taken as determined by the Audit Committee. An Employee may be subject to disciplinary action, which may include the termination of his or her employment, if the Employee fails to cooperate in an investigation or

deliberately provides false or misleading information during an investigation. The specific action that will be taken in response to a report will depend on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Where questionable accounting, internal accounting controls or auditing matters or the reporting of fraudulent financial information is verified, corrective action will be taken and, if appropriate, the persons responsible will be disciplined.

7. Reprisal, threats, retribution or retaliation in any way against any person who has in good faith made a complaint or reported a concern, or against any person who assists in any investigation or process with respect to such a complaint or concern, is prohibited. Employees who believe that they have been subjected to any discrimination, retaliation or harassment for having submitted a complaint regarding questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information under this policy, or participating in an investigation relating to such a complaint, should immediately report the concern to the General Counsel or to any of their supervisors or to the Audit Committee Chairperson. Any complaint that such discrimination, retaliation or harassment has occurred will be promptly and thoroughly investigated. If such a complaint is substantiated, appropriate disciplinary action will be taken, up to and including termination of employment for those individuals that engaged in the harassment or retaliation.

8. The General Counsel or Audit Committee will report the results of any investigation regarding a complaint, including any corrective actions taken, to the person making the complaint, if appropriate information for response was supplied, maintaining the anonymity of the person making the complaint to the fullest extent possible.

D. Retention of Complaints

The General Counsel shall retain written complaints, the accounting and auditing matters log and all related documentation as required under applicable law.

E. Additional Enforcement Information

The Company endeavors to operate on a highly transparent basis, and the Company wants to be made aware of alleged wrongdoings and to address them as soon as possible. We encourage you to first address your concerns by following the procedures outlined herein for reporting to or through the Company, so that the Company may conduct its own internal investigation and take corrective action as quickly as possible. Among other things, the Company may choose to self-report certain matters to government or other agencies. However, nothing in this Policy is intended to prevent any Employee from directly reporting information to law enforcement agencies when an Employee has reasonable cause to believe that the violation of a law or regulation has occurred. A report to law enforcement agencies may be made instead of, or in addition to, a report directly to the Company through its management or the Company's reporting hotline.

F. Modification

The Company may modify this policy at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable laws, rules and regulations and to accommodate organizational changes.