

COBB ELECTRIC MEMBERSHIP CORPORATION

CODE OF CONDUCT FOR DIRECTORS

Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “Company”), is committed to conducting its business in accordance with all applicable laws, rules and regulations and to dealing with all its stakeholders with the highest ethical standards, integrity and as responsible corporate citizens. The trust and confidence of all its stakeholders, together with its reputation, are among the most valuable assets of the Company. Along with its commitment to competitiveness and performance, the Company will continue to be led by its values to achieve sustainable success.

The Company’s Board of Directors (the “Board”) is responsible for establishing the standards by which its conduct will be judged. To help ensure that it adheres to the highest standards of conduct and ethical behavior, the Board has adopted this Code of Conduct (the “Code”), which is intended to provide guidance in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. Every director is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities and to abide by each of its provisions.

1. Requirements of Directors

Every director must:

- (a) exhibit high standards of integrity, commitment and independence of thought and judgment;
- (b) make all decisions concerning the Company’s business and affairs based on the best interests of the Company and its members and without regard to any personal interest;
- (c) dedicate adequate time, energy and attention to ensure the diligent performance of his or her duties and make all reasonable efforts to attend all Board and committee meetings;
- (d) comply with every provision of this Code; and
- (e) ensure that all employees shall be treated with equal respect and dignity and shall be provided with equal opportunity to develop themselves and their careers.

2. Compliance with Applicable Laws

In the discharge of their duties and responsibilities, directors must comply with all applicable laws, rules and regulations and must deal with all of the Company’s stakeholders with the highest ethical standards and integrity and as responsible corporate citizens.

3. Conflicts of Interest

Directors must avoid conflicts of interest. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of

interest. Directors must not have any interests that adversely influence the performance of their duties, functions and responsibilities as directors of the Company. A conflict of interest can arise when a director or a member of his or her immediate family receives improper personal benefits as a result of his or her position as a director of the Company. A conflict situation can also arise when a director takes an action or has an interest that may make it difficult for him or her to perform his or her duties, functions and responsibilities objectively and effectively.

While this Code does not attempt, and indeed it would not be feasible, to describe all conceivable conflicts of interest that could develop, the following are some examples of situations which may constitute conflicts of interest:

- Working, in any capacity, for a competitor, customer, supplier or other third party while serving as a director of the Company
- Competing with the Company for the purchase or sale of products, services or other interests
- Directing business to a supplier owned or managed by, or which employs, a relative or friend
- Receiving loans or guarantees of obligations as a result of one's position as a director
- Accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company
- Accepting, or having a member of a director's family accept, a gift from persons or entities that deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board or where acceptance of a gift could otherwise reasonably create the appearance of a conflict of interest

Conflicts of interest may not always be clear-cut. Any question, therefore, about a director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Chairman of the Board, who will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary. Directors involved in any conflict or potential conflict situations shall excuse themselves from any discussion or decision relating thereto.

4. Corporate Opportunity

Directors shall not (a) compete with the Company, (b) take for themselves personally any business opportunities that belong to the Company or are discovered through the use of corporate property, information or position, or (c) use corporate property, information or position for personal gain.

5. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential, and all directors must maintain the confidentiality of all non-public information concerning the Company entrusted to them or disclosed or acquired by them in carrying out their duties and responsibilities, except where disclosure is authorized by the Company or is required by any applicable law or regulation or in connection with any legal proceeding. Directors are permitted to use such

information only for the business purpose intended and may not share such information with anyone outside the Company, including family, friends and business associates. Whenever feasible, directors should consult the Chairman of the Board if they believe they have a legal obligation to disclose any such information.

6. Fair Dealing

Directors should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No director may take unfair advantage of the Company's customers, suppliers, competitors or employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gifts or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be extended or accepted.

Company funds will not be used in payments, direct or indirect, to government officials, people participating in government bodies, employees of state organizations or representatives of political parties for any unlawful or improper purpose.

7. Protection and Proper Use of Company Assets

Directors should perform their duties in a manner that protects the Company's assets and ensures their efficient use. Company assets should be used only for legitimate business purposes.

8. Reporting Illegal or Unethical Behavior

Directors shall promptly contact the Chairman of the Board if the director believes that he or she has observed or has otherwise become aware of illegal or unethical behavior by any employee, officer or director or by any one purporting to be acting on the Company's behalf or any violation or possible violation of this Code and the reporting director has any doubt as to the best course of action in a particular situation. Confidentiality will be maintained to the extent permitted by law.

9. Amendment, Modification and Waiver

This Code may be amended, modified or waived only by the Board and must be publicly disclosed if required by any applicable law or regulation. As a general policy, the Board will not grant waivers.

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Adopted and effective as of September 4, 2008.