



## **CODE OF BUSINESS CONDUCT AND ETHICS**

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### **INTRODUCTION**

Boardwalk Pipelines, LP is committed to maintaining high standards for honest and ethical conduct in all of its business dealings. This Code of Business Conduct and Ethics (referred to as this “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but rather is intended to set out basic principles with which we expect you to comply. This Code applies to all of the employees, officers, and directors of Boardwalk Pipelines, LP,<sup>1</sup> our general partner, and our subsidiaries, which we refer to collectively in this Code as the “Company.” Each of you is expected to conduct yourself in accordance with the policies set forth in this Code and seek to avoid even the appearance of improper behavior. All supervisory and management personnel, including all officers and directors of the Company, have a special responsibility to lead according to the standards in this Code. Our supervisory and management personnel are also expected to adhere to and promote our “open door” policy. This means that they are available to any of you who may have ethical concerns, questions or complaints.

This Code has been adopted for the Company by the Board of Directors (“Board”) of Boardwalk GP, LLC.

### **COMPLIANCE WITH THE LAW IS REQUIRED**

Obeing the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. You should respect and obey the laws, rules, and regulations of the United States and the states, counties, cities, and other jurisdictions in which we operate. Although not all of you are expected to know the details of these laws, it is important that you know enough to determine when to seek advice from your supervisors, managers, or others. The Company’s Legal Department is available to all employees who have any questions about the details of laws and regulations applicable to them. If a law conflicts with a policy in this Code, the law takes precedence over this Code. If a local custom or policy conflicts with this Code, this Code takes precedence over the local custom or policy.

### **ACCURATE BOOKS AND RECORDS MUST BE MAINTAINED**

It is our policy to comply with the financial reporting and accounting regulations that apply to the Company. All of the Company’s books, records, accounts, and financial statements must be maintained in reasonable detail, must accurately and fairly represent the Company’s transactions, and must conform to legal requirements and our system of internal controls. You may not create or participate in the creation of records that are misleading or artificial. No unrecorded or “off the books” funds or assets are to be maintained except where a senior financial officer has determined that they are required or permitted under applicable laws and regulations.

You should retain Company records in accordance with our record retention policies. If litigation or a governmental investigation is initiated or threatened which may involve any records under your control, you should consult the Company’s Legal Department for guidance on maintaining those records.

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<sup>1</sup> All publicly traded units of Boardwalk Pipeline Partners, LP (“BWP”) were purchased by Boardwalk GP, LP (“GP”), by a transaction finalized on July 18, 2018. BWP is no longer a publicly traded company. All common units of BWP are now owned directly and indirectly by Boardwalk Pipelines Holding Corp. (“BPHC”), a C-Corporation which is a wholly owned subsidiary of Loews Corporation or by GP, which is a wholly owned subsidiary of BPHC.

## **COMPLETE, ACCURATE, AND TIMELY DISCLOSURE IS REQUIRED**

As a company with public debt, BWP is required to make various disclosures to the public, including by filing regular reports with the Securities and Exchange Commission ("SEC"). The Company is committed to full compliance with these important obligations and to providing full, fair, accurate, timely, and understandable disclosure in our SEC reports, press releases, and other public communications. The Company maintains disclosure controls and procedures, including internal financial controls, under which you may be requested to provide information or otherwise participate in the financial accounting and disclosure process. If you participate in this process, you have a responsibility to provide information and disclosures in a timely manner and to assure that information and disclosures you provide are complete, accurate, and understandable. You may never make a materially false or misleading statement or withhold any material information or assist others in doing so.

## **A SAFE AND HEALTHY WORK ENVIRONMENT MUST BE MAINTAINED**

The Company strives to provide each employee with a safe and healthful work environment. You must assist in maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions. Violence and threatening behavior are never permitted. All employees should report to work in condition to perform their duties, free from the influence of alcohol or illegal drugs. The use of alcohol and/or illegal drugs in the workplace will not be tolerated.

## **COMPANY ASSETS AND PROPERTY MUST BE PROTECTED AND USED PROPERLY**

You should endeavor to protect the assets and property of the Company and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's net income. You should immediately report any suspected incident of fraud or theft affecting the Company. You should not use Company assets for non-Company business, though incidental personal use is permitted. You may never use Company funds or property in furtherance of any unlawful purpose.

Your obligation to protect the assets and property of the Company includes our proprietary information, including intellectual property, such as trade secrets, patents, trademarks, and copyrights, and business, marketing and strategic plans, designs, databases, records, salary information, and any unpublished financial data and reports. You may not use or distribute this information without proper authorization.

## **CONFIDENTIALITY MUST BE MAINTAINED**

You must maintain the confidentiality of confidential information entrusted to you by the Company or our suppliers, customers, and others with whom we conduct business. You may not use any such information for your own (or any third party's) profit or advantage. You may disclose confidential information when disclosure is authorized by the Legal Department or required by laws, regulations, or legal proceedings. Confidential information generally includes non-public information that might be useful to competitors or others, or harmful to the owner of the information if disclosed. Your obligation to preserve confidential information continues even after your employment ends. You should consult the Legal Department if you think you may have a legal obligation to disclose confidential information.

## **COMPETITORS AND OTHERS MUST BE DEALT WITH FAIRLY**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. We do not permit or condone improper taking or use of proprietary information of others, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies. You should endeavor to deal fairly with our customers, suppliers, competitors, and employees and not attempt to take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, or any other intentional unfair-dealing practice.

## **CORPORATE OPPORTUNITIES BELONG TO THE COMPANY**

Employees, officers, and directors have a duty to advance the Company's legitimate interests when the opportunity to do so arises. You are prohibited from taking for yourself any personal opportunities that properly belong to the Company or which you discover through the use of corporate property, information, or position. You are also prohibited from using corporate property, information, or position for personal gain or competing with the Company.

## **CONFLICTS OF INTEREST**

A "conflict of interest" occurs when your individual private interests interfere or conflict with the interests of the Company or even when they only appear to interfere or conflict. If you have a conflict of interest, it may be difficult for you to perform or work objectively and effectively, or to exercise sound business judgment on behalf of the Company. Conflicts of interest should be avoided.

It may not always be clear whether a situation presents a conflict of interest or potential conflict of interest. For example, a conflict of interest can arise involving your family members or even your close friends. Examples of some potential conflicts of interest are:

- Receipt of an improper personal benefit as a result of your position with the Company, whether that benefit is received from the Company or a third party, such as a competitor, customer, or supplier.
- Obtaining a loan, guarantee of obligations, or other similar financial accommodation from the Company or from a third party, such as a competitor, customer, or supplier.
- Serving as an officer, employee or consultant, or otherwise having a material financial interest in a competitor, customer, or supplier of the Company.

If a situation arises which you believe could involve a conflict of interest, or even the appearance of a conflict of interest, on your part, you should report the matter to your supervisor or department manager. If you are an executive officer of the Company, any actual or potential conflict of interest must be reported to the Chief Executive Officer or our Chairman of the Board.

## **IMPROPER PAYMENTS ARE PROHIBITED**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers, suppliers, or others with whom we do business. You should never give, offer, or accept a gift, entertainment, or other item of value unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, and (5) does not violate any law or regulation. You should take particular care to avoid accepting any favor or anything of value which could reasonably be interpreted as influencing your judgment in performing your duties for the Company. There are a wide variety of federal, state, local, and foreign laws governing the offering or making of gifts, payments, favors, and other gratuities to a government official, and you must comply with those laws. If you are uncertain about the propriety of any gift or payment, you should consult the Legal Department.

## **INSIDER TRADING IS PROHIBITED**

Legal compliance includes complying with the so-called "insider trading" prohibitions under the federal securities laws. The federal securities laws impose civil and criminal liability on anyone who buys, sells, or otherwise trades in securities while in possession of material, nonpublic information (commonly called "inside information") about the Company or its parent that issued the securities. This applies equally to trading in debt securities of the Company and in the securities of other companies.

Inside information may take many forms. Precisely what constitutes “material nonpublic” information in a particular situation may be difficult to determine in advance since it always depends on the particular facts and circumstances.

You should take a broad view of “materiality” and consider information about an issuer of securities, whether positive or negative, to be material if either (i) there is a reasonable likelihood that it would be considered important to a prudent investor in making an investment decision about that company or (ii) the public disclosure of the information would be reasonably likely to impact the price of that company’s securities. Some examples of information that very often is sensitive and likely to be material include financial results or forecasts, a significant regulatory action or litigation development, a possible merger, acquisition or divestiture, financial problems, a significant financing or capital transaction, a significant change in business strategy or product development, or a significant management change. These examples are only illustrative and are not intended to be exhaustive.

Information is considered “nonpublic” if it has not previously been disclosed to the investing public through a broadly disseminated release, such as a news release over the major business wire services or the radio, television or print media or inclusion in a document filed with the SEC.

The potential for insider trading liability is wide. For example, you could be responsible for trades made by persons to whom you have disclosed inside information (a “tip”), whether or not you intended to, or did, realize any profit from the “tipping.” The general rule and the Company’s policy is that if you have material nonpublic information about any company, including Loews Corporation, you must abstain from trading in that company’s securities and you may not disclose the information to others who might use it to trade or recommend that company’s securities to others.

### **DISCRIMINATION AND HARASSMENT ARE NOT PERMITTED**

The Company does not tolerate any form of discrimination or sexual harassment in the workplace. The Company is an equal opportunity employer. It is our policy to provide equal opportunities for all applicants and employees and to recruit, hire, transfer, promote, train and administer all personnel policies without regard to race, color, religion, national origin, gender, age, marital status, disability, or veteran status.

If you feel that you are being subjected to discriminatory treatment or sexual harassment you should immediately consult the procedures described in the section labeled “Reporting Procedures; Compliance with this Code”. The Company will not take or permit retaliatory actions against an employee who, in good faith, reports or provides information about misconduct.

### **ACCOUNTABILITY FOR ADHERENCE TO THIS CODE**

As a condition of your employment with the Company, you accept the responsibility of complying with the policies set forth in this Code. If you violate any of these policies, you will be subject to disciplinary action, including suspension or termination of employment for cause, or other legal action if appropriate under the circumstances. This Code is not intended to and does not create a contract of employment between you and the Company, nor does it guarantee that your employment with the Company will continue as long as you comply with its policies.

### **REPORTING PROCEDURES; COMPLIANCE WITH THIS CODE**

You are urged to promptly report illegal or unethical behavior, including financial misconduct and other violations of this Code. You are also urged to report any concerns that Company operations or activities are inconsistent with its publicly-stated environmental, social, and governance policies or procedures, including the annual Sustainability Report. If you wish, your concerns or complaints will be kept confidential and your identity will be kept anonymous, though we may be required by law to reveal this information in some circumstances. We will not allow retaliation against you if you report misconduct by others in good faith.

The following are some guidelines you may follow in reporting violations of this Code or other misconduct, or if you are unsure about how to handle a situation:




- You are encouraged as a first step to speak openly and freely to your supervisor or department manager;
- If for any reason you are not comfortable approaching your supervisor or department manager or you are not satisfied that your complaint has been handled fairly or appropriately, you can contact the following:

Mike McMahon, General Counsel  
Telephone: (713) 479-8059  
Email: [Mike.McMahon@bwpipelines.com](mailto:Mike.McMahon@bwpipelines.com)

Mercy Kamps, Sr. Vice President Human Resources, Communications & Investor Relations  
Telephone: (713) 479-8035  
Email: [Mercy.Kamps@bwpipelines.com](mailto:Mercy.Kamps@bwpipelines.com)

The Company's Ethics and Reporting Line (the "Hotline")  
Telephone: (866) 552-3557

If your concerns or complaints relate to the financial, accounting, internal controls, or auditing activities of the Company, then you may utilize the special Audit Council procedures for complaints regarding accounting, internal accounting controls, and auditing matters, which have been adopted by the Audit Council of the Board for this purpose and which can be found on the Company's intranet Portal.

Owner/Approver:		<u>10/5/22</u>
	General Counsel	Date
Reviewed by:	<i>Initials</i>	
	Chief Executive Officer	
	Chief Financial Officer	
Effective Date:	October 10, 2022	