AMERICAN ELECTRIC POWER COMPANY, INC.

**CODE OF BUSINESS CONDUCT AND ETHICS
FOR
MEMBERS OF THE BOARD OF DIRECTORS**
Amended as of October 1, 2020

The Board of Directors (the "Board") of American Electric Power Company, Inc. (the "Company") has adopted the following Code of Business Conduct and Ethics (the "Code ") for directors of the Company. This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Committee on Directors and Corporate Governance, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code in conjunction with the Company's Principles of Business Conduct. Any waiver of the Code may be made only by the Board and must be promptly disclosed to shareholders.

I. CONFLICT OF INTEREST

Directors must avoid any conflicts of interest between the director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Committee on Directors and Corporate Governance.

A "conflict of interest" can occur when a director's personal interest is adverse to – or may appear to be adverse to – the interests of the Company as a whole. Conflicts of interest also arise when a director, or a member of his or her immediate family[1], receives improper personal benefits as a result of his or her position as a director of the Company.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors must refrain, however, are set out below.

A. <u>Relationship of Company with Third Parties</u>

[1] New York Stock Exchange Rule 303A(2)(b) defined "immediate family" to include a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who share such person's home.

Directors may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.

B. Compensation

No non-employee director shall receive compensation for service as a director of the Company other than director's fees and benefits.

C. Gifts

Non-employee directors and members of their families may not accept gifts from persons or entities who deal with the Company in those cases where any such gift is being made in order to influence the directors' actions as a member of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

D. Personal Use of Company Assets

Directors may not use Company assets, labor or information for personal use unless approved by the Chairman of the Board, Chief Executive Officer or Company Secretary or as part of a compensation or expense reimbursement program available to all directors.

E. Company Loans

Directors may not accept or solicit loans or guarantees of obligations from the Company.

II. CORPORATE OPPORTUNITIES

Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company for business opportunities, *provided*, *however*, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

III. CONFIDENTIALITY

Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company or its customers that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Company that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS; FAIR DEALING

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws.

Directors shall oversee fair dealing by employees and officers with the Company's customers, suppliers, competitors and employees.

V. ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

Directors should promote ethical behavior and take steps to ensure the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Company's Principles of Business Conduct to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

VI. COMPLIANCE PROCEDURES

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board or the Chairman of the Committee on Directors and Corporate Governance. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of the Code.