



Clean Max Enviro Energy Solutions Limited
Guideline for the Giving and/or Receipt of Gifts, Meals & Entertainment, and the making and/or Soliciting of
Charitable Donations

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India | UAE | Thailand

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Description	The policy is to provide rules and guidelines to be adopted and followed by CleanMax Enviro Energy Solutions Limited, its subsidiaries, intra-group entities and joint ventures (“Cleanmax” or “CMES”) their employees, and any third-party contractors appointed by Cleanmax (to the extent as set out in this document)
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Versions and History

Version	Date	Summary of Changes
1.0	25 May 2023	Version 1

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Glossary

The following is a glossary of defined terms used in this Guideline:

“Cleanmax” or “CMES” means Clean Max Enviro Energy Solutions Limited and its subsidiaries, intra-group entities, and joint ventures.

“Business Relationships” means persons/entities with which Cleanmax / CMES have (or are exploring) a business relationship.

“Public Official” means an employee or representative of a government (e.g., federal, state/provincial, municipal) body including, for example, a public pension plan, sovereign wealth fund, state-owned enterprise and/or a planning and regulatory authority.

“Solicited Donations” means requests made to (or received from) Business Relationships to make a donation to a charitable cause / organization, including indirectly by purchasing a table, a round of golf, a charity run, or otherwise contributing to an event designed to raise money for a particular charitable cause / organization.

Questions and Other Assistance. *If you have any questions or need assistance regarding these guidelines, please contact a member of CMES HR team.*

Introduction

Background and Objective. This Guideline applies to all directors, employees, contract employees and personnel of CMES (“CMES Representatives”).

From time to time, in managing ordinary course business activities, CMES Representatives and/or personnel of CMES may seek to give or receive gifts¹, meals and/or other entertainment, and/or make or solicit charitable donations in each case to, or from, Business Relationships. This Guideline sets out:

- Overarching principles applicable to these activities; and
- Logging and pre-approval requirements for these activities.

The Guideline is designed to ensure that these activities are carried out in accordance with applicable legal and regulatory requirements.

Adherence. Violations of this Guideline can result in significant consequences for Cleanmax depending on the circumstances, potential bribery, corruption, fiduciary and related legal claims and/or regulatory investigations. These consequences can involve substantial fines, penalties, adverse optics and reputational considerations, and/or other negative consequences. As a result, it is essential that: (a) this Guideline be followed carefully and be capable of withstanding scrutiny, particularly in hindsight, and (b) any questions relating to this Guideline be addressed with input from the Chief Human Resource Officer (“CHRO”).

Overarching Principles. As a general matter, the activities covered by this Guideline:

- May not be solicited from Business Relationships;

¹ Gifts include: (a) customary and nominal gifts and/or (b) other gifts and travel, as set out in more detail in this Guideline.

- **May only** be engaged in with Business Relationships for legitimate business purposes and not with a view to improperly induce a third party to misuse their position;
- **May not** be engaged in as a quid-pro-quo or with linkage to a business decision, including any action or decision by a Public Official; and
- **May not occur in** such frequency that would raise questions of impropriety.

In addition, the giving and/or receipt of cash gifts or the equivalent, such as gift cards, **is prohibited**, unless otherwise pre- approved by CMES

Gifts

For purposes of this Guideline, there are two categories of gifts:

- A. Customary and Nominal Gifts; and
- B. Other Gifts & Travel.

Note: meals and/or entertainment (given or received) at which a representative from the sponsoring party (i.e., the party paying for the meal and/or entertainment) is **not** present are considered **gifts**.

Descriptions of, and the logging and pre-approval requirements for, the two categories of gifts are set out below.

A. Customary and Nominal Gifts

Description. Customary and Nominal Gifts are gifts that:

1. Are given or received for **customary and legitimate promotion purposes** in connection with: (a) firm event (e.g., Investor Day); (b) a business relationship meeting (e.g., site tour, introduction meeting, firm entertainment event); or
(c) the commemoration of a transaction (e.g., closing of an investment, joint venture or similar transaction); and
2. Are of **nominal value**. The determination of nominal value is inherently subjective and is based on the relevant facts- and-circumstances, including the purpose of the gift, the jurisdiction it is to be given in, and other relevant factors.

Please consult with the CHRO to whether a proposed gift is Customary & Nominal. Once a gift (or category of gifts) has been determined to be Customary & Nominal, it can be given on a go-forward basis in all similar situations. For example, once a promotional item to be given at Investor Day has been determined to be Customary & Nominal, it can be distributed to all attendees at Investor Day without further inquiry. Likewise, it can also be distributed to attendees at future Investor Day events without further inquiry.

Examples. The following are examples of Customary and Nominal Gifts:

- welcome chocolates, mugs or other promotional items given at Investor Day;
- pens, hats or other promotional items given at a due diligence asset tour;
- maple syrup, dates or other courtesy gifts given at a business relationship meeting;
- lucite tombstone, plaque or other decorative item commemorating the closing of an investment or similar transaction; and
- notepads, desk ornaments, umbrellas, tote bags, or shirts given in connection with a firm event.

Logging and Pre-Approval Requirements. As a general matter, Customary and Nominal Gifts may be given to any

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recipient (including Public Officials and non-Public Officials), and may be received from any party, without logging and/or pre-approval.

B. Other Gifts and Travel

Description. Other Gifts & Travel (i.e., gifts that are not considered both customary and nominal) include, among others:

- Gifts or tokens of esteem or gratitude;
- Gifts given or received in connection with: (a) legitimate business purposes (e.g., conference fees, travel expenses, hospitality in connection with a due diligence trip, Investor Day or other business event), (b) holidays and cultural events/festivities (e.g., Christmas, Diwali), and/or (c) personal events (e.g., newborn child, wedding); and
- Meals or entertainment (given or received) at which a representative from the sponsoring party (i.e., the party paying for the meal or entertainment) is **not** present at the event.

Logging and Pre-Approval Requirements. The logging and pre-approval requirements for Other Gifts & Travel (given and/or received) are summarized below. For these purposes, Other Gifts & Travel should be valued at the **highest** of cost or market value (and should be based on a reasonable estimate to the extent cost and/or market value cannot be determined with certainty). In addition, the value of a single Other Gift & Travel given to or received by multiple recipients should be pro-rated among recipients.

Logging and pre-approval of activities should be completed in the systems set out in **Appendix A – Logging & Pre-Approval**.

1. All Personnel. All personnel must:

- Log and pre-approve all Other Gifts and Travel to be given to Public Officials**, regardless of value, identity of the recipient, whether given in an individual capacity or on behalf of Cleanmax, jurisdiction in which gift is to be given or received, or any other factors².
- Log all Other Gifts and Travel given to non-Public Officials**, regardless of value, identity of the recipient, whether given in an individual capacity or on behalf of Cleanmax jurisdiction in which gift is to be given or received, or any other factors.

2. Designated Personnel must log all Other Gifts and Travel received from Business Relationships (whether received in an individual capacity or on behalf of CMES to the extent the value of the gift is the equivalent of USD 200 or more per person.

*A list of Designated Personnel is provided in **Appendix B – Designated Personnel**.*

Meals and Other Entertainment

Description. Meals and other entertainment include, for example, lunches, dinners, sporting events, golf outings, theatre, and/or concerts, in each case engaged in by personnel of Cleanmax, on the one hand, and personnel of Business Relationships, on the other hand. For clarity, meals and other entertainment (given or received) at which a representative from the sponsoring party (i.e., the party paying for the meal or entertainment) is **not** present at the event are considered **Other Gifts and Travel** (see page 5).

² Other Gifts & Travel given to or received from Public Officials and the giving of non-local travel or hospitality to Public Officials or Non-Public Officials in India not permitted

Logging and Pre-approval Requirements. The logging and pre-approval requirements for meals and other entertainment are summarized below. For these purposes, meals and other entertainment should be valued at the **highest of** cost or market value (and should be based on a reasonable estimate to the extent cost and/or market value cannot be determined with certainty). In addition, the value of a meal or other entertainment given to or received by multiple recipients should be pro-rated among recipients. Where meals and entertainment involve multiple events that are related (e.g., dinner before attending a sporting event), the total combined value of the meals and entertainment should be used in determining the applicable logging and pre-approval requirements.

Logging and pre-approval of activities should be completed in the systems set out in **Appendix A – Logging & Pre-Approval**.

1. **Meals and/or Other Entertainment to be Given to Public Officials.** All personnel must log and pre-approve all meals and/or other entertainment to be given to Public Officials, regardless of the value of the event, identity of the recipient and/or donor, jurisdiction in which event is to be held, or any other factors.
2. **Meals and/or Other Entertainment to be Given to non-Public Officials.** All personnel must log all meals and/or other entertainment given to non-Public Officials, regardless of the value of the event, identity of the recipient and/or donor, jurisdiction in which event is to be held, or any other factors.
3. **Meals and/or Other Entertainment to be Received by Designated Personnel from Business Relationships.** Designated Personnel must log all meals and/or other entertainment to be received from Business Relationships to the extent the value of any such meals and/or entertainment event is the equivalent of **USD 200** or more.

Solicited Donations

Description. From time to time, personnel may: (a) receive requests from Business Relationships to make a donation to a charitable cause and/or organization, including indirectly by purchasing a table, a round of golf or otherwise contributing to an event designed to raise money for a particular charitable cause and/or organization, or (b) seek to raise funds for a charitable cause and/or organization (e.g., charity run, dinner event, etc.). These activities are collectively referred to as “Solicited Donations.”

Logging and Pre-approval Requirements. The logging and pre-approval requirements for Solicited Donations are summarized below. Logging and pre-approval of activities should be completed in the systems set out in **Appendix A – Logging & Pre-Approval**.

1. **Making of a Solicited Donation.**

- The making of a Solicited Donation at the request of a **Business Relationship that is a Public Official** must be logged and pre-approved, regardless of value of donation, the charitable cause and/or organization to receive the donation or any other factors.
- The making of a Solicited Donation at the request of a **Business Relationship that is not a Public Official** must be logged (but not pre-approved), regardless of value of donation and/or the charitable cause or organization to receive the donation.

2. **Seeking of a Solicited Donation.**

Cleanmax encourages personnel to be active participants in their communities. However, for your and the company’s protection, Cleanmax discourages employees from seeking Solicited Donations from Business Relationships. Further to the foregoing, and consistent with Cleanmax **Code of Business Conduct & Ethics**:

- You must ensure that the seeking of a Solicited Donation from a Business Relationship does not: (a) raise the appearance of impropriety, (b) result in an actual, potential and/or perceived conflict of interest, and/or (c) otherwise raise questions of compliance with applicable legal and regulatory requirements.
- **Designated Personnel must log** any proposed seeking of a Solicited Donation from a Business

Relationship.

About Political Contribution

In India, various federal, state and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, both those made on behalf of the company or made by individuals on their own behalf. Violation of these laws and regulations can carry significant penalties for the company.

Any kind of political contributions to political parties or candidates on behalf of the Company is strictly prohibited. In case any employee wishes to contribute in their personal capacity, they should notify the Human Resources Department of any such contribution. Human Resources Department shall maintain a register of such contribution (in a format as provided in Appendix C).

Ethics Reporting Line

*For Indian locations, the helpline contact info is as follows - Phone Line (toll-free): 1800-202-8303

Web reporting portal: <https://cleanmax.integritymatters.in>

Email: cleanmax@integritymatters.in

*For locations outside India, the helpline contact info is as follows - The Phone line is accessed in two stages:

1. Dialling the country-specific access code:
 - o For Thailand - 1-800-0001-33
 - o For Dubai - 8000-555-66
 - o For Bahrain - 800-00-001
 - o For any other locations outside India, refer: Access code list
2. Entering the toll-free hotline phone number, 800-603-2869, once prompted

Web reporting portal: <https://report.syntrio.com/cleanmax>

Email: reports@syntrio.com (please include company name 'CleanMax' in the email)

Appendix A: Logging and Pre-Approval

Logging and Pre-Approval of Gifts, Meals, Entertainment and Solicited Donations. To the extent required pursuant to this Guideline, personnel must obtain prior approval and maintain a log of gifts, meals, entertainment and/or Solicited Donations as follows:

Activity	System
Pre-approval of (a) gifts, meals and/or entertainment to be given to , and (b) charitable donations solicited by, Public Officials	Email to CHRO
Logging of (a) gifts, meals and/or entertainment given to , and (b) charitable donations solicited by, Public Officials and non-Public Officials	Email to CHRO
Logging of (a) gifts, meals and/or entertainment received , and (b) charitable donations solicited, from Business Relationships	Email to CHRO

Appendix B: Designated Personnel

The Designated Personnel for CMES are the following:

1. Managing Directors.
2. CFO
3. CHRO
4. CCO
5. CPO
6. COO

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Appendix C: Format of Register of Political Donations

Sl. No.	Date of political contribution	Name of Employee (who had given the donation)	Position/ title	Name of political party	Name of concerned person to whom donation is given	Amount/value of donation	Reason for donation
1							
2							

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