



**NEXWELL POWER BUSINESS PARTNERS
CODE OF CONDUCT**

VERSION 2022-12



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NEXWELL POWER BUSINESS PARTNERS CODE OF CONDUCT ¹

Nexwell Power's Code of Ethics and Business Conduct ("the Nexwell Power Code") includes important commitments about how we will conduct our business. It sets out our expectations of employees and those working on our behalf.

This document – the Nexwell Power Business Partners Code of Conduct – sets out our expectations and commitments that we expect our Business Partners to adhere to and promote. "Business Partners" include, but are not limited to, developers, vendors, contractors, customers including power purchase agreement counterparties, agents, brokers, service providers, joint venture partners, consultants and their employees, and any sub-contractors they engage while providing goods or services to us or on our behalf.

The expectations included in this document are the product of not only the increasing regulatory environment globally with respect to particular issues, but also the increasing expectations of our stakeholders and the wider community. We believe this joint commitment to ethical conduct and integrity is a strong foundation for trusted business relationships that create shared value.

Expectations and Commitments

1. Legal Compliance

As a responsible company, we expect our global Business Partners to share our commitment to following the law. Therefore, we expect our Business Partners to:

- Know and follow the laws that apply to them and their business.
- Treat legal requirements as a minimum standard.
- Alert us to any material issues with the goods and services they supply—especially health and safety issues. This helps us comply with global regulations.

Additionally, we expect our Business Partners to operate in ways that, at a minimum, meet fundamental responsibilities in the areas of human rights, labour, environment and anti-corruption in line with the Ten Principles of the United Nations Global Compact.

2. Health and Safety

The promotion of health and safety measures is a mutual objective of Nexwell Power, our employees, and Business Partners. It is essential to see that all functions and duties are conducted in a manner which will not cause risk to the health and safety of employees, contractors, or members of the general public. Health and Safety is a paramount priority in our business, and we ask Business Partners to be committed to the following:

- Provide safe and healthy working conditions and to setting high standards for the health and safety of both employees, contractors, and others.
- Maintain these standards by adhering to the statutory requirements and continually reviewing existing practices to ensure a healthy and safe working environment.
- Ensure the provision of such information, instruction, training, and supervision as is necessary to ensure the health and safety of all employees.
- Ensure that managers, supervisors, and all employees understand their responsibilities to ensure maximum health and safety in all activities for which they are responsible or in which they take part.
- Obtain the cooperation of all employees in the observance of this policy in to provide healthy and safe working conditions and freedom from accidents for all.
- Maintain an up-to-date knowledge of the potential hazards of all equipment and materials used.

¹ Nexwell Power refers to Nexwell Power (U.K.) Ltd and its subsidiaries

- Establish effective mechanisms for protecting the health, safety and security of nearby communities from direct and indirect project-related health risks and hazards.
- Ensure that safeguarding of personnel and property is conducted in accordance with relevant human rights principles and in an appropriate manner that avoids or limits risks to the affected communities; and,
- enhancing any positive impacts related to community health, safety and security.

3. Conduct business with integrity

We seek business relationships based on trust, transparency, and mutual accountability. Further, Nexwell Power's policy is to fully comply with all applicable anti-bribery and corruption and all anti-financial crimes laws in the countries in which Nexwell Power conducts business. Therefore, we expect our Business Partners to:

- Compete fairly and ethically for business.
- Have a program in place to promote awareness and imbed ethical business practices and compliance with laws, and the principles contained in this Business Partners Code of Conduct, into Business Partner activities.
- Never offer or accept bribes, kickbacks, inappropriate gifts or hospitality, or other improper incentives in connection with our business.
- Never offer or deliver facilitation payments.
- Properly disclose or avoid any conflict of interest relating to financial interests or other arrangements with our business or employees to ensure that they do not interfere in any way with the duties and obligations owed to Nexwell Power or appear to do so.
- Comply with all applicable anti-bribery, anti-corruption, and anti-money laundering laws and regulations, including the UK Bribery Act of 2010, the US Foreign Corrupt Practices Act 1977, and the Spanish Criminal Code of 1995, and have in place effective processes to identify and proactively prevent any breaches.

4. Sub-Contractors

Business Partners may only subcontract or delegate the performance of the services they provide to Nexwell Power if the relevant sub-contractor has agreed to comply with this Business Partners Code of Conduct and to the incorporation of clauses into their subcontract which reflect the expectations and commitments set out herein and in accordance with the Business Partner's contract with Nexwell Power.

5. Keep accurate and honest records

We expect our Business Partners to maintain accurate and honest records. This helps us make responsible business decisions and disclose truthful and timely information to our stakeholders. Therefore, our key expectations are:

- Maintain books and records that reflect all transactions in an accurate, honest, and timely way.
- Employ appropriate quality audit and compliance processes for matters such as product safety, worker health and safety, and labor and employment.
- Disclose, on request, the location of facilities and known origins of materials to enable traceability.

6. Honour business obligations

We work with Business Partners who share our desire to build productive business relationships. This requires honest communications, mutual respect, and delivering on commitments. Therefore, our key expectations are:

- Share our commitment to conducting business honestly and transparently.
- Honour business obligations and manage unanticipated events in a proactive, timely, and open way.

7. Treat people with dignity and respect

We expect our Business Partners to stand with us in prioritizing the safety, well-being, and dignity of all individuals, whose talents and hard work help us deliver our products and services. Therefore, we expect our Business Partners to conduct business in a manner that respects the rights and dignity of all people and internationally recognized human rights, including the following without limitation:

- Never use or tolerate the use of human trafficking, forced labour, or child labour as defined by the International Labour Organization (ILO).
- Providing equal opportunities and a workplace which is free from harassment, intimidation or discrimination based on race, ethnicity, religion, national origin, disability, age, sexual orientation, gender, or marital status.
- Respecting freedom of association of workers, in each case within the relevant national framework.
- Mitigating or avoiding adverse impacts to communities arising from its activities to the extent practical.
- Make available to all workers within their operations and supply chain a mechanism for which grievances relating to labour practices can be anonymously raised, without fear of retribution.

8. Protect information, assets, and interests of the Business

We expect our Business Partners to protect our reputation and any information or property we entrust to them. Therefore, we expect our Business Partners to:

- Protect any confidential information to which they have access, including its intellectual property, trade secrets, or financial information.
- Safeguard any property belonging to us while under their control.
- Avoid any situations that may adversely affect our business interests or reputation.

9. Be a responsible global citizen

We count on our Business Partners to help us nourish the world in a safe, responsible, and sustainable way. Our Business Partners should demonstrate a clear understanding of the environmental risks, impacts and responsibilities associated with the products and services they provide. We expect our Business Partners to:

- Strive to reduce environmental impact through efforts such as ending deforestation, minimizing greenhouse gas emissions and waste, and using resources efficiently.
- Protect water resources by minimizing use of water in their operations, avoiding contamination from their operations, and reducing the impact on the water resources of the surrounding communities.
- Respect the principle of free, prior, and informed consent concerning the resources and tenure rights of indigenous communities.
- Business Partners should have in place an effective environmental policy, statement or program to mitigate environmental risks and have processes in place to ensure that their

operations conform to all applicable environmental legislation and required environmental permits.

- Business Partners should make practical efforts to minimize the use of energy, water and raw materials. Where possible, these should be renewable or sustainably sourced.

Business Partners shall make practical efforts to eliminate or reduce levels of generated waste and should reuse and recycle waste materials wherever possible. The handling, storage, movement, treatment and disposal of all waste must be carried out in accordance with applicable regulations and in an environmentally responsible manner.

10. International Trade

Business Partners must comply with all applicable trade control laws and regulations in the import, export, re-export or transfer of goods and services (including software and technology). All invoices and any in connection with transactions involving us or you must accurately describe the goods and services provided and the price thereof.

11. Protected disclosure (Whistleblowing)

Whistleblowing is the disclosure of information which relates to some danger, health and safety violation, fraud or other illegal or unethical conduct in the workplace. There are local variants of the law in each of our locations governing the making of disclosures concerning workplace activities and is intended to protect those who blow the whistle on malpractice from being subjected to any detriment or unfairly dismissed as a result.

Nexwell Power welcomes and encourages Business Partner workers, contractors, subcontractors and stakeholders to bring to its attention facts or matters when conducting any activity in relation to Nexwell Power that may give rise to problems within the workplace. We place a high priority on identifying and remedying malpractice.

Please refer to Nexwell Power's Whistleblowing Policy for further guidance.