

SUPPLIER CODE OF BUSINESS CONDUCT

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A MESSAGE FROM OUR CEO

As CEO of PROENERGY, I consider one of my most important responsibilities to be setting the company's tone and culture. For those employees and third parties who know me or have worked alongside me, you have likely heard me say that nothing is as important in what we do here at PROENERGY as “doing the right thing.”

Our Code of Business Conduct helps identify the appropriate path to take when facing difficult choices. It also offers solid principles and defined guidelines to adhere to while working at PROENERGY. It is the responsibility of each one of us to follow applicable laws, uphold the highest ethical standards, and use basic common sense.

Our Code of Business Conduct applies to our employees. This “Supplier Code of Business Conduct” is a streamlined version of our Code of Business Conduct. Suppliers must take the time to read and understand this Suppliers Code of Business Conduct and apply it to their everyday activities, particularly in connection with PROENERGY projects and services. I count on our suppliers’ commitment to act in accordance with PROENERGY values.

Jeff Canon, President & CEO



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PROENERGY CORE VALUES

Teamwork	Challenge and support one another
Focus	Deliver excellence to our customers
Integrity	Be responsible and accountable
Education	Pursue growth through learning
Change	Embrace it!
Faith	Believe that anything is possible



WHO MUST FOLLOW THE CODE?

- PROENERGY suppliers, vendors, service providers, contractors, subcontractors, and consultants, all referred to here as “Supplier(s)”.
- Suppliers’ subcontractors who work with or in connection with goods or services supplied to PROENERGY.

EXPECTATIONS

Suppliers can contribute to the PROENERGY culture of compliance by understanding the company's core values and policies and embracing its commitment to integrity.

Suppliers are required to:

UNDERSTAND THIS CODE AND RELEVANT POLICIES

- Gain a basic understanding of this Code.
- Learn the details of PROENERGY policies relevant to your scope.
- Reinforce the importance of ethics and compliance with your employees.
- Create an environment where people feel comfortable raising concerns without fear of retaliation.
- Always act to stop violations of this Code or the law.

RAISE CONCERNS

- Promptly raise any concern about potential violations concerning PROENERGY products and services.
- Understand the different channels for raising integrity concerns through your management and PROENERGY.
- PROENERGY will take reasonable precautions to keep reported concerns confidential.
- The longer you wait to report a concern, the worse it may become.
- If the concern you raise is not resolved, raise it again through another channel.
- Cooperate in investigations related to integrity concerns.

RETALIATION VIOLATES PROENERGY POLICY

PROENERGY prohibits retaliation against anyone who raises an integrity concern. Retaliation is grounds for discipline up to and including dismissal.

HOW TO RAISE A CONCERN WITH PROENERGY

PROENERGY offers several channels for raising concerns. Use the channel that is most comfortable for you.

- Your PROENERGY Point of Contact.
- PROENERGY Compliance or Legal Department.
- You can also use the Ethics Helpline at <https://PROENERGY.ethix360.com> or make a toll-free call in the US to 1-844-463-2368 and Argentina to 0800-999-1457.
 - Helpline reports can be made anonymously.
 - Helpline is available 24 hours a day, seven days a week.
 - Translators are available.
 - Helpline reports will be forwarded to the Compliance office.

CODE ADMINISTRATION

This Code ensures consistency in how PROENERGY manages suppliers' conduct. No set of rules can cover all circumstances, and these guidelines may vary to conform to local law, contract, or other circumstances.

RESPONSIBILITY

The Chief Compliance Officer administers this Code, which is overseen by the Ethics Committee, the Chief Executive Officer, and the Board of Directors.

INVESTIGATION OF POTENTIAL CODE VIOLATIONS

PROENERGY takes all reports of potential Code violations seriously and is committed to confidentially assessing and investigating all credible allegations.

DISCIPLINARY ACTIONS

The Company strives to impose discipline that fits the nature and circumstances of each Code violation. Serious violations may result in the suspension of the business relationship.

PEOPLE, QUALITY, AND SAFETY

PROENERGY aims to protect people and the environment. You should treat others fairly and with respect. PROENERGY is an inclusive company. Discrimination and harassment are unacceptable.

Environmental, Health, and Safety Expectations

PROENERGY is committed to safeguarding people's health, safety, and the environment.

SUPPLIER DUTY - SAFETY

- Take responsibility for your employees' and subcontractors' health and safety and foster a culture that promotes open communication and learning.
- Create safe work environments that ensure the application of appropriate industrial hygiene and sanitation standards.
- Comply with all applicable safety laws and establish safe work procedures and emergency response plans to control risk and reduce workplace injuries.
- Implement a zero-tolerance Drug & Alcohol Policy to ensure that employees do not enter PROENERGY facilities and projects while in possession of or impaired by alcohol, drugs, or controlled substances.
- Report all safety incidents that occur at PROENERGY facilities or projects.

SUPPLIER DUTY- ENVIRONMENT

- Comply with applicable laws, regulations, and standards regarding environmental protection, which includes requirements for hazardous and non-hazardous waste management minimization, disposal, recycling, storage, treatment, air emissions controls, environmental permits, and environmental reporting.
- Implement an environmental management system that includes steps to minimize environmental impacts, such as reducing raw materials, substituting hazardous chemicals, and reducing water consumption and discharges.
- Report all environmental incidents that occur at PROENERGY facilities or projects.

Management Systems Expectations

The long-term business success of PROENERGY depends on continuously improving the quality of our products. We demonstrate our commitment to quality by meeting or exceeding customer expectations.

SUPPLIER DUTY

- Meet all applicable regulatory specifications, standards, and quality management systems.
- Ensure management is accountable for effectively implementing and improving management systems.
- Strive to exceed customers' expectations.
- Ensure that the management system employs a risk-based approach and provides for the traceability of materials, products, and services.
- Respond to customer requests in a timely and appropriate manner.
- Pursue every opportunity for continuous improvement.

Equal Opportunity Statement

It is the policy of PROENERGY to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements regardless of their race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran, or other legally protected status. The Company does not tolerate any form of discrimination in the workplace. The Company administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

SUPPLIER DUTY

- Respect everyone.
- Never unlawfully discriminate.
- Base hiring, evaluation, promotion, development, discipline, compensation, and termination decisions on qualifications, merit, performance, and business considerations only.
- Ensure that working hours and overtime do not exceed applicable legal limits.
- Be aware of local legislation and cultural factors that may impact decisions.

Harassment Policy

PROENERGY will not tolerate any action, conduct, or behavior that is humiliating, intimidating, or hostile. This policy aims to provide a work environment that fosters mutual employee respect and working relationships free of harassment. The Company prohibits harassment by or toward employees, contractors, suppliers, or customers. You should be particularly sensitive to actions or behaviors that may be acceptable in one culture but not in another.

SUPPLIER DUTY

- Treat others with decency and respect and avoid situations that may be perceived as inappropriate.
- Challenge observed behavior that is hostile, intimidating, or humiliating.
- Do not physically or verbally intimidate, harass, or humiliate others.
- Never make inappropriate jokes or comments.
- Never distribute or display offensive or derogatory material, including pictures.
- Don't be afraid to speak up and tell a person if you are upset by his or her actions or behavior.

Appropriate disciplinary action will be taken against anyone who violates this policy.

Modern Slavery and Human Rights

Modern slavery—including slavery, forced and compulsory labor, child labor, and human trafficking—is a violation of fundamental human rights. It involves the deprivation of one person's liberty by another to exploit them for personal or commercial gain. Engaging or facilitating this type of activity exposes PROENERGY and its suppliers to possible criminal prosecution and large fines and penalties. PROENERGY has a zero-tolerance policy for any form of modern slavery, and the Company is committed to taking steps to ensure no modern slavery or human trafficking activities take place in any part of its business or in the supply chain.

Respecting human rights is a core value at PROENERGY and is embedded in everything we do. PROENERGY believes human rights are the fundamental rights, freedoms, and treatment standards to which all people are entitled. PROENERGY upholds and respects human rights as reflected in the United Nations (UN) Universal Declaration of Human Rights, the UN Global Compact, and the UN Guiding Principles on Business and Human Rights.

SUPPLIER DUTY

- Support and respect the personal dignity, privacy, and rights of everyone.
- Recognize the right of free association of employees, and neither favor nor discriminate against members of employee organizations or trade unions.
- Abide by the UK Modern Slavery Act and human rights laws and take responsible steps to eliminate modern slavery from your supply chain.
- Reject all forms of forced and compulsory labor.
- Reject child labor and human trafficking.

COMBATING CORRUPT PRACTICES

PROENERGY does not tolerate bribery, corruption, insider dealing, market abuse, fraud, or money laundering. You must also avoid any real or potential conflict of interest (or the appearance of a conflict) and never offer or accept inappropriate gifts or hospitality. Remember, even unsubstantiated claims of corruption can damage reputations.

Bribery and Corruption

Bribery occurs when you offer, pay, seek, or accept a payment, gift, or favor to improperly influence a business outcome. Whether involving government officials or commercial entities, bribery, and corruption can be direct or indirect through third parties like contractors, agents, and joint venture partners. Even turning a blind eye to your suspicions of bribery and corruption can result in liability for PROENERGY and its suppliers. Review the PROENERGY Anti-Bribery and Anti-Corruption Policy on the PROENERGY website for more information.

SUPPLIER DUTY

- Comply with the anti-bribery and anti-corruption laws and policies, including the US Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act (UK Bribery Act), and other applicable anti-bribery legislation.
- Take no actions that might cause PROENERGY to violate the anti-bribery and anti-corruption laws.
- Never offer, pay, make, seek, or accept a payment, gift, or favor in return for favorable treatment, to influence a business outcome, or to gain any business advantage.
- Ensure people you work with understand that bribery and corruption are unacceptable.

Commercial and Processing Intermediaries

Business practices or conditions in certain countries require commercial intermediaries. Suppliers' commercial intermediaries concerning PROENERGY products and services must undergo careful due diligence before being chosen.

Fraud

PROENERGY does not tolerate fraud and has procedures to prevent, detect, report, and investigate suspected fraud. Fraud generally involves some form of deceit, theft, false statements, or breach of trust to obtain money or other benefits. A fraudulent act can have significant consequences, including financial loss, litigation, and reputation damage for PROENERGY and its suppliers.

All suppliers must institute controls to prevent, detect, report, and investigate fraudulent activities.

Fraud includes, but is not limited to:

- Dishonesty, embezzlement, or fraudulent acts.
- Misappropriation of PROENERGY, supplier, or contractor assets.
- Unauthorized handling or reporting of business transactions.
- Falsification of business documents, records, or financial statements.
- Misrepresentations of products or services.
- Failure to disclose information when there is a legal duty to do so.

If you suspect that fraudulent activity may have occurred in connection with a PROENERGY product or service, you must immediately report your suspicion to PROENERGY management or the PROENERGY Ethics Helpline.

Money Laundering

Money laundering is a generic term used to describe the process by which individuals or companies try to move illicit or illegal funds (including the proceeds of criminal activity, such as terrorism, drug dealing, fraud, etc.) through legitimate businesses to hide the criminal origin of the funds. Money laundering laws are designed to assist and protect legitimate businesses from being used by criminals for such a purpose.

PROENERGY does not tolerate, facilitate, or support money laundering. PROENERGY abides by all relevant national and international laws and regulations designed to deter and prevent money laundering and terrorist financing and will only conduct business with reputable companies. Violations of applicable laws may result in criminal liabilities for PROENERGY and its suppliers.

All suppliers must institute controls to ensure compliance with all applicable anti-money laundering regulations.

If you suspect money laundering involving PROENERGY products and services, you must immediately report your suspicion to PROENERGY directly or through the PROENERGY Ethics Helpline.

Conflicts of Interest

You face a conflict of interest when your relationships, participation in external activities, or interest in another venture conflict with the interests of your company or a customer, and that such conflict could influence or could be perceived to influence your decisions. A conflict may arise if you have personal, social, financial, political, or other interests that could interfere with your responsibilities as a supplier.

SUPPLIER DUTY

- Avoid conflicts of interest between your private activities or personal interests and your responsibilities and duties as a PROENERGY Supplier.
- Disclose potential or actual conflicts of interest so that PROENERGY can manage and resolve the situations appropriately.
- Withdraw from decision-making that creates, or could be perceived to create, a conflict of interest.
- Be impartial, professional, and competitive in dealing with contractors and suppliers.

Antitrust Law

Antitrust law protects free enterprise and prohibits behavior that limits trade or restricts fair competition. These laws apply to every level of business. They combat illegal practices like price-fixing, market-sharing, or bid-rigging conspiracies or behaviors that aim to achieve or maintain a monopoly. PROENERGY does not tolerate the violation of antitrust laws.

SUPPLIER DUTY

- Do not rig bids or tenders; you must not agree with others to boycott any customers or suppliers except in connection with internationally imposed sanctions.
- Do not agree with competitors to fix prices or any price elements such as discounts, rebates, or surcharges.

Trade Controls and Sanctions

PROENERGY provides products and services in many countries worldwide. Virtually all countries in which we operate have customs laws, and many have additional trade controls that govern the import, temporary import, export, or re-export of PROENERGY products, services, technology, and software.

PROENERGY abides by all applicable trade control laws and regulations.

SUPPLIER DUTY

- Comply with all applicable import and export regulations.
- Think carefully about the potential impact of trade control laws and sanctions before transferring goods, technology, software, or services across national borders.
- Remember that controls and sanctions (or embargoes) can be imposed against countries, entities, individuals, and goods; you must know which controls or sanctions may result in restrictions or prohibitions on conducting business.
- Obtain proper authorization before exporting or importing goods, technology, software, or services across national borders.
- Know your customers and suppliers and how they will use your goods, technology, software, or services.
- Seek legal and compliance advice before doing business with a country or individual if sanctions apply.

SAFEGUARDING INFORMATION AND ASSETS

Intellectual, physical, and financial corporate assets are valuable and must be preserved, protected, and managed properly. Personal data and intellectual property (IP) must be safeguarded. Information technology (IT) and communication resources should be used responsibly. Records must be accurate and appropriately retained. Fraud, theft, abuse, or misuse of PROENERGY assets is unacceptable.

Protection of Assets

Corporate assets can be financial, physical, or intangible, including buildings, equipment, funds, software, know-how, data, patents, and other IP.

SUPPLIER DUTY

- Protect PROENERGY assets against waste, loss, damage, misuse, theft, misappropriation, or infringement.
- Use PROENERGY assets appropriately and responsibly.
- Respect the physical and intangible assets of others.

Confidential Information

IP assets and rights, including patents, trademarks, know-how, and trade secrets relating to PROENERGY operations or technologies, are among its most valuable assets.

SUPPLIER DUTY

- Protect PROENERGY confidential information, technology, and IP assets.
- Refrain from disclosing such information without express authorization.
- Take steps to manage protection and maintenance of such confidential information, which includes restricting access and disclosure.
- Acknowledge that the IP created while working for PROENERGY belongs exclusively to PROENERGY.
- Comply with restrictions on the installation and use of third-party software.
- Do not allow your employees to make or use copies of software, publications, copyrighted materials, or trademarks without proper authorization.

Copyrights, Software Licenses and Trademarks

PROENERGY respects copyright and trademark laws and observes the terms and conditions of software license agreements. Never make unauthorized copies of software, publications, or other copyrighted material. Likewise, never use trademarks without proper authorization.

All suppliers must institute controls to ensure compliance with all applicable copyright and trademark laws.

Data Privacy and Protection

Data privacy laws safeguard information about individuals. This information includes name and contact details, employment and financial information, age, and nationality. Information on race or ethnic origin, religion or philosophical beliefs, health or sexual orientation, criminal behavior, or trade union membership is sensitive personal data and subject to stricter controls. PROENERGY respects the basic right of individuals to privacy.

SUPPLIER DUTY

- Follow all applicable data privacy and information security laws and regulations.
- Collect and use personal information only for lawful business purposes.
- Respect a person's right to privacy and follow applicable laws.
- If applicable, notify PROENERGY immediately when you become aware of a personal data breach under the General Data Protection Regulation.
- Protect from misusing personal information.
- Observe legal restrictions on the transfer of personal data.

Records Management

PROENERGY must keep honest and accurate business records. Compliance with this requirement depends on the company's ability to make responsible business decisions; meet legal, financial, regulatory, and management obligations; and maximize the benefit of previous experience.

SUPPLIER DUTY

- Never hide, alter, falsify, or disguise the true nature of any business transaction.
- Business records and communications often become public, so avoid exaggeration, derogatory remarks, speculation, or inappropriate characterization of people and companies.