



MATRIX RENEWABLES (SPAIN), S.L.
SUPPLIERS CODE OF CONDUCT
2022

I. INTRODUCTION

Matrix Renewables (Spain) S.L. (hereinafter, "**Matrix**", or the "**Company**") is committed to conducting its business activities with honesty, fairness and in a sustainable manner. Furthermore, we strive to contribute to achieving the Sustainable Development Goals (SDGs).

Matrix understands the importance and the value of upholding high ethical and environmental, social and governance (ESG) standards. We see this as a key to ensure Matrix's long-term success and as an opportunity to create value for the Company and other stakeholders.

The Company is aware of the key role suppliers play in Matrix's industry value chain and the importance of promoting good ESG practices across our Suppliers. We believe this is not only important in order to mitigate ESG risks and impacts but also presents an opportunity to create value across our supply chain whilst operating in a sustainable and responsible fashion.

Considering the above, Matrix has developed this Suppliers Code of Conduct ("Code") which captures Matrix's minimum ESG requirements and expectations for its Suppliers, with a particular focus on those which provide goods and services in relation to our projects. We believe this is where we have our most significant risks and opportunities and leverage (even if this may be limited).

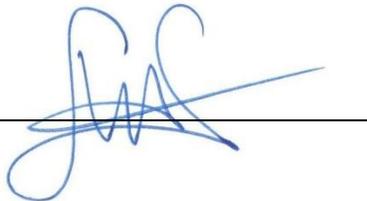
We recognize that tackling ESG challenges in global supply chains, including Matrix's, can be a difficult task and requires time and resources. Furthermore, we understand that our Suppliers may experience similar challenges when trying to address ESG issues in their supply chains. Matrix believes that taking action to progressively address the ESG challenges and promote good practices in global supply chains is the right approach even if there are situations in which Matrix's leverage to exercise positive change in the supply chain may be limited. We strive to work with our Suppliers to progressively overcome such challenges and promote good ESG practices in our value chain.

Matrix aims to provide all its stakeholders with a specific communication channel so that they can raise potential irregularities, issues, non-compliances or behaviors contrary to the ethics, legality and the policies and rules that govern the Company, including concerns related to this Code. See further details in the Code.

Sincerely,

Luis Sabate

President and COO

A handwritten signature in blue ink, appearing to be "Luis Sabate", written over a horizontal line.

II. DEFINITIONS

“Child” means a person under age 18.

“Child Labor” means any work performed by Child that is economically exploitative or is likely to be hazardous or to interfere with the Child’s education, or to be harmful to the Child’s health or physical, mental, spiritual, moral, or social development. Refer to ILO Conventions No. 138 – Minimum Age Convention and No. 182 – Worst Forms of Child Labour Convention.

“Forced Labor” means any work or service not voluntarily performed that is exacted from an individual under threat of force or penalty. This covers any kind of involuntary or compulsory labor, such as indentured labor, bonded labor, or similar labor-contracting arrangements. Refer to ILO Conventions No. 29 – Forced Labour Convention and No. 4 – Abolition of Forced Labour Convention.

“ILO” means International Labour Organization.

“Matrix” means Matrix Renewables (Spain), S.L. However, this Code shall be applied to the Suppliers of all Matrix-s group companies, as well as to its parent company, Matrix Renewables (Spain) Holdings, S.L.U. Consequently, whenever Matrix is referred to in this Code, such a reference shall be understood as Matrix and/or any company within its group of companies.

“Trafficking” means the recruitment, transportation, transfer, harboring, or receipt of persons, by means of the threat or use of force or other forms of coercion, abduction, fraud, deception, abuse of power, or of a position of vulnerability, or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purpose of exploitation.

“Suppliers” means a third party in charge of the procurement of goods and services to Matrix, provided that it is not in a position to win business or to obtain or retain business advantages for Matrix.

III. SCOPE

This Code applies to Matrix’s Suppliers (see exceptions below) and their contractors, with a particular focus on Suppliers involved in the procurement of goods and services in relation to projects. Suppliers shall be responsible for ensuring that their contractors carry out their activity in accordance with this Code.

Additionally, Suppliers shall strive to promote good ESG performance in their supply chains in general alignment with this Code.

The Code does not apply to the following services, materials and goods unless deemed appropriate by Matrix in which case this would be communicated to the relevant Supplier:

- Those which do not need to have a Purchase Order as per Matrix Procurement Policy. These include, *inter alia*, offices rental, utilities, land leases, banking fees, tax payments;
- Banking services;

- Office-related services, materials and goods, such as office furniture, office supplies, printers, laptops, mobile phones and food and beverages.

However, other Matrix policies may apply to the providers of the services described above. These policies may overlap with some of the requirements included in this Code, particularly in relation to compliance with applicable laws and anti-bribery and corruption requirements.

IV. MATRIX'S MINIMUM ESG EXPECTATIONS AND REQUIREMENTS IN RELATION TO SUPPLIERS

As per Matrix internal Procurement Policy, Suppliers will be required to operate in accordance with the requirements included below and, as applicable, ensure their contractors operate in accordance with this Code. Matrix will take into consideration each Supplier's ESG performance in its selection process and in determining whether Matrix wants to stop, keep or increase/strengthen its relationship with each Supplier.

Additionally, Matrix encourages its Suppliers to go above and beyond compliance with the requirements included below and strive to continuously improve their ESG performance to move towards best international practice and contribute to achieving the Sustainable Development Goals (SDGs).

Matrix will engage and, to the extent possible and as appropriate, collaborate with its Suppliers to promote better ESG performance across Matrix's supply chain.

A. Compliance with applicable laws and regulations

Suppliers are required to comply with applicable legal and regulatory requirements, including international agreements, conventions, treaties and/or standards applicable to the Supplier.

B. Anti-bribery and corruption ("ABC")

Suppliers shall:

- Not engage, and ensure, adopting appropriate measures, that its affiliates as well as its and its affiliates' shareholders, directors, officers, employees, agents or any other type of subcontractors or persons involved in the relationship with the Company, engage, in any activity which contravenes any applicable legal or regulatory requirements regarding bribery, corruption and/or money laundering.
- Not engage, and ensure, adopting appropriate measures, that its affiliates as well as its and its affiliates' shareholders, directors, officers, employees, agents or any other type of subcontractors or persons involved in the relationship with the Company, engage, in any activity which would lead Matrix to be in breach of any applicable anti-bribery and/or anti-corruption and/or anti money laundering legal and regulatory requirements.
- Additionally, in accordance with Matrix ABC Policy, the Company will include in the relevant agreements with its Suppliers, the necessary ABC provisions which will be shared separately (i.e. not as part of this Code) with the Suppliers.

C. Environmental and social management principles

Suppliers are expected to:

- Conduct business in a way that strives to achieve the goal of no environmental, health and safety accidents, no harm to people and no damage to the environment by taking a robust and systematic approach to avoiding and, where not possible, appropriately managing environmental and social risks and impact.
- Have a good understanding of the ESG risks and impacts associated with their supply chain and strive to mitigate those risks and impacts over a reasonable timeframe.

D. Human rights

Suppliers shall:

- Respect the human rights recognized in the United Nations' Universal Declaration of Human Rights and ensure that they are not complicit directly (including via their subcontractors) or, knowingly, via their suppliers, in human rights abuses, including, but not limited to, those related to labor and working conditions (e.g. Child Labor, Forced Labor, non-discrimination and freedom of association and collective bargaining – see section E. below).
- Respect their people (including workers and contractors) and offer a safe workplace that is free from harm, intimidation, harassment or fear. We expect our Suppliers to treat all people equally, with respect and dignity.

E. Labor and working conditions, health and safety

Suppliers shall:

- Comply with all applicable labor and health and safety laws and regulatory requirements
- Not employ or make use of Forced Labor and not get involved in or facilitate the Trafficking of persons.
- Not employ or make use of Child Labor.
- Not discriminate in terms of recruitment, progression, terms and conditions of work and representation, on the basis of personal characteristics unrelated to inherent job requirements, including race, color, sex, religion, political opinion, disabilities, age, sexual orientation, national extraction or social origin.
- Not discourage workers from electing worker representatives, forming or joining workers' organizations and respect the right of all workers to join or form workers' organizations of their own choosing, to bargain collectively and to carry out their representative functions in the workplace.
- Pay wages which meet or exceed industry or legal national minima.
- Provide a safe and healthy work environment for their employees and contractors. Suppliers shall implement effective health and safety management measures commensurate to level of risks associated with the Supplier's activities.
- Respect the maximum working hours established by the applicable laws and regulations and by international agreements or standards applicable to the Supplier.

F. Environmental protection

Suppliers shall:

- Comply with all applicable environmental protection laws and regulatory requirements.
- Implement measures to avoid, and where not possible, minimize/reduce or, as a last resort, compensate for material adverse environmental and/or biodiversity impacts associated with the Suppliers' and their contractors' activities.
- Explore and strive to implement measures to contribute to mitigate climate change.

G. Communities

Suppliers shall:

- Comply with all applicable social laws and regulatory requirements.
- Have a good understanding of how their activities may impact communities and their livelihoods and implement the necessary management measures to avoid and, where not possible, mitigate or, as a last resort, compensate for the Supplier's material adverse impacts on communities.
- As appropriate, engage in an honest and culturally sound manner with those communities which may be significantly and adversely affected by the Suppliers operations.
- To the extent possible, strive to generate positive impacts on communities, for example, via creation of employment opportunities for local communities, capacity building initiatives, community development plans and other initiatives.

H. Training, information and awareness

Suppliers shall take the necessary training, information and/or awareness actions to ensure that the relevant employees and, as applicable, contractors are aware of and able to operate in accordance with this Code.

V. REPORTING AND PERFORMANCE MANAGEMENT

Suppliers must

- Keep the necessary records to demonstrate they are operating in accordance with this Code.
- Provide to Matrix the information it may reasonably request to evidence adherence to the Code.
- Promptly inform the Company about any material breaches of this Code and provide information on how the issue will be addressed.
- Upon reasonable request from Matrix, allow the Company, or its advisors, to conduct visits to the relevant facilities to assess the Supplier's alignment with this Code.

VI. MANAGING CODE VIOLATIONS

Suppliers are required to ensure that they operate in manner consistent with this Code.

If a material breach of the Code is identified, depending on its severity and the Supplier's attitude and approach to remedy such breach, Matrix may decide to terminate the contractual relationship with the Supplier and decide not to work with it in the future. For these purposes, all contracts with Suppliers will

provide for adequate provisions to allow Matrix to terminate the contractual relationship in these circumstances.

VII. MATRIX WHISTLEBLOWING CHANNEL POLICY

Matrix aims to provide all its stakeholders with a specific communication channel so that they can raise potential irregularities, issues, non-compliances or behaviors contrary to the ethics, legality and the policies and rules that govern the Company, including concerns related to this Code.

Any stakeholder may contact Matrix via the following email address cdd@matrixrenewables.com. For further details on the Company’s whistleblowing channel, please refer to <https://matrixrenewables.com/contact>.

CODE OWNER	COO owns Matrix Suppliers Code of Conduct.
APPROVAL	This Policy has been approved by the Board of Directors
IMPLEMENTATION	The COO, the CFO and Compliance Officer are responsible for ensuring that the governance structures and procedures are adequate to meet the requirements of this Policy
LATEST REVIEW	June-July 2022. No material changes made over previous version of this document (approved on June 11 th , 2021).
DATE APPROVED	14 th July 2022
EFFECTIVE DATE	15 th July 2022
DATE OF NEXT REVIEW AND APPROVAL	No later than July 2024