

# Origis Code of Ethics and Business Conduct

## 1. Introduction.

1.1 Origis USA LLC (the "Company") and its subsidiaries has adopted this Code of Ethics and Business Conduct (the "Code") to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company might need to file, or submit;
- (c) promote compliance with applicable governmental laws, rules and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

1.2 All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below in **Section 12**, Reporting and Enforcement.

## 2. Honest and Ethical Conduct.

2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

2.2 Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job, ensuring that everyone is treated with dignity and respect.

## 3. Workplace of Inclusion.

3.1 Origis is committed to fostering, cultivating and preserving a culture of diversity, equity and inclusion. We embrace and encourage our employees' differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our employees unique.

3.2 Origis is committed to providing equal employment opportunity in all of our employment programs and decisions. Discrimination on the basis of any classification protected under federal, state, or local law is a violation of our policy and is illegal.

- 3.3 Origis will not tolerate unlawful harassment of employees by managers, supervisors, or co-workers. Moreover, Origis will not tolerate harassment of its employees by nonemployees with whom Origis has a business, service, or professional relationship. Origis will ensure that all supervisory personnel understand and effectively implement this policy.

#### **4. Conflicts of Interest.**

- 4.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer, or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer, or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.
- 4.2 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in Section 4.3
- 4.3 Persons, other than directors and officers, who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with and seek a determination and prior authorization or approval from their supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Managing Director Legal, General Counsel with a written description of the activity and seeking the Managing Director Legal, General Counsel's written approval. If the supervisor is himself involved in the potential or actual conflict, the matter should instead be discussed directly with the Managing Director Legal, General Counsel.
- 4.4 Directors and officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from both the Managing Director Legal, General Counsel and the CEO and President.

#### **5. Compliance.**

- 5.1 Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.
- 5.2 Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Legal Department.
- 5.3 It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:
- (a) obtain profit for himself or herself; or
  - (b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

#### **6. Anti-corruption and Anti-bribery.**

The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities. It is the Company's policy to comply with all applicable anti-corruption laws, including, but not limited to, the US Foreign Corrupt Practices Act of 1977 ("**FCPA**").

## **7. Disclosure.**

- 7.1 The Company's periodic reports including all financial statements and other financial information, must comply with applicable laws and regulations.
- 7.2 Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting department, as well as the Company's auditors, independent public accountants and counsel.
- 7.3 Each director, officer and employee who is involved in the Company's disclosure process must:
- (a) be familiar with and comply with the Company's controls and procedures and its internal control over financial reporting; and
  - (b) take all necessary steps to ensure that all reports and communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

## **8. Protection and Proper Use of Company Assets.**

- 8.1 All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.
- 8.2 All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.
- 8.3 The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **9. Corporate Opportunities.**

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers, and employees may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, no director, officer, or employee may compete with the Company.

## **10. Confidentiality.**

Directors, officers, and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

## 11. Fair Dealing.

Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

## 12. Reporting and Enforcement.

### 12.1 Reporting and Investigation of Violations.

- (a) Actions prohibited by this code must be reported to the Managing Director Legal, General Counsel, the Managing Director of Talent & Culture, the CEO and President, your direct supervisor, or make a confidential report by contacting the Origis Ethics Line at +1 833-973-5060 or online at [origisenergy.ethicspoint.com](http://origisenergy.ethicspoint.com).
- (b) After receiving a report of an alleged prohibited action, either through internal reporting or through our Origis Ethics portal hotline, the Company will promptly and thoroughly take all appropriate actions necessary to investigate. The investigation will be kept confidential to the extent possible.
- (c) All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

### 12.2 Enforcement.

- (a) The Company will ensure prompt and consistent action against violations of this Code.
- (b) If, after investigating a report of an alleged prohibited action, the Company determines that a violation of this Code has occurred, the Company will take the necessary preventative or disciplinary actions, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

### 12.3 Prohibition on Retaliation.

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. There will be no adverse action taken against employees who report alleged violations of this policy in good faith or participate in the investigation of such violations. It is the policy of the Company that any reporting employee or employee participating in the investigation of a workplace complaint will not be retaliated against in any way. Acts of retaliation are considered a violation of this code and are subject to disciplinary actions as defined in 12.2.b.