

## Vendor Code of Conduct

### **Purpose**

WindServe's Code of Conduct summarizes how we do business with a commitment to ethical practices that provide integrity in our organization and in our strategic partnerships. By following this Code, WindServe employees and business partners alike will ensure that your business activities and decisions support our Company values and principles. All employees within the Company and all Suppliers should not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair business practices. As a Company employee or as an Approved Vendor of WindServe Marine, you are required to adhere to this Code, and to always conduct yourself and your business dealings honestly and with the highest level of ethical standards.

This Code of Conduct, supported by the underlying policies and principles, reinforces the Company's commitment to integrity and sets the expectations of behavior for all employees on the job.

### **1. Business Ethics**

#### **Conflicts of Interest**

WindServe requires you to make reasonable and impartial decisions in the workplace. Conflicts of interest can affect decision making and may have adverse effects on the Company. A Conflict of Interest arises when your actions or your private interests interfere with the objectives of the Company in any way. Conflicts of interest expose one's personal judgement and that of WindServe's to increased scrutiny and criticism and can damage our reputation and the trust others place in us.

If a potential conflict of interest exists, you must avoid making any decisions about the issue at hand, disclose the relevant facts in writing, and explain the conflict to your immediate supervisor, Human Resources, Legal or Compliance personnel. In addition, obtain required approvals before making decisions or taking action on anything that may appear to be a conflict of interest.

Examples of conflicts of interest strictly prohibited are the following:

- Engaging in activities that conflict with WindServe's interests;





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- Using or disclosing WindServe's trade secrets or confidential or other proprietary information without expressed consent;
- Offering or accepting gifts, gratuities or other personal rewards unless approved in advance;
- Disparaging WindServe, its clients, services or personnel;
- Influencing in an unfavorable manner any negotiations or transactions between WindServe and its suppliers, contractors, customers or other outside parties, because of personal, commercial or financial interest in the outcome of the negotiations;
- Serving as a director, officer or employee of, or performing services or consulting work for any organization which might supply goods or services to WindServe or its affiliates where the organization competes with WindServe, unless given expressed consent from WindServe;
- Investing in or controlling, directly or indirectly, any organization which might supply goods and services to WindServe or its subsidiaries and affiliates or compete with WindServe, unless WindServe gives its expressed consent. Note: There is an exception with publicly traded securities where the investment does not exceed five percent (5%) of the total outstanding shares of a publicly traded company.

\*The above list is not meant to be exhaustive, and questions regarding a potential conflict of interest should be promptly brought to WindServe Executive Management.

### **Entertainment, Gifts and Payments**

WindServe purchases products and services based on quality, price and reliability. In turn, we expect our customers to obtain our products and services on the same basis. The giving and receiving of gifts can potentially affect the independence of our judgement and that of our customers. As a Company employee, or Supplier working on behalf of WindServe, you must avoid even the perception that giving or receiving gifts, favors, entertainment, hospitality or any other form of gratuity is connected with favorable treatment in return.

Ethical buying practices involve choices based on price, quality, quantity and service. Employees responsible for buying or leasing materials and services on WindServe's behalf:

- Will not offer, solicit or accept unauthorized compensation or gratuities such as gifts, entertainment money, loans, vacations or hotel accommodations from suppliers or potential suppliers, except



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promotional items of nominal value or moderately scaled entertainment within the limits of prudence and reasonably related to WindServe's business interests. Any employee who accepts a gift or entertainment of any kind will notify Executive Management in writing before acceptance or as soon thereafter as practicable;

- Will not misrepresent to suppliers the nature or costs of services to be provided
- Will not abuse a position of trust or authority to coerce a supplier to provide products or services at a specific price or on specific terms

### **Laws Prohibiting Fraud, Commercial Bribery and Corruption**

The Foreign Corrupt Practices Act (FPCA) of the United States and the laws of many other countries prohibit payments or offers to make payments of any kind, including the giving or offering of anything of value to foreign government officials, including officials of public international organizations, office seekers, political parties, or party officials to influence business in any way or obtain an improper advantage.

### **Protection of Propriety Information**

Company proprietary information is information or knowledge which is not general public information and that we have not disclosed to others, except as required by law or under circumstances permitted by Company policy. As an employee or Approved Vendor of WindServe, you must protect the Company's proprietary information, and must not seek to obtain or disclose the confidential information of others.

The protection of personal or Company information includes:

- Personal information of our coworkers
- Proprietary or confidential information of third parties
- Data
- Physical and intellectual assets
- Legal matters
- Financial reports
- Computer software
- Management systems
- Business plan





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- Research and development
- Marketing strategies

### **Insider Trading**

Insider trading is prohibited by law in the United States and other countries and is a violation of Company policy. For the Company, it represents a conflict of interest and is a threat to our continued success. To protect the Company's value, reputation and viability as a business, our policy prohibits insider trading by employees and contractors, but also forbids the communication of material non-public information to anyone (including spouses and other family members) for anything except legitimate business purposes. You are also prohibited from trading the securities of other companies, such as customers and suppliers, if you have acquired or have nonpublic information about those companies in the course of your duties working for WindServe.

## **2. Labor Practices**

### **Fair Employment Practices**

WindServe offers equal employment opportunity to qualified individuals, regardless of race, religion, national origin, age, sex, disability – or any other factor protected by law and/or Company policy. Every employment decision you make must conform to applicable federal, state or local laws and/or Company policy. These policies apply not only to hiring decisions, but to all terms and conditions of employment. WindServe is committed to maintaining a diverse workforce where employees are hired, retained, compensated, disciplined and promoted based on their contribution to the Company and their performance. All employees should work in a professional atmosphere that promotes productivity and encourages creativity and innovation. The Company is committed to ensuring that all individuals in the work environment are treated with respect and dignity. We will not tolerate unlawful discrimination of any kind. All employees are expected to share the Company's commitment by ensuring that their relationships with others in the work environment are always conducted in a safe and professional manner.

### **Workers' rights**

Workers shall not be subject to any form of forced labor. WindServe recognizes the International Labor Organization (ILO) fundamental principles and rights at work, as well as following all local state and federal



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laws regarding workers employment rights. We are committed to protecting and developing the labor force for sustainability, promoting safe working conditions, and the well-being of people. WindServe has the obligation to respect and promote the following key principles:

- Freedom of association and the effective recognition of the right to collective bargaining;
- Elimination of all forms of forced or compulsory labor;
- Effective abolition of child labor;
- Elimination of discrimination in respect of employment and occupation.

### **Harassment and Discrimination**

This policy applies to harassment based on race, color, religion, gender or sex, national origin, age, disability, sexual orientation, familial status or any other characteristic protected from discrimination under law. Harassing behavior comprises discrimination, intimidation, ridicule, or insult with the purpose or effect of unreasonably interfering with an individual's work performance; or of creating an intimidating, hostile, or offensive work environment, as viewed from the perspective of a reasonable person.

**Sexual Harassment:** We emphasize that sexual harassment in the workplace, like any other form of harassment, will not be tolerated. Sexual harassment comprises unwelcome advances, requests for sexual favors, and/or other verbal, visual or physical sexual conduct where:

- a) Submission to such conduct is made either explicitly or implicitly as a term or condition of an individual's employment;
- b) Submission to or rejection of such conduct is a basis for employment decisions; or
- c) Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or of creating an intimidating, hostile, or offensive work environment.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender. It is WindServe's policy that no manager, supervisor or other employee will threaten or suggest, either explicitly or implicitly, that the refusal of another employee or an applicant for employment to submit to sexual advances in any form will hurt that person's employment, performance evaluation ratings, wages, compensation, advancement, assigned duties, or any other term or condition of employment. All employees are prohibited from offering, promising or granting preferential treatment to any employee or applicant for employment because of that individual's engaging in or agreeing to engage in sexual conduct.





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All allegations of harassment will be investigated promptly by the human resources department and in a confidential manner as practicable. Investigation of an incident may include interviewing the alleged harassed employee, the alleged harassing employee, any third-party witnesses, and the consideration of any other potentially relevant information. Proper law enforcement will be notified when warranted. WindServe will take swift and corrective action if harassment is reported or witnessed and disciplinary action will be taken on a case by case basis.

WindServe encourages all employees to assist in maintaining a harassment-free workplace. Any employee who feels that they have experienced or witnessed an incident of harassment in any form should bring the incident to the attention of your immediate supervisor or WindServe's Human Resources (HR) Department.

Retaliation in any form against an employee who exercises their right to make a "Good Faith" complaint under this policy is strictly prohibited and will itself be cause for appropriate disciplinary action. Acts of retaliation should likewise be reported to your supervisor or WindServe's HR Department.

### **3. Health, Safety and Environment**

#### **Health and Safety**

The company takes every reasonable precaution to ensure that employees and business partners have a safe working environment. Safety measures and rules are in place for the protection of all employees and it is ultimately the responsibility of each employee to help prevent accidents. To ensure the continuation of a safe workplace, all employees should review and understand all provisions of the Company's workplace safety policies. Employees should use all safety and protective equipment provided to them and maintain work areas in a safe and orderly manner, free from hazardous conditions. Employees who observe an unsafe practice or condition should report it to a supervisor immediately.

In the event of an accident, employees must notify a supervisor immediately. Report every injury, regardless of how minor, to a supervisor immediately. Physical discomfort caused by repetitive tasks must also be reported.

Employees should recognize any potential fire hazards and be aware of fire escape routes and fire drills. In the event of an emergency, dial 911 immediately. If you hear a fire alarm or other emergency alert system, proceed quickly and calmly to the nearest exit and your designated convergence point.





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### **Alcohol and Substance Abuse**

Our goal is a workplace free from substance abuse of any kind. Employees and Contractors are expected to be fit for duty and capable of performing assigned responsibilities in a safe and productive manner. There is zero tolerance for the use of alcohol or controlled substances in the workplace. WindServe prohibits the illegal use, sale, transfer, purchase, or possession of controlled substances on Company premises, and prohibits the presence of impairing levels of controlled substances in an employee's system while the employee is in the workplace. Possession of legally prescribed drugs is not prohibited, but you are responsible in ensure that while in the workplace the use of prescribed drugs will not affect your productivity or the safety of the workplace. WindServe prohibits intoxication in the workplace, regardless of where the alcohol is consumed, and forbids employees to manufacture, distribute, possess or use alcohol while on Company property, unless specifically authorized by the Company.

Where permitted by law, WindServe reserves the right to test for the use of alcohol or other controlled substances and may conduct searches in the workplace if there is reason to suspect violation of this policy.

### **Environment**

WindServe expects our employees and business partners to conduct operations with care towards the environment, and to comply with all local and national regulations and to maintain all applicable licenses, registrations or permits.

WindServe strives to minimize adverse impacts on the environment and human healthy by:

- Taking a proactive approach to minimizing carbon emissions
- Being mindful of the impact that certain products or materials may have on the environment, and whenever possible consider environmentally friendly alternatives
- Disclosing the possibility of hazardous materials contained in equipment when facilitating the proper disposal of the product
- Considering energy efficient upgrades or improvements of Company property
- Established control measures for the prevention of pollution from hazardous substances, refuse, effluents and air emissions
- Providing the necessary resources in our facilities to monitor air quality
- Provide the necessary resources in our facilities against fire
- Providing necessary resources to protect human health and the environment

