

Anti Bribery and Corruption Policy



8 DECENT WORK AND
ECONOMIC GROWTH



9 INDUSTRY, INNOVATION
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1. OUR APPROACH TO RESPONSIBLE BUSINESS

Peridot Solar, established in 2022, aims to be a leading entity in the energy transition process. Our purpose is to drive the future of renewable energy challenges through responsible investments, protecting the environment, enhancing wellbeing and creating value for all stakeholders. In line with our vision, focused on innovation and value creation, Peridot Solar fosters an environment that seeks to comply with the highest international standards, aiming to exceed market and investor expectations. Peridot Solar embraces a responsible approach to governance. Our values, initiatives, vision and commitment drive us to operate sustainably, ethically and with accountability whenever we develop, finance, build and operate our plants across Europe, whilst simultaneously being sure to create a positive impact on our people, the environment and with the communities in which we operate.

2. ANTI BRIBERY AND ANTI CORRUPTION

2.1. ABC SCOPE

Peridot Solar firmly condemns any form of corruption, which, besides being an illegal practice, represents an enormous barrier to sustainable development, distorts fair competition and destroys the reputation of companies. Therefore, in accordance with the principle of “zero tolerance”, Peridot Solar prohibits any conduct that may facilitate or promote corrupt practices and/or money laundering activities. For this purpose, the Company has adopted a structured system of rules and controls and dedicated organizational safeguards aimed at preventing bribery offences. Peridot Solar adopts its Anti-Bribery and Corruption Policy (the “ABC Policy”) as an integrated element of its Code of Conduct and, in particular, of the prevention of financial crimes. The ABC Policy aims to:



Set out the responsibilities of Peridot Solar and all individuals who contribute in carrying out its business to ensure that they observe and operate in compliance with the Company's position on bribery and corruption;



Provide specific rules for preventing and managing bribery and corruption risks within the Company's influence;



Provide information and guidance to the directors, managers, officers, employees and Business Partners on how to recognize and deal with bribery and corruption issues;



Promote the highest standards in all the aspects of the Company's business dealing and the conducting of activities with loyalty, fairness, transparency, honesty and integrity.

2.2. RECIPIENTS

The Policy recipients are all directors, managers, officers, employees and Business Partners and any other individual or entity who has or may have a potential involvement with the business of the Company. Peridot Solar thus requires to the abovementioned recipients to be honest, transparent, loyal and professional in their business conducts, and, wherever they operate, act in accordance with all applicable laws and regulations.



2.3. ABC LAWS

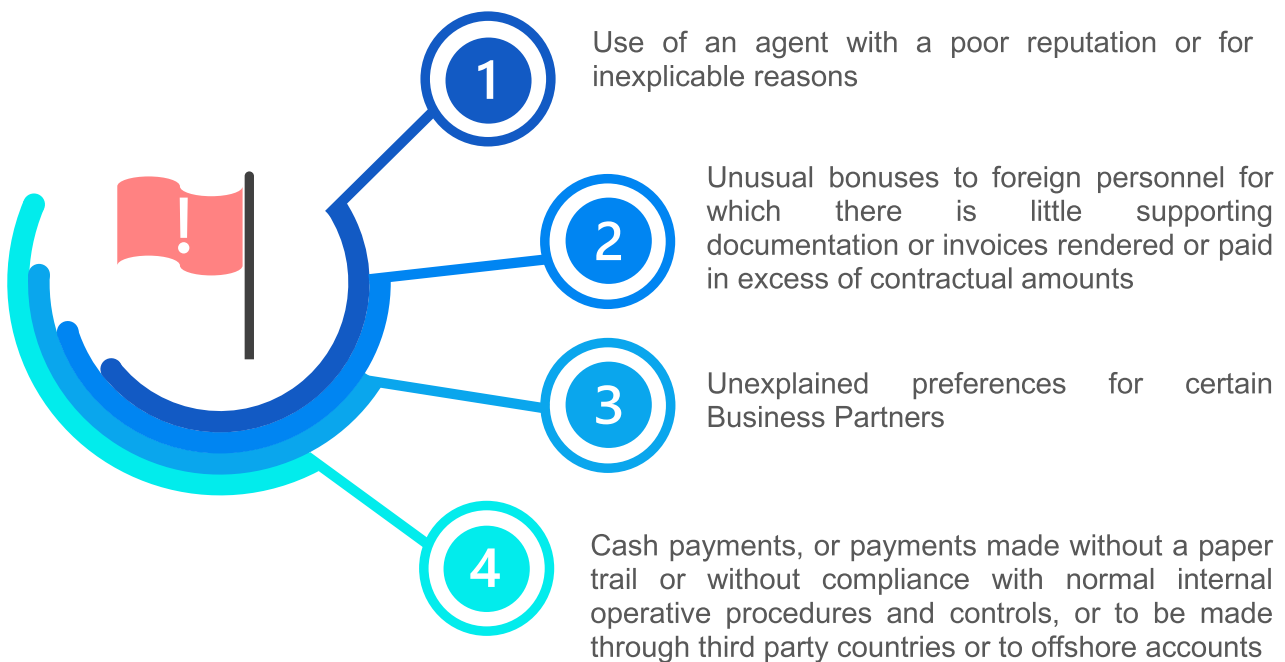
Peridot Solar and its People are subject to:

- Italian law and, in particular, the provisions of the Italian Criminal and Civil Code, Legislative Decree No. 231/2001 governing the administrative liability of entities for offences (such as, corruption, including international corruption) committed by their directors, 12 employees or collaborators, in Italy and abroad, in the interest or to the advantage of the entity;
- the laws in force in the Countries in which they operate, including laws ratifying international conventions which prohibit corruption of Public Officials and corruption between private individuals.

In general, the ABC Laws prohibit and sanction payments - as well as offers or promises of a payment or other benefit - made for corrupt purposes to Public Officials or private persons either directly or indirectly. Under the Anti-Corruption Laws, Peridot Solar and its People may be held liable for corrupt acts carried out by anyone acting on behalf of the company in connection with its business activities, if Peridot Solar and its People know or reasonably should have known that such offer or payment is being made improperly.

2.4. INDICATORS OF POSSIBLE EXISTENCE OF CORRUPT PRACTICES

Among many others, the following behaviors or situations may indicate the possible existence of corrupt practices:



2.5. VIOLATIONS AND CONSEQUENCES OF NON-COMPLIANCE

Any person who breaches the Policy may face disciplinary action, which could result in dismissal for gross misconduct. In addition, penalties for violations of anti-bribery and corruption laws include criminal and civil sanctions, that can be applied to both individuals and the Company. In particular, individuals involved in corrupt activity may be fined or sentenced to imprisonment. Moreover, should any of Peridot Solar's employees or associated persons be found to have taken part in corruption, it could trigger the Company vicarious corporate criminal liability; Peridot Solar could thus face significant financial and reputational damage both in the markets and countries in which it operates.



2.6. GENERAL PRINCIPLES AND FUNDAMENTAL ELEMENTS

Peridot Solar have a zero-tolerance approach to corruption in all of its forms, including bribery and extortion: any of the directors, managers, officers, employees and Business Partners cannot personally or through individuals acting on their behalf:

- Offer, promise or give or pay, or order somebody to offer, promise, give or pay, directly or indirectly, an economic or *business advantage* or any other benefit in favor of public or private parties who has or may have a potential involvement with the Company's business dealing or to their relatives or business associates,
- Agree to or accept undue payments, gifts, entertainment or other benefits, or authorize someone to accept a request or solicitation, from public or private parties who has or may have a potential involvement with the Company's business dealing or from their relatives or business associates,
- Induce a Public Official or private person to perform improperly any function of a public nature or any activity connected with a business or reward them for such improper performance;
- Influence any official act (or omission) by a Public Official or any decision in violation of any official duty,
- Obtain or secure an improper advantage in the conduct of business; or in any case, violate applicable laws.

A **business advantage** means that the Company is financially, economically, or in relation to reputation, or in any other way which is beneficial, placed in a better position, either than its competitors or than it would otherwise have been had the bribery or corruption not taken place

The act of providing an advantage for corrupt purposes can manifest in multiple ways. This includes, but is not limited to, offering monetary payments, providing gifts or hospitality, making donations or sponsorships, offering investment or work opportunities, sharing confidential information, or granting discounts or personal credits. Moreover, in efforts to prevent unlawful activities associated with money laundering, Peridot Solar unequivocally prohibits its personnel, as well as anyone acting on its behalf, from:

- Replacing or transferring money, goods or other benefits with knowledge or in the presence of reasonable grounds to believe that they originate from unlawful activities, or carrying out other transactions in relation to them so as to hinder, conceal or disguise the identification of their unlawful origin;
- Acquiring, receiving, holding, concealing or using money, goods or other benefits with the knowledge or in the presence of reasonable grounds to believe that they are of unlawful origin, or interfering in having such goods purchased, received or concealed;
- Participating in any of the acts described in the foregoing paragraphs, joining to commit such conduct, or to attempt, instigate or facilitate the commission of thereof, or assisting any person involved in such activities to evade the legal consequences thereof.

Kickbacks are payment of any portion of a contract made to employees of another contracting party or the utilization of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates

The prohibition includes obvious improper payments, such as *bribes* or *kickbacks*, but also other improper benefits of any nature. Offers can be punished even if they are not accepted. The abovementioned rules apply even if undue payments, gifts, entertainment are commonplace and accepted as a way of doing business.



2.7. GIFTS, HOSPITALITY AND ENTERTAINMENT

The Company is committed to ensuring that any business decision made by it, its clients or other Business Partners is based exclusively on relevant criteria, such as competitiveness, performance and quality of products and services offered. Business courtesies, such as gifts, hospitality and entertainment, offered to or received from customers or Business Partners shall reflect a normal courtesy of business and may not influence, or give the appearance of influencing, any of Peridot Solar’s business decisions. The type of gifts, hospitality and entertainment, whether received or offered, and when known their value, must be in accordance with the rules provided by Peridot Solar.

All directors, managers, officers, employees and Business Partners thus must:

- NOT accept or offer any bribe, gift, or other inducements in the course of their business dealings on behalf of Peridot Solar or its customers,
- NOT accept or offer any gift in cash or hospitality and entertainment if not related to the Company’s business,
- NOT accept gifts or personal benefits of any value from internal or external parties if this could compromise or influence any decision by the Company,
- Give or receive gifts, hospitality and entertainment only if all the conditions below are fulfilled:
 - Gifts, hospitality and entertainment are reasonable and appropriate to the circumstances and to the occasion,
 - Gifts do not include cash or equivalent cash, such as vouchers or gift certificates,
 - Gifts, hospitality and entertainment are not given secretly,
 - Gifts, hospitality and entertainment comply with local and customary business practices,
 - Gifts, hospitality and entertainment do not create an appearance of bad faith or and could not reasonably be misunderstood by the recipient.



The ESG Committee must be notified through the dedicated ESG email account about any gift exceeding the following appropriate thresholds received or before providing it:

GIVEN	NO APPROVAL REQUIRED	1st LEVEL APPROVAL LEGAL AND COMPLIANCE	2nd LEVEL APPROVAL LINE MANAGER	FINAL APPROVAL COMPANY DIRECTOR
GIFTS	Nominal value (≤€100) Only if spot and not recurrent more than once per year to the same counterparty	Above €100 pre-approval required from Legal and Compliance	After receipt of pre-approval LM must approve as well	Final approval from Company Director must be received before proceeding
MEALS	Nominal value (≤€100)			

RECEIVED	NO APPROVAL REQUIRED	1st LEVEL APPROVAL LEGAL AND COMPLIANCE	2nd LEVEL APPROVAL LINE MANAGER	FINAL APPROVAL COMPANY DIRECTOR
GIFTS	Nominal value (≤€100) Only if spot and not recurrent more than once per year from the same counterparty	Above €100 pre-approval required from Legal and Compliance	After receipt of pre-approval LM must approve as well	Final approval from Company Director must be received before accepting the gift/meal (if the gift/meal is not approved the gift must be returned and the meal reimbursed)
MEALS	Nominal value (≤€100)			



Before any gifts or hospitality are given or received, a careful evaluation must be made through whether such gift / hospitality is necessary and whether it would create any appearance of impropriety or wrongdoing by Peridot Solar. For every gifts received or provided it is important to keep track record of essential information or in any case to be able to recollect these data. Employees are asked to always keep track of:

- Donor / Recipient Details (name/position),
- Nature of gift / hospitality,
- Business Purpose,
- € Value,
- Receipt (if SX providing),
- Written proof of approval (if necessary),
- Whether Donor / Recipient is a government official or person associated with a government.



Inform via email HR and Compliance about any gift you have received or you want to provide

2.8. CHARITABLE DONATIONS

Company donations are a part of Company commitment to society and a way of contributing to worthy causes. Donations of this kind may include anything of value donated by the Company (cash, good or services) to support charitable causes, made without expectation or acceptance of an improper business advantage in return. Charitable contributions and sponsorship are allowed only if all the conditions below are fulfilled:

- Charitable contributions and sponsorship are reasonable and appropriate to the circumstances and to the occasion,
- Charitable contributions and sponsorship are made transparently,
- Charitable contributions and sponsorship should be tax deductible (if applicable),
- May not be made to individuals, to for-profit organizations, to organizations that do not have tax-exempt status or whose goals are not compatible with the Company values or the principles of the Company Code of Ethics and Business Conduct.
- The related payments are not transferred to private account or made in cash and are properly registered by the Company under the name of the beneficiary,
- May not be offered, promised or given if they are intended to influence official action or secure an improper advantage,
- Beneficiaries keep proper and transparent records of received contributions in their books.

Before any charitable donations it is mandatory to complete and share internally with the ESG Committee a detailed summary of the initiative. This summary must be approved before making, promising, or giving any donation. Always obtain an accurate receipt or letter of acknowledgment for any donation and make sure it is expensed accurately.



Share summary of the initiative via email with the ESG Committee - ESG@peridotsolar.com

2.9. POLITICAL CONTRIBUTIONS

Political contributions present the risk of being used as an improper means of corruption to maintain or obtain a business advantage. Due to these risks, Peridot Solar does not make contributions to parties, movements, committees, political and trade union organizations, their representatives and candidates. Furthermore, in general, it is not permitted to accept, offer or promise under any



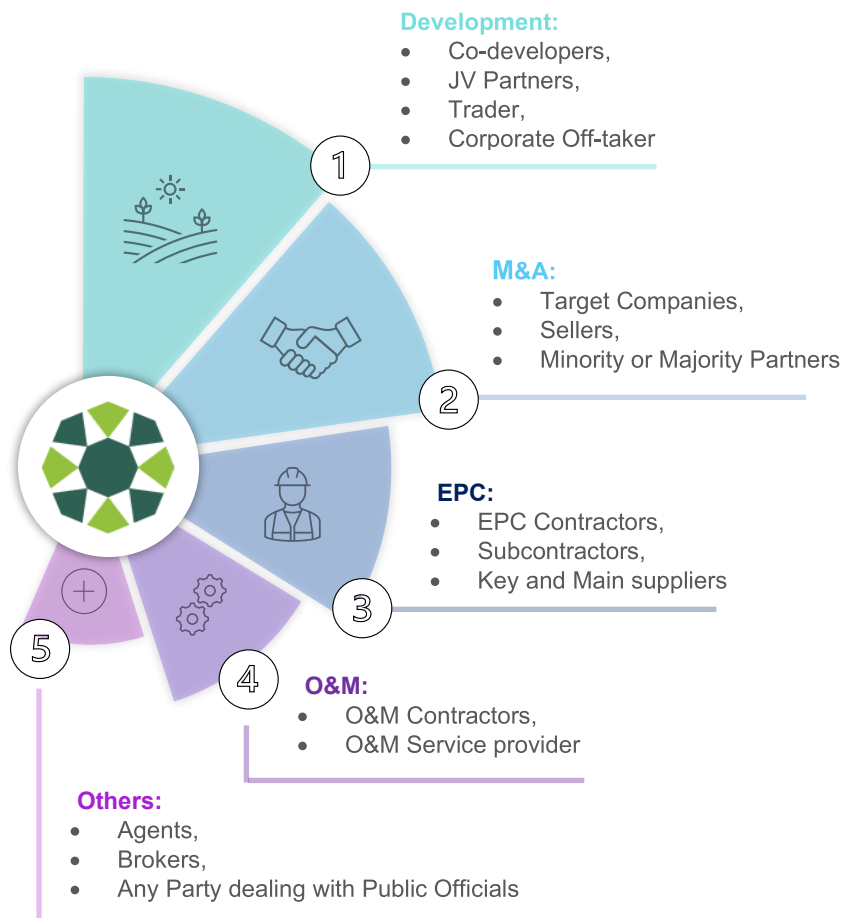
circumstances financial advantages or other benefits to expedite, favor or facilitate the performance of an activity in an improper manner. Contributions to industry associations or fees for memberships in organizations that serve business interest are not considered to be political contributions.



Please notify to legal and compliance of any request to make a political contribution using Peridot Solar funds, facilities, goods or services.

2.10. BUSINESS PARTNERS

The ABC laws and regulations apply not only to Peridot Solar but also to all its business partners. Peridot Solar must exercise caution when engaging in any business relationships to ensure compliance with these laws. It is strictly prohibited for Peridot Solar's business partners to offer or provide any payment or anything of value with the intention of acquiring or preserving business or obtaining improper advantages on behalf of Peridot Solar. Before entering into any agreement or business relationship, Peridot Solar will conduct thorough due diligence to obtain assurances of compliance with the company's policies from its counterparts. The company's main business partners may include, but are not limited to, the following:





Depending on different situations or needs, Peridot Solar may have to interact with different Business Partners involved in different part of the project value chain, from the development, construction and even operation and maintenance. For this reason it is very important for Peridot Solar to distinguish different behavioral guidelines applicable:

- When retaining, paying, or working with Business Partners who perform services on the Company's behalf,
- When acquiring a Target Company and/or seeking a joint venture with a third-party business.

The following guidelines apply when retaining, paying, or working with Business Partners who perform services on Peridot Solar behalf:



Payments must be in **amounts** that are customary and **reasonable** in relation to the services provided and must be properly reflected in the Company's books and records



Cash payments and money transfer to accounts not in the partner name are **not allowed**. Moreover, payments can be processed only in the country where the partner resides or where the services are rendered



Agreements with Business Partners must be always **in written** format and also reviewed and pre-approved in accordance with our policies



All the **Business Partners** involved in business with Peridot Solar are **selected solely on the basis of merit** and may not be retained to do things that are prohibited herein



Arrangements with Business Partners should be **reviewed regularly** to ensure that they are in compliance with Peridot Solar policies



The Business Partner must **comply with Peridot Solar Code of Conduct**, this manual and the anti-corruption provisions in any contractual agreement

If the Business Partner is expected to deal with Public Officials, Peridot Solar will ensure, if possible, that the agreement with them contains the following provisions:

- Evidence that the Business Partner has reviewed this policy and agrees to be bound by its provisions,
- Reference to the fact that the terms of the agreement may be disclosed to relevant government agencies, if deemed appropriate by the Company,
- The Business Partner shall not assign or subcontract work under the contract without prior written approval,
- The Business Partner shall disclose any subsequent relationship between the them and a Public Official,
- Upon request, the Business Partner shall provide annual certifications of compliance with applicable anti-corruption laws as if the Intermediary were subject to them,
- Whenever possible, Peridot Solar may withhold payments under the contract, or terminate the agreement, if it believes, in good faith, any violated of anti-corruption laws.





When acquiring a Target Company and/or seeking a joint venture with a third-party business Peridot Solar commits to ensure that:



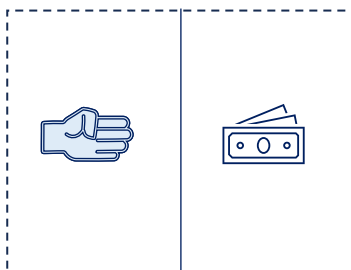
Agreement with Target Company or Joint Venturer must be always **in written** and also reviewed and pre-approved by Legal and Compliance Department therefore no oral arrangements can be taken with any partner



Joint Venturers and employees of Target Companies and Joint Venturer's must **comply with** Peridot Solar **Code of Ethics and Business Conduct**, this manual and the anti-corruption provisions in any contractual agreement.



All **contracts** with a Target Company or Joint Venturer must be on **terms** that are at arm's length or **more favorable to Peridot Solar** and legal under all applicable laws



Payments for the acquisition of a Target Company must be in amounts that are customary and **reasonable** in relation to the assets of the Target Company being acquired and payments to a Joint Venturer must be based on the value of the Joint Venturer's contribution or otherwise comparable with rates of return for similar business arrangements either in-country or in similar circumstances. Payments must be also properly reflected in Peridot Solar books and records.

For what concerns payment methods, the following requirements apply to any sum that has to be transferred to Peridot Solar Business Partner:

- No payments may be payable to any party other than the intermediary at the Business Partner's normal place of business,
- Payments must be made via check or wire transfer to the party or bank account specified in the Business Partner's contract. Nothing will be paid if this rule won't be respected
- It is absolutely forbidden to pay any services or object using cash
- No payments may be made to an account outside of the country where the Global Partner performs services

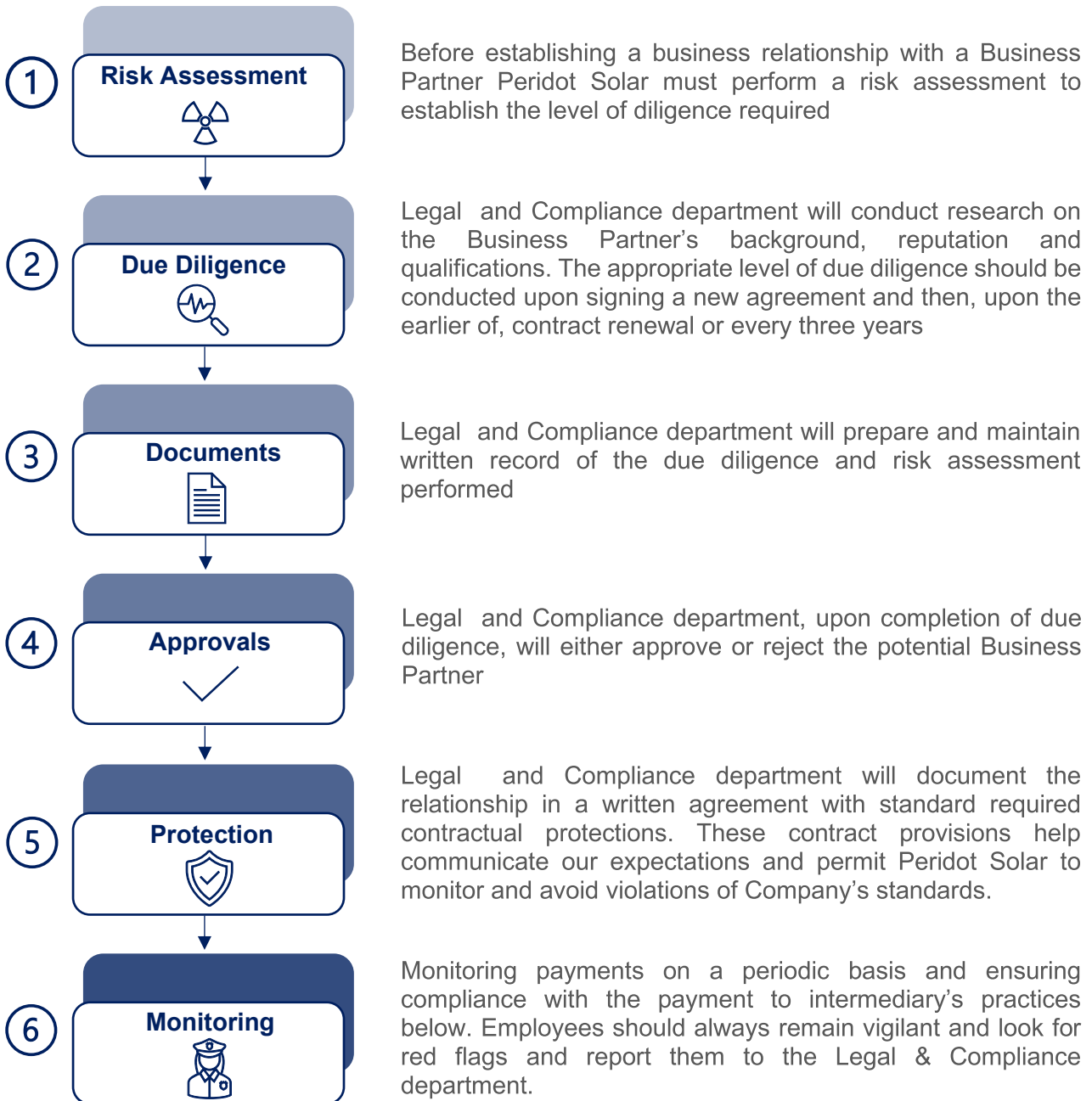
Any exemption must be approved and reviewed by the Legal & Compliance department. Before making a payment to any Business Partner, the responsible person responsible for approval of such must examine the invoice and determine whether the contractual requirements are met and if the payment is due.



To fight corruption, it is important that transactions are transparent, documented and coded to accounts that accurately reflect their nature. Peridot Solar books and records must be kept with reasonable detail and accuracy so that they correctly reflect all transactions. They must not contain any false, misleading or other artificial entries. If you are aware or suspect that anyone is directly or indirectly falsifying the books and records or in any other way attempting to disguise a payment, you should report your concern immediate to the Legal & Compliance department.



Before entering into a contract or relationship with a Business Partner the following steps and analysis must be duly completed:



2.11. OTHER COMMITMENTS AND IMPLEMENTING MEASURES

Any questionable or illegal practice will not be justified or tolerated on the grounds that it is "customary" in the industry or in the Countries in which Peridot Solar operates.

The Anti-Corruption Laws also require companies to establish and maintain books, records and accounts which, in reasonable detail, accurately and correctly reflect expenses (even if not significant from an accounting point of view), acquisitions and disposals of assets. Even inaccuracies in the reporting of non-corrupt payments constitute violations. False records may trigger tax and other legal liabilities. Preventive checks must be carried out on Third Parties at Risk and on economic transactions.



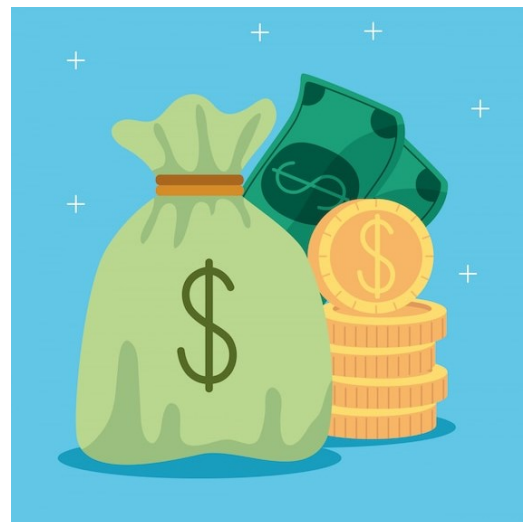
Contractual remedies will also be taken against Third Parties at Risk who violate the Anti-Corruption and Anti-Money Laundering Laws, or in any case the ethical and compliance commitments provided for in the relevant contracts, including suspension of execution of the contract and up to termination of the contract, prohibition from having business relations with Peridot Solar and claims for damages.

The conduct of employees which violates the Compliance Program and/or the Anti-Corruption and Anti-Money Laundering Laws will be interrupted and sanctioned, consistently with the provisions of the internal human resources regulations. Reporting of any activity that may constitute a possible violation of the Compliance Program and/or Anti-Corruption and Anti-Money Laundering Laws is encouraged. Such reports must be made in good faith, without fear of retaliation, ensuring that no whistleblower is discriminated against with effects on their working conditions that are related to the report.

Periodic awareness-raising, communication and training initiatives on anti-corruption and antimoney laundering must be carried out. Top Management is responsible for promoting the Compliance Program and each manager is responsible for ensuring that his/her employees comply with it, disseminating its principles, and taking measures to prevent, identify and report potential violations. Peridot Solar is committed to implement and enforce an effective system to counteract bribery and corruption, and to prevent that they are perpetrated by directors, managers, officers, employees and Business Partners in carrying out all activities related to Peridot Solar's business.

In this regard the Company:

- Adopts and regularly monitors, on the basis of a risk-based approach, adequate internal controls, compliance programs or measures to prevent and detect corruption,
- Adopts a system of financial and accounting procedures, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts and to ensure that they cannot be used for the purpose of bribing or hiding bribery,
- Defines, if necessary, guidelines for gifts and charitable contributions including, inter alia, amount of contributions to be paid, monitoring mechanisms and recipient selection criteria.



2.12. IMPLEMENTING AWARENESS

Peridot Solar promotes awareness by directors, managers, officers, employees and Business Partners of compliance programs and measures for preventing and detecting bribery, for example, by organizing appropriate training on how to implement and adhere to this Policy, addressed to any of those persons who, inter alia, deals with public parties, entering into contracts with Business Partners on behalf of a Peridot Solar, is involved in internal control or whose scope of work is defined as being "at-risk" by their direct manager. The awareness measures must be proportionate to the risks associated with their areas of liability; they may ensure that directors, managers, officers, employees and Business Partners participate in specific anti-bribery training to the needs of particular employees or job functions is provided when appropriate.



2.13. COMMUNICATION OF THE POLICY

For the purpose of granting that all directors, officers, employees and Business Providers are aware of the Policy, a copy of the Policy will be provided to them and they will be advised that the Policy is available on Peridot Solar's website for their review. Furthermore, the abovementioned persons will be informed whenever Peridot Solar' board of directors adopts significant amendments to the Policy.

2.14. MONITORING AND REVIEW

Peridot Solar's Management and HR director will monitor the effectiveness and review the implementation of the Policy, considering its adequacy, efficiency, suitability, and effectiveness. They must also operate in order to amend any identified deficiencies. Internal control systems and procedures are subject to audits to ensure that they are effective in countering bribery and corruption.

2.15. RESPONSIBILITIES UNDER THE POLICY

Peridot Solar's Management and HR director have overall responsibility for ensuring the Policy complies with legal and ethical obligations, and that all those under the Company's control comply with it. Moreover, all directors, officers, employees and Business Partners:

- Must read, understand and comply with this Policy and the Code of Conduct,
- Are required to avoid any activity that might lead to, or suggest, a breach of this Policy,
- Are responsible for the prevention, detection and reporting of bribery offences and other forms of corruption.

2.16. CONSEQUENCES OF NON COMPLIANCE

Peridot Solar has no tolerance for compliance violations and the Company must have a robust process for dealing with those who are not prepared to take seriously their responsibilities. Any person who breaches the Policy may face disciplinary action, which could result in dismissal for gross misconduct. In addition, penalties for violations of anti-bribery and corruption laws include criminal and civil sanctions, that can be applied to both individuals and the Company. In particular, individuals involved in corrupt activity may be fined or sentenced to imprisonment. Moreover, should any of Peridot Solar's employees or associated persons be found to have taken part in corruption, it could trigger the Company vicarious corporate criminal liability; Peridot Solar could thus face significant financial and reputational damage both in the markets and countries in which it operates.

Any violation will be treated extremely seriously and one or more of the following sanctions can be applied:

- Informal warning,
- Formal warning,
- Elimination of variable bonus,
- Potential transfer to different position,
- Suspension,
- Termination,

Violations that involve a formal warning will result in the exclusion from next salary increase. In fact these depend on demonstrating good conduct not only professionally. Any Business Partner found in violation of this Policy may be subject to termination of the business relationship with Peridot Solar, as well as any other legal rights and remedial actions available to the Company.

Internal concerns usually can be quickly resolved internally if employees are comfortable in raising them directly to their supervisor or to someone else in their department. If this is not the case or if employees don't know whom to contact, or if they believe their concern has not been satisfactorily addressed, they can notify everything to ESG Committee via email at: ESG@peridotsolar.com

Any concerns raised are in complete privacy and confidence, and employees can be assured that it will be discretely managed.

For more detailed information, please review the Whistleblowing Policy below.