

# CODE OF BUSINESS CONDUCT & ETHICS FOR COUNTERPARTIES

Expectations and Commitments



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## PURPOSE AND SCOPE

As an international company, it is Lightsource bp's ("LSbp" or "Group") policy to comply fully with applicable Anti-Bribery and Corruption ("ABC") and Anti-Financial Crimes ("AFC") laws in all the countries in which LSbp conducts business. LSbp will not directly or indirectly participate in bribery, corruption or financial crimes e.g. money laundering, terrorist financing, or tax evasion in any form, whether in the private or public sector. LSbp takes a zero-tolerance approach to corruption, and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

LSbp's Code of Business Conduct and Ethics (the "LSbp Code") includes important commitments from LSbp as to how we will succeed in our business. Our LSbp Code also sets out clearly our expectations for our counterparties we do business with, including but not limited to joint venture partners, developers, co/joint developers, vendors, contractors, customers, land agents, service providers, consultants and their employees, as well as any contingent labour ("Counterparties"), and any sub-contractors our Counterparties engage while providing services to us or on our behalf ("Sub-contractors").

The expectations outlined in this document (the "Lightsource bp Code of Business Conduct and Ethics for Counterparties" or "this Code") is not replacements or substitutes for the LSbp Code itself or applicable laws, nor do they amend contractual obligations. We want our Counterparties to strive for sustainability in all aspects of their business, and innovation and excellence in their delivery. As a Counterparty of LSbp we also expect you to commit to, and always act in accordance with this Code.

The LSbp Code and this Code are available at:  
<https://www.lightsourcebp.com/codes-of-conduct-and-speak-up/>



# EXPECTATIONS & COMMITMENTS

## Compliance with Laws

Comply with all laws and regulations applicable to your business and the services or products being provided.

## Health, Safety, Security and the Environment

Conduct business in a way that supports LSbp's Health, Safety and Environment ("HSE") goals of no accidents, no harm to people and no damage to the environment by taking a systematic approach to managing operating activities and HSE risks, complying with applicable HSE laws and regulations, applicable LSbp policies and procedures and seeking to continuously improve HSE performance.

### LSbp Golden Rules to HSSE:

- Safety intention is accident prevention.
- Protect the environment to ensure a sustainable future for generations to come.
- If you see it, you own it. Never look the other way.

Encourage your employees, agents and Sub-Contractors to report any accident, injury, illness, or unsafe condition immediately, and stop work that could be unsafe, so that appropriate action can be taken. You can do this by speaking to your LSbp Relationship Manager, or contact using the options available in our Speak Up Program (see [Part 3](#) below).

## Ethics and Compliance Programme and Culture

Have a programme in place to promote awareness and embed ethical business practices and compliance with laws, and the principles contained in this Code, in your business activities.

## Bribery, Corruption, and Financial Crimes

Promote transparency and accountability in the conduct and administration of business, including having in place effective processes and procedures to identify any breaches and proactively prevent:

- Bribery and corruption, including expressly prohibiting the direct or indirect giving, paying, promising or accepting of anything of value to obtain, retain or direct business, to secure an improper advantage or to influence someone, including government officials, to improperly perform their duties.
- Inappropriate provision of gifts, entertainment, or hospitality to LSbp personnel or third parties representing LSbp. When legitimately required in exceptional cases, they should be of modest value and appropriately timed and approved by LSbp's Legal Function.
- Money laundering, including the act of hiding illegal funds (especially those with possible links to terrorism or criminal activity) or giving such funds apparent legitimacy.
- Terrorist financing, which involves providing money or other property to groups with the intention, knowledge or suspicion that those groups will use that money for terrorist purposes. Like money laundering, terrorist financing may also involve receiving money or property that represents a person's benefit from committing terrorist acts. Similarly, concealing, transferring, removing or dealing in "terrorist property" is terrorist financing.
- Tax evasion, which includes deliberately or dishonestly cheating the public revenue or unlawfully evading tax.
- Facilitation of tax evasion, which means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, or aiding, abetting, counselling or procuring the commission of that evasion.

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## Sub-Contractors

Counterparties may only subcontract or delegate the performance of the services they provide to LSbp if the relevant Sub-Contractor has agreed to comply with this Code and to the incorporation of certain clauses in their subcontract which reflect the expectations and commitments set out herein and in accordance with the terms of your contract with LSbp.

## Conflicts of Interest

Disclose any actual or apparent Conflict of Interest (“COI”) between personal and business interests, including using LSbp information and resources for improper gains.

COIs include potential or actual personal or political interests by way of a relationship, activity or obligation which are inconsistent or interfere in any way with the interests of LSbp or the duties and obligations owed to LSbp or appear to do so. In the event a COI exists, it must be disclosed to LSbp as soon as possible, and prior to engaging in the relevant activity where possible.

## Anti-Competitive Conduct

Prevent anti-competitive conduct, including any form of agreement, understanding or exchange of competitively sensitive information with competitors to fix prices, rig bids, allocate customers or restrict supply.

## International Trade Law

Comply with applicable international trade laws, including any sanctions restrictions or requirements. Ensure that products are properly classified and that import restrictions and export controls are complied with.

Accurate Books and Records and Support to Investigations

Ensure all transactions are properly documented and recorded in your books and that all records accurately, completely and fairly reflect all payments, expenses and transactions in reasonable detail and a timely manner.

Notify LSbp immediately if you have information or knowledge of any unrecorded or mischaracterised asset or fund, or any false, misleading, or artificial entry which directly relates to execution of any services or products provided to LSbp.

## Human Rights and Modern Slavery

Respect the human rights and dignity of all people, having regard to the guidance set out in the UN Guiding Principles on Business and Human Rights. Take steps to ensure there is no use of forced or compulsory labour, human trafficking, child labour, slavery or servitude in connection with your business activities.

## Protecting Confidential Information

Have effective protocols in place for securing and protecting LSbp information, including:

- i. Respecting the proprietary and intellectual property rights of LSbp.
- ii. Having information classification protocols and adopting industry best practices, on sharing, protecting and securing information
- iii. Observing all data privacy legal requirements on the collection, processing and transfer of LSbp personal data
- iv. Reporting any suspected or actual information security incidents that impact LSbp information or systems to LSbp, via the Speak Up Program or LSbp Legal Function as soon as practically possible

## Non-discrimination, Grievance Processes, and Freedom of Association

Provide a workplace which:

- Is free from harassment, intimidation, inhumane treatment and discrimination based on race, ethnicity, religion, national origin, disability, age, sexual orientation, gender or marital status
- Has mechanisms to allow workers to speak up or raise grievances without fear of retaliation
- Within the scope of the relevant local legal framework, respects individual choices on trade union or works council membership

# SPEAK UP PROGRAM

Lightsource bp promotes and supports Counterparty workforce and / or sub-contractors to speak up if they see something unsafe, unethical or potentially harmful.

Counterparties should feel free to utilise the options available within the Lightsource bp Speak Up program:



Your manager



A member of your Leadership Team



A Legal, HR, E&C or HSE colleague



Ethics inbox:  
[ethics@lightsourcebp.com](mailto:ethics@lightsourcebp.com)



Code Helpdesk  
a confidential, independent reporting tool

## No Retaliation

When you raise concerns about Misconduct, we will listen, take your concerns seriously, and address them appropriately. This may include conducting an investigation or taking other relevant business action. We do not tolerate retaliation against those who Speak Up in good faith or cooperate in an investigation.

Retaliation may include dismissal, demotion, suspension, threats/intimidation, exclusionary behaviour, or raising issues in bad faith. Concerns about retaliation should be raised using one of Lightsource bp's Speak Up channels so they can be promptly addressed.

## Confidentiality and/or Anonymity

All concerns raised through Lightsource bp's Speak Up channels will be assessed and maintained confidentially to the fullest extent possible, subject to "need-to-know" business practices and legal requirements.

You may Speak Up anonymously (where allowed by law) by going to the [Code Helpdesk](#) or scan the QR Code below.

