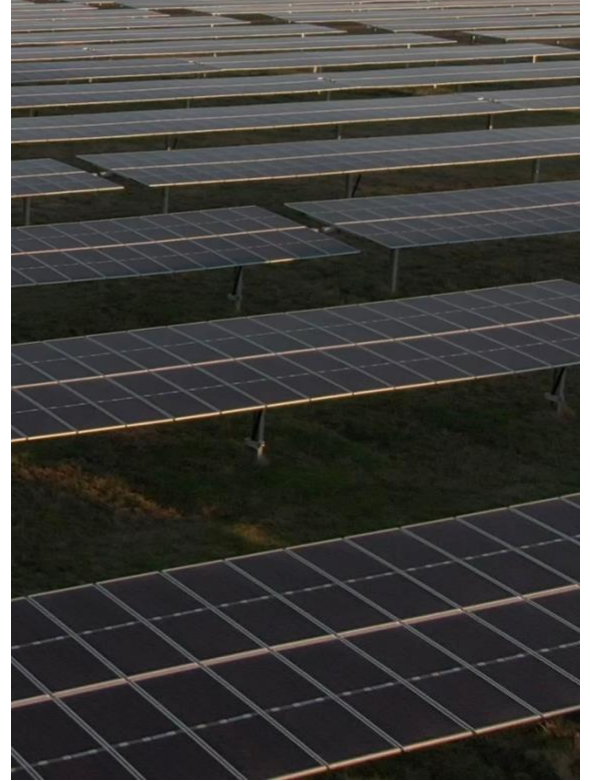




Invenergy

Anti-Corruption Policy

JUNE 2026



PREPARED BY:

Invenergy

Questions or concerns regarding this Policy should be directed to:

Invenergy LLC
Chief Compliance Officer
One South Wacker Drive, Suite 1500
Chicago, Illinois 60606
Compliance@invenergy.com | (p) 312-224-1400 | (f) 312-224-1444

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1.0 Policy Purpose

Invenergy LLC, its subsidiaries and affiliates (collectively “**Invenergy**” or “the **Company**”), is committed to conducting its business with integrity and complying with the highest compliance standards globally. This means rejecting all forms of bribery and corruption and complying with all applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act (“**FCPA**”) and other applicable anti-corruption regulations in the jurisdictions where Invenergy operates (hereinafter, “**Anti-Corruption Regulations**”).

The purpose of this Anti-Corruption Policy (the “**Policy**”) is to:

- Set out the principles and guidelines to ensure compliance with Anti-Corruption Regulations;
- Promote a high standard of integrity in line with the [Company's Code of Conduct](#);
- Promote accurate and transparent record-keeping; and
- Encourage the timely reporting of any actual or suspected violations of this Policy to the [Invenergy Hotline](#).

2.0 Applicability & Scope

This Policy applies to all Invenergy officers, directors, managers, and employees (“**Company employees**”), as well as to all contractors, agents, consultants, suppliers, vendors, partners, and other third parties with whom Invenergy does business and who receive training as to the Policy or are otherwise bound by it (“**Third Parties**”).

This Policy applies to any form of bribery or corruption, including any action performed or received in expectation of, or in exchange for, a favor or reward. This Policy applies equally to acts of corruption involving both the public and private sectors, whether actively or passively, prohibiting both the offering and delivery as well as the receipt of bribes or other prohibited benefits.

For the purposes of this Policy, the term *benefit* is broadly defined and includes not only monetary or economic incentives but also any advantage, favor, promise, gift, service, or other consideration that could improperly influence decision-making or create a conflict of interest. For the purposes of this Policy, any action undertaken with the intent of obtaining improper benefits or favors is referred to as a “**Prohibited Payment**”.

3.0 Policy Statement

A. GENERAL PROHIBITIONS AND REQUIREMENTS

1. MAKING AND RECEIVING PROHIBITED PAYMENTS

Company employees and Third Parties shall not directly, or indirectly through another person or entity, make a Prohibited Payment to a Public Official, or to a Family Member of a Public Official. This prohibition includes direct or indirect payments made through another person or entity. This prohibition also applies with respect to Private Parties and Third Parties.

In connection with business, Company employees and Third Parties shall not:

- Request Prohibited Payments directly or indirectly through another person or entity;
- Agree to receive or accept Prohibited Payments;
- Reward conduct that violates trust, impartiality, or honest and fair practices.

The mere offer, promise, or authorization of a Prohibited Payment, even if never completed, is sufficient to violate Anti-Corruption Regulations. This includes deliberate ignorance to avoid actual knowledge of a potential violation.

Reports of any Prohibited Payment can be reported to Invenergy Compliance or the Invenergy Hotline.

B. INTERACTIONS WITH PUBLIC AND PRIVATE PARTIES

Although the activities set forth below may, at times, be pursued lawfully, such activities are never proper if pursued with the intent to improperly influence the conduct of Public Officials or Private Parties. Company employees and / or Third Parties should be particularly sensitive to undertaking such activities when decisions affecting Invenergy or its business are under active consideration by Public Officials or Private Parties.

1. GIFTS AND HOSPITALITY

Company employees and / or Third Parties shall not offer, promise, authorize, or give Anything of Value, directly or indirectly, to any person or entity other than in accordance with this Policy.

As used below, concepts of value such as “modest” and “reasonable in amount” can vary between and among international and domestic jurisdictions based on prevailing cultural and economic standards and norms. Because the cumulative value of gifts, entertainment, meals, travel, or accommodations, or other items of value provided to an individual or entity over the course of a calendar year may give rise to the appearance of impropriety, Company employees and Third Parties should be mindful of the cumulative value of such items and the impression such value may convey.

Special caution must be exercised when dealing with Public Officials and their Family Members, as providing Anything of Value to such individuals may constitute a criminal offense under certain Anti-Corruption Regulations. Anyone offering a gift or hospitality as described below must be in coordination with Invenergy’s Government Affairs team or an internal lead in that market.

Gifts	<p>It may be customary in certain jurisdictions to give business associates small gifts from time to time. Company employees and Third Parties, however, shall not give gifts to Public Officials except where legally permissible under local Anti-Corruption Regulations and pre-approved by Invenergy Compliance. In the US, gifts to Public Officials are subject to the approval process outlined in the Government Affairs Activities Standards.</p> <p>Company employees and Third Parties may give non-cash gifts of modest value, such as Invenergy-branded promotional items, to Private Parties provided the giving of such gifts does not violate local laws and regulations.</p>
Meals	<p>Invenergy may host or pay for meals for Public Officials, provided:</p> <ul style="list-style-type: none">○ Company employees are present for the meal;

	<ul style="list-style-type: none"> ○ the cost of the meal is reasonable in amount and not extravagant; and ○ the meal is directly related to the promotion or explanation of Invenergy’s business and services, or to the performance of a contract.
Travel and Accommodation	<p>Invenergy may host Public Officials at events that require travel and accommodation, including airfare, local transportation, and lodging, provided that such travel and accommodation is:</p> <ul style="list-style-type: none"> ○ reasonable in amount and not extravagant; and ○ directly related to the promotion or explanation of Invenergy’s services or, to the performance of a contract; and ○ legally permissible in the jurisdiction.
Entertainment	<p>Invenergy may host Public Officials at sporting and cultural events such as concerts or other live performances, provided:</p> <ul style="list-style-type: none"> ○ Company employees are present at the event; ○ the total per person value of the entertainment is reasonable in amount; and ○ legally permissible in the jurisdiction.
Family Members and Guests	<p>Company employees and Third Parties may not provide gifts, meals, travel and accommodation, or entertainment to any Family Members or guests of a Public Official.</p>

2. POLITICAL CONTRIBUTIONS

Company employees cannot act on solicitation requests for political contributions on behalf of Invenergy without prior evaluations from Invenergy Compliance & Government Affairs teams. Company employees should review Invenergy policies to determine if political contributions are permitted in their jurisdiction. If a Company employee is acting solely in their personal capacity, they may not involve the use of any Invenergy funds or office space when making contributions to political parties or candidates.

In accordance with Invenergy’s Code of Conduct, please contact Invenergy Compliance at compliance@invenergy.com with any further questions.

3. CHARITABLE CONTRIBUTIONS

Charitable contributions may create compliance risks if made to improperly influence a Public Official. Therefore, Invenergy must be vigilant when evaluating requests for charitable contributions, particularly if suggested by a Public Official or a Family Member of a Public Official.

4. FACILITATION PAYMENTS

“**Facilitation Payments**” include unregulated expediting payments made to obtain permits, licenses, visas, or police protection, or to load and unload cargo.

Facilitation Payments are prohibited under this Policy. Any requests for facilitation payments must be brought immediately to the attention of the Hotline or Invenergy’s Chief Compliance Officer.

5. EXTORTION OR DURESS

Economic coercion occurs when a Public Official or Third Party wrongfully threatens adverse economic consequences, including but not limited to business denials, contract loss, or regulatory delays, unless a personal benefit or Anything of Value is provided. Economic coercion does not constitute extortion or duress. However, in case of imminent threat of physical harm or direct physical harm, if payments are requested, an exception may be permitted. All instances should be reported to the Hotline or Invenergy's Chief Compliance Officer as soon as possible and properly recorded in Invenergy's books and records.

C. THIRD PARTIES

Invenergy expects Third Parties to comply with all applicable laws and regulations, and employees must exercise caution—particularly when working with those providing services to Invenergy or engaging with Public Officials on its behalf—due to potential compliance risks.

Company employees should always be alert to any compliance concerns with a business transaction or Third-Party relationship and should be reported promptly to the Hotline or Invenergy's Chief Compliance Officer. Company employees must take the following appropriate steps to identify and reduce compliance risks, especially those involving Third Parties:

1. Conduct risk-based due diligence to assess the Third Party's qualifications; identify conflicts of interest or ties to Public Officials and uncover past corrupt or illegal conduct.

Ensure all agreements with Third Parties and Public Officials are: (i) in writing and include anti-bribery and corruption provisions tailored to the scope of the engagement. Agreements; (ii) strive to incorporate [Invenergy's Third Party Code of Conduct](#) or the concepts therein into commercial agreements and, when required, include a completed compliance certification by the Third Party and; (iii) ensure that all fees paid to Third Parties are reasonable and that no payments are made to Third Parties without receipt of a detailed invoice that fully and accurately describes the services provided and expenses incurred.

2. **Mergers, Acquisitions, and Joint Ventures**

In the context of mergers, acquisitions, and joint ventures, Company employees shall take the following steps, as may be appropriate under the circumstances, to identify and mitigate compliance risk as it relates to Third Parties with which Invenergy wishes to engage:

- A. Conduct pre-closing, risk-based, due diligence to determine whether the prospective Third Party has made corrupt payments or engaged in other improper conduct that would create compliance risk for Invenergy post-closing; and / or
- B. Seek appropriate representations, warranties, undertakings, and indemnities from the Third Party including those that provide assurance that the Third Party adheres to Anti-Corruption Regulations, and has affirmatively disclosed any such violations thereto; and
- C. Conduct post-closing due diligence or address any compliance concerns that could not reasonably be conducted or addressed pre-closing, and ensure as soon as reasonably possible that the newly-acquired entity or newly-created joint venture has a reasonably effective anti-corruption compliance program in place, which includes training.

D. RECORD KEEPING AND ACCOUNTING REQUIREMENTS

Invenergy requires all transactions to be recorded in a timely and accurate manner. Transactions must be accurately recorded in terms of amount, accounting period, accounting classification, and in accordance with Invenergy policies pertaining to accounting practices, prohibited means of payment, and maintenance and retention of records. Any information material to a transaction must be recorded. No transaction shall be conducted that requires or contemplates the making of false or fictitious entries or records in whole or in part.

4.0 Definitions

As used in this Policy, the following definitions apply:

- **Anything of Value:** This includes offers of employment, money, gifts, invitations, travel, vacations, and entertainment, shares in a company, charitable or political contributions, discounts on goods or real estate, scholarships or internships.
- **Economic Coercion:** Occurs when a Public Official or Third Party wrongfully threatens adverse economic consequences, including but not limited to business denials, contract loss, or regulatory delays, unless a personal benefit or Anything of Value is provided.
- **Effective Date:** The date when the Policy was published to the Policy location and made available to applicable individuals.
- **Facilitation Payment:** This is a payment (also known as a “grease payment”) made directly or indirectly to a Public Official to prompt the Public Official to perform or expedite a routine, non-discretionary act that the Public Official is otherwise required to perform as part of his or her ordinary duties.
- **Family Member:** A grandparent, parent, spouse, spousal equivalent, child, sibling, uncle, aunt, or cousin, including relations formed by marriage, unless otherwise defined in local laws, rules or regulations.
- **Prohibited Payments:** Payments, offers, promises, or transfers made with the intent to influence any official act or decision, induce the recipient to do or omit an act in violation of their lawful duty, secure an improper advantage, or use their influence with a government to affect or influence any government act or decision to obtain, retain, or direct business. These payments may take many forms beyond direct cash payments, including gifts, travel, entertainment, or other benefits.
- **Private Party:** Any private individual or organization with whom Invenergy engages in commercial, contractual, or business relationships.
- **Public Official:** For the purposes of this Policy, a Public Official is broadly defined as any individual, whether elected or appointed, who holds a legislative, administrative, executive, or judicial position in a government or governmental entity, at any level (national, regional, or local) including but not limited to:
 - Officers, employees, or representatives of government agencies, departments, or public institutions or agents of any corporate entity owned or controlled directly or indirectly by a Governmental Authority.

- Any foreign (non-U.S.) political party official or candidate for political office. Public officials includes officers, employees, representatives,.
 - Individuals working for, or acting on behalf of, state-owned or state-controlled enterprises.
 - Candidates for political office and members of political parties.
 - Officials or agents of international public organizations (e.g., the United Nations, World Bank).
 - Any person otherwise acting in an official capacity for, or on behalf of, a government or governmental authority.
 - For clarity, an individual may be considered a Public Official even if they are not formally employed by the government, such as consultants, contractors, or intermediaries performing governmental functions.
- **Third Party:** Any individual or entity with which Invenergy enters into a business relationship, including:
 - Any individual (other than Company employees) or entity engaged to (i) sell or seeks to sell goods or services to Invenergy, (ii) performs or seeks to perform services for or on behalf of Invenergy, or (iii) otherwise acts as an agent or representative for Invenergy, including but not limited to suppliers, vendors, service providers, attorneys, accountants, lobbyists, agents, consultants, brokers, advisors, and other individuals who Invenergy uses to conduct its business, or (iv) purchases products or services from Invenergy.
 - Any individual or entity with which Invenergy partners to jointly undertake a transaction or business venture for mutual profit, including a joint venture or partnership, or which is the object of a merger or acquisition undertaken by Invenergy.

5.0 Roles & Responsibilities

The following office(s), department(s), group(s) and position(s) are responsible for implementing this Policy and any of its associated procedures:

ROLE	RESPONSIBILITIES
Manager	<ul style="list-style-type: none"> • Review and approval of this Policy • Implementation, governance, and monitoring the effectiveness of this Policy.
Invenergy Legal & Compliance	<ul style="list-style-type: none"> • Chief Compliance Officer shall take reasonable steps to ensure that this Policy is followed, including monitoring and auditing to detect non-compliance, and to evaluate periodically the effectiveness of this Policy.

6.0 Non-compliance Statement

TRAINING

Company employees in key positions and/or those involved with Invenergy's international business operations shall receive periodic training on this Policy and on the FCPA. As part of the training, participants are also required to acknowledge their compliance with this Policy.

FAILURE TO COMPLY AND DISCIPLINARY ACTION

Violations of applicable Anti-Corruption Regulations can have severe consequences on a company's reputation and create difficulties in conducting future business, including with respect to a company's ability to contract with government authorities.

For Third Parties, Invenergy shall view any violation of this Policy or failure to report a violation as a significant matter that may warrant discontinuing the business relationship, up to and including immediate contract termination.

For Company employees, Invenergy shall view any violation of this Policy or failure to report a violation as a significant matter that warrants disciplinary action, up to and including termination of employment.

If you have any questions about this Policy or about whether your conduct or the conduct of others complies with this Policy, please contact Invenergy's Chief Compliance Officer.

REPORTING CHANNELS

If you have a reasonable belief that an employee has engaged in any action that violates any applicable law, or regulation, you are expected to immediately report such information on a confidential basis either to your manager, to the Legal Department, to the Human Resources Department or via the third-party Hotline, Ethicspoint. Ethicspoint is available at www.invenergy.ethicspoint.com 1-844-528-8659 and via the Invenergy intranet. All complaints will be treated confidentially to the extent permissible by law. No employee will suffer adverse employment consequences as a result of making a good faith complaint or taking part in the investigation of a complaint.

CONTACT INFORMATION

Questions or concerns regarding this Policy should be directed to:

Invenergy LLC
Chief Compliance Officer
One South Wacker Drive, Suite 1500
Chicago, Illinois 60606
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7.0 Changes to this Policy

This Policy may be reviewed annually and amended to comply with any changes to applicable laws or rules impacting the Policy.

Any changes to this Policy shall be notified to applicable parties for proper implementation following the adoption of any such changes.

employees may suggest changes to this Policy in response to new laws or regulations and/or business practices, as part of its continuous improvement. Any such suggested changes shall be sent to Invenergy Compliance to follow policy management best practices and receive review and approval from relevant parties.

