



Suppliers' Code of Conduct

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Relevant information of this Document

Document identification	Suppliers' Code of Conduct
Application of the Document	Global Qualitas Energy Structure
Document hereby repealed	N/A
Policies related to this Document	Code of Ethics and Conduct Internal Procurement Procedure
Responsible for the application of this Document	Board of Directors
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1. Objective scope of application

Q-ENERGY PRIVATE EQUITY S.G.E.I.C., S.A. (hereinafter, the "**Management Company**" or "**Qualitas Energy**"), is an alternative investment fund management company, acting both national and international. The main activity of the Management Company is the management of alternative investment funds', their investments as well as their activity and risks control and management.

2. Qualitas Energy

The Management Company is fully integrated in a structure led by Qualitas Energy brand, which is composed of alternative investment funds officially registered with the Spanish National Securities Supervisor (CNMV) (hereinafter, the "**Vehicles**"), of investee companies (hereinafter, the "**SPVs**"), of the subsidiaries incorporated abroad (hereinafter, the "**Subsidiaries**"), and of other entities that supply services based on management and advising on matters related to the financial market, specially focused on renewable energy (hereinafter jointly, the "**Qualitas Energy Structure**").

3. The Compliance System of Qualitas Energy

The Management Company has an independent and autonomous compliance system arising from an ethic culture which is promoted by the Board of Directors, and it's integrated into a set of internal policies and applicable national and European legislation that have been approved and adopted to reflect Qualitas Energy's commitment with the abovementioned culture and principles (the "**Compliance System**"). The Compliance System aims to comply with applicable national and international standards.

The Compliance System of the Management Company has as one its main components this Suppliers' Code of Conduct, which also is backed by an accession procedure that allows other entities belonging to Qualitas Energy brand get adhered to abovementioned Compliance System, of which this Suppliers' Code of Conduct (the "**Code**") is part of.

4. Statements and Commitments

Qualitas Energy is firmly committed to ensure that any supplier that enters in contractual relation with any of the entities of the Qualitas Energy Structure respects and is aligned with the ethical commitments of Qualitas Energy (hereinafter, as the "**Supplier**") set forth in this Suppliers Code of Conduct (hereinafter, as the "**Code**"). As part of their compliance with this Code, Qualitas Energy expects Suppliers to maintain appropriate records of their activity and to make these records available upon request from any authority.

The content of this Code may be subject to change due to regulatory changes, the implementation of improvements in internal policies or the need to adapt to new market circumstances. However, the current and updated version will be permanently available to anyone interested in the following link

<https://qualitasenergy.com/en/suppliers-code-of-conduct/>

4.1 Ethics

The Suppliers are obliged to always behave with the highest standards of integrity, responsibility and business ethic.

4.2 Human Rights

The Suppliers are required to respect the protection of Human Rights that are internationally accepted.

Qualitas Energy do not permit, the use of modern slavery or human trafficking and Suppliers will take steps to prevent such violations. Indeed, Qualitas Energy expects Suppliers to maintain processes to identify, manage, and prevent adverse human rights impacts that could arise from their operations. In particular and as minimum requirements, the Suppliers will at all times comply with:

- [OECD Guidelines for Multinational Enterprises \(MNEs\)](#),
- [UN Guiding Principles on Business and Human Rights \(UNGPs\)](#),
- [ILO Declaration on Fundamental Principles and Rights at Work](#),
- [International Bill of Human Rights \(IBHR\)](#)

4.3 Legislation and Criminal Risk Prevention

The Suppliers are required to respect all the legislation that might be applicable to them, as per the activity performed, at any time, and in any jurisdiction where they might be performing activities. In this regard, the Suppliers undertake to maintain and improve the internal and/or external systems that have been implemented to ensure regulatory compliance, with special emphasis on the prevention of criminal risks.

4.4 Labour Law

Qualitas Energy expects Suppliers to maintain an environment in which all employees are treated with the highest standards of respect and provide a safe and secure workplace for their employees that comply with the minimum safeguards under the applicable legislation. The Suppliers shall not be involved with any kind of forced or child labour.

In this context, no Supplier shall discriminate any person for gender, race, age, social origin, religion, nationality, sexual orientation, politic opinion, physic or mental disability, trade-union membership, etc. The Suppliers shall promote, within its area of influence, the equality of opportunities to all the employees.

The Suppliers shall respect the employees' rights to organise themselves collectively in accordance with the applicable legislation. When local laws and regulations set low standards but do not prohibit alignment with international standards that exceed local laws and regulations, Qualitas Energy expects from the Suppliers the application of international standards.

Qualitas Energy expects their Suppliers to reference the following international standards when developing their labour law policies:

- [UN Global Compact](#).
- [IFC Performance Standards on Labour and Working Conditions](#),
- [International labour standards on Child Labour](#)

4.5 Responsible Sourcing & Conflict Minerals

Qualitas Energy expects Suppliers of renewable energy technologies to remove [conflict minerals](#) from their supply chain. In addition to the removal of conflict minerals from their supply chain, the Supplier will responsibly source minerals, ensuring that procurement respects human rights, protects human and environmental health, combats forced labour, child labour and human trafficking and slavery.

The Supplier is expected to conduct supply chain due diligence on conflict minerals and responsible mineral sourcing in referencing at to the following standard:

- [OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. High-risk areas may be defined by areas of political instability and repression, and extensive violence.](#)

4.6 Health and Safety Commitments

The Suppliers shall with the aim of preventing accidents and injury in the company maintain the necessary measures to maintain health and safety in the workplace.

As a consequence, the Suppliers shall:

1. Grant that health and safety are non-delegable roles, and that they are taken on by senior management through transparent decision-making process; and are accepted and mainstreamed across the entire organisation.
2. Establish the appropriate learning and working training as a driver of change within the organisation, in the field of labour risk prevention.
3. Provide with the necessary resources and means to ensure compliance with the established safety standards.

4.7 Environmental Commitments

The Suppliers shall maintain an approach that promotes and protect the environment and promote the fight against the climate change.

In any case, the Suppliers shall comply with the environmental legislation that might be of application at any time. In this regard, the Suppliers shall additionally maintain minimum standards in order to, as the extent possible:

1. Minimise its negative environmental impact;
2. Contribute to recycling and reutilisation of materials;
3. Promote initiatives (including working training for the employees) that enhance the promotion of the environmental care;
4. Consider the environmental risks derived from their performance of their activities. Suppliers are encouraged to decarbonize their supply chain and work with Qualitas Energy on setting reasonable climate targets.

4.8 Duty of Privacy

The Suppliers shall treat as private/confidential any information related to the Qualitas Energy Structure that has been provided by any of the entities that make up the aforementioned structure, as well as any other information received in the framework of the agreement signed between Qualitas Energy and the Supplier and shall adopt sufficient security measures in accordance with General Data Protection Regulation 2016/679 for its protection.

The Suppliers shall adopt the adequate security measures to protect such information.

The Suppliers are committed to provide the entities that are part of the Qualitas Energy Structure with truthful, complete and accurate information, in any case.

4.9 Anti-Corruption and bribery, prevention of money laundering and terrorist financing and regulatory matters

The Suppliers commit to have themselves policies and procedures in place to prevent corruption, bribery and money laundering in line with the applicable laws and regulations in force in the Supplier's relevant jurisdiction. In particular and as minimum requirements, the Suppliers will at all times comply with the:

- [United Nations Convention against Corruption](#)
- [Global Programme against Money Laundering](#).

In this context, the Supplier confirms that it has no links whatsoever with the jurisdictions presented below:

- [High risk jurisdictions according to FATF-FATF \(blacklist\)](#).
- [High-risk jurisdictions according to FATF-FATF \(gray list\)](#)

4.10 Compatibility declaration

Subject to the compliance with relevant anti-blocking legislation, the Supplier declares that it is not and will not in the future do the following actions:

- (i) conducting business with or for a third person/entity, or in a country, included on any of the following lists: [the Office of Foreign Assets Control, US Treasury Department \("OFAC"\)](#), [the UK sanctions list maintained by the](#)

- [Foreign, Commonwealth and Development Office \(including the Financial Sanctions Implementation Office's consolidated list of financial sanctions targets\)](#), or [the consolidated list of EU sanctioned persons maintained by the European External Action Service](#); or
- (ii) engaging in any activity that would facilitate dealings with any of the "designated persons" (i.e., any person [on the list published from time to time on the Global Affairs Canada website](#)); or
 - (iii) directly or indirectly conducting any activity in any of the jurisdictions listed on the [Canadian sanctions website](#).

4.11 Conflict of Interests

Qualitas Energy and the Suppliers undertake to avoid any conflict of interest between them in the contracting process and thereafter. However, should conflicts of interest arise between them, they shall be managed in accordance with the Conflict of Interest Policy and related regulations included in Qualitas Energy's Compliance System.

5. Code review and approval

This Code must be approved by the Board of Directors of the Management Company, as well as any subsequent substantial modifications that may be introduced.

Notwithstanding the foregoing, the Compliance Department shall be authorized to make any modifications and/or corrections deemed pertinent, in order to keep this Code updated.

In addition, the Code will be reviewed periodically, and will be updated and/or modified, at least, in the following cases:

- a) When legal or regulatory changes occur that affect the provisions of this Code.
- b) At the proposal of the Compliance Department or the internal audit function, when it understands that there are aspects that could be improved in order to achieve the proposed objectives or to adequately adapt to the characteristics of the services offered by Qualitas Energy at any given time.
- c) At the proposal of the supervisory bodies