

AUGUST 14, 2023

# Fluence Code of Conduct & Ethics

VERSION 4.0



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## Dear Fluence Team,

At Fluence, our company Values are the foundation of everything we do. They define the work environment we want to have, the reputation we want to enjoy, and the way we make decisions. They are the basis of our company culture.

**RESPONSIBLE      AGILE      LEADING      FUN**

This Code of Conduct & Ethics is a reflection of our Values.

To live up to our Values, we must have a company grounded in ethical and compliant practices. Our investors, customers, suppliers, communities and fellow colleagues rightfully expect it from us, and we are right to expect the same principles from everyone with whom we do business.

Please read this Code of Conduct and Ethics and join me in embracing its principles. Together, with this common foundation, we are building the kind of company we all want to have.

Welcome to Fluence!

A handwritten signature in black ink, appearing to read 'Julian Nebreda', with a large, stylized flourish at the end.

**Julian Nebreda**  
President and Chief Executive Officer

# Message from Head of Ethics & Compliance

This Code of Conduct (or, the “Code”) serves as the centerpiece of Fluence’s overall Ethics & Compliance Program, and complements the other pillars of our robust Program, including various policies on specific topics, and training.

It is no secret that an effective Code of Conduct mitigates risk by reinforcing a culture of ethical decision-making. Our Code is designed to be accessible and to reflect the global voice and culture of our organization. Our Code is designed to be your one-stop shop, a readily available resource that you can easily locate and refer to when you need to be reacquainted with certain requirements, or wish to clarify what standards of behavior are expected.

As emphasized by the message from our CEO, our Code is aligned with our overall mission, principles, and the Fluence Values. Our Code is also aligned with our various Environmental, Social and Governance (“ESG”) and Sustainability goals and initiatives. Because there is a clear connection between compliance and long-term success, ethical decision-making also supports Fluence’s growth and financial results.

Every company has a unique risk profile and corporate culture. This Code creates uniform expectations that we can all understand and embrace. To be clear, however, Fluence is adaptive, and functional areas including Ethics & Compliance embrace continuous improvement, driven by inputs such as data. We periodically review and update this Code to reflect changes in our business and the external environment.

Fluence’s Ethics & Compliance function has a direct reporting line to the Board of Directors. Its activities are overseen by the Audit Committee. The Ethics & Compliance function is located within the Legal department, but it operates as an independent function within the Company to ensure that it is objective and free from undue influence.

Lastly, if you believe there is a compliance or ethical issue, we truly encourage you to speak up. Within this Code you will find information as to how to raise a legitimate concern (which can be done quickly and anonymously, and without fear of retaliation).

Thank you for your partnership.



**Miriam Lafuente**  
Head of Ethics & Compliance

# Our Values



## LEADING

At Fluence, we place a premium on leading. We are purpose-driven to lead: to lead our industry in growth and new product development, to lead the development of energy storage technology and to lead the transformation of the power grid. We drive change; we do not concede the leadership role to our competitors. To achieve that leadership position, Fluence and its people must earn the trust of our customers and communities.



## AGILE

At Fluence, we are agile. We adapt to the realities of our market and the challenges we face. We continuously learn and improve. To do that, we operate collaboratively with our fellow employees and customers, and we prioritize the things that deliver the highest value.



## RESPONSIBLE

At Fluence, we are responsible. To us, responsibility means a number of things: prioritizing safety, taking ownership of our actions, displaying an unwavering commitment to quality, and being honest, forthcoming and fair in everything we do.

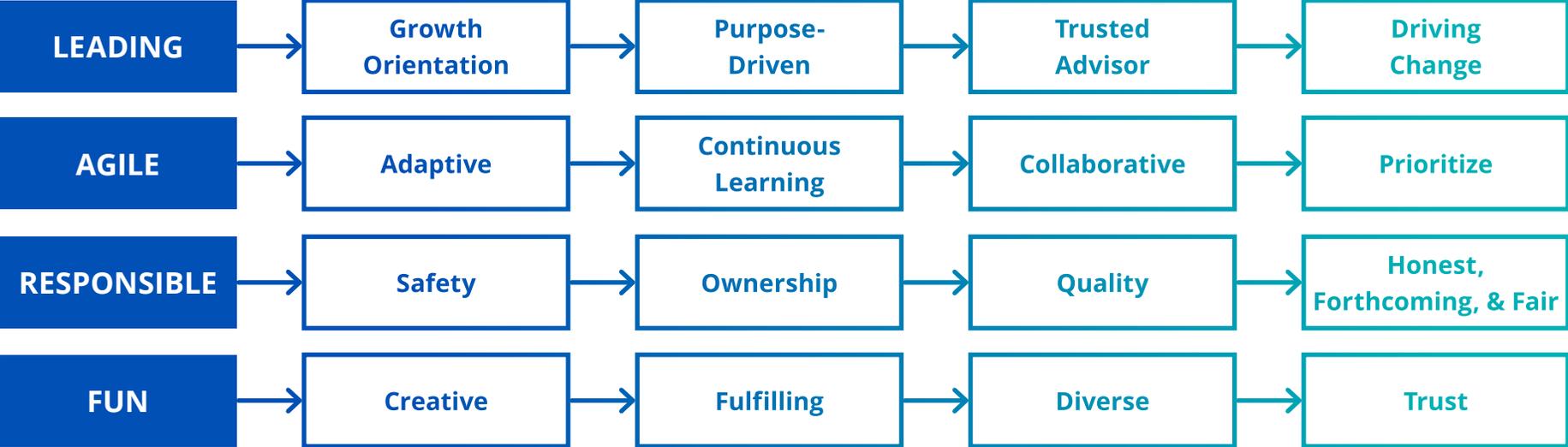


## FUN

At Fluence, we want our work to be fun. We enjoy our work and appreciate being part of a team that is making a difference. Fun means knowing that our daily work has a positive impact. We believe that a workplace that is diverse in backgrounds and views, supports respect for one another, creates trust in each other and fosters teamwork, is a fun workplace.

# Our Values

Fluence's Values provide a common framework for our decisions, actions, and behaviors in all of our business endeavors around the world. As you read this Code, you will see many ways that it echoes our Values.



# A Framework for Business

Ethical and compliant behavior is implicit in all of our Values. Fluence team members are encouraged to ask questions before acting and are expected to comply with our Values and this Code – business results are never more important than conduct consistent with our Values.

Fluence team members include all of our directors, officers and employees, everywhere in the world, including the personnel at all of our subsidiaries. This Code applies to all of us.

Notwithstanding anything contained herein, in the case of non-employee directors, compliance with this Code is subject to the provisions of our certificate of incorporation, bylaws and any stockholders agreement applicable to Fluence.

This Code explains the responsibilities that we have to each other, to our customers, to our business partners and suppliers, to our owners, and to our communities. This Code describes the standards of business conduct that govern our business dealings worldwide and highlights considerations that we should think about when making difficult business decisions.

It is not an answer guide - no written policy can anticipate every dilemma or provide the appropriate advice for every business situation. All of us have a responsibility to familiarize ourselves with the specific policies and procedures that apply to our various roles within Fluence. This Code does not cover every rule and obligation that applies to your job responsibilities.

## A GLOBAL COMPANY AND ADAPTIVE DECISION MAKING

Fluence seeks business opportunities in many different economic and political environments and does business in the context of a wide range of social and cultural customs and traditions.

This Code is intended to assist Fluence team members around the world with making difficult business decisions while remaining true to the spirit of our Values.

This Code is not intended to describe every business practice or answer every business question. Fluence team members are expected to consult applicable policies and procedures if they have questions about the topics embodied in this Code.

The following questions may be helpful in applying the letter and spirit of our Values when faced with a difficult business decision:

1. Are my intended actions legal?
2. Would I want to see my actions reported in the media?
3. Could I justify my actions to my friends and family?
4. How will I feel about my actions a few days from now?

We all share responsibility for the success and reputation of Fluence. Asking ourselves the right questions before we act will help us to do the right thing.

## WHAT HAPPENS WHEN A QUESTION OR CONCERN IS RAISED

Fluence team members who have questions about our Values or this Code, or concerns about illegal or unethical business conduct or questionable accounting, internal controls, or auditing issues, should contact their Manager, a Fluence Compliance Officer, or another appropriate Fluence leader.

Contacts to the Fluence Hotline may be made anonymously, and all efforts will be made to protect the confidentiality of anyone contacting the Fluence Hotline.

### Escalation Hotlines:

EthicsPoint represents the foundation of Fluence's escalation framework. Any escalation can be raised via the EthicsPoint Hotline.

The "Accounting Hotline" is Fluence's second escalation Hotline. Any issue concerning questionable accounting, internal accounting control or auditing matters can be raised here, instead of via EthicsPoint.

For additional information on the Accounting Hotline, please refer to the "Policies and Procedures for Complaints Regarding Accounting, Internal Accounting Controls, Fraud, or Auditing Matters" which can be found in Fluence's Document Management System ("DMS").

The Ethics & Compliance Department will respond to all requests for advice and will investigate all reports of improper behavior that are reported in sufficient detail. All efforts will be made to protect the confidentiality of anyone who submits a good-faith complaint and wishes to remain anonymous, consistent with applicable laws and the need to conduct an adequate review.

Fluence team members are required to cooperate with investigations of alleged misconduct and to be truthful and forthcoming during the course of such investigations.

Disciplinary measures and corrective action will depend on the specific circumstances of the violation. Actions contrary to law, our Values, this Code, or other corporate policies will be grounds

## WHERE TO GO FOR HELP

### ETHICSPPOINT HOTLINE (General Matters)

<https://secure.ethicspoint.com/domain/media/en/gui/54838/index.html>

U.S. / APAC / GENERAL

+1-844-869-8672.

- For service in English, press 1
- For service in Spanish, press 2

EMEA/ U.K.

+49(0)800-225-5288.

*At the English prompt please dial +844-869-8672.*

### ACCOUNTING HOTLINE

(Complaints about accounting, internal accounting controls, auditing matters or questionable financial practices)

[www.whistleblowerservices.com/fluence](http://www.whistleblowerservices.com/fluence)

+1-877-510-0138 or +1-402-516-5039.

*At the prompt, select the appropriate choice: (1-Report/Follow-up; 2-FAQs).*



for disciplinary action, up to and including termination, subject to local law and terms of any applicable collective bargaining agreement or other contract.

### **RETALIATION PROHIBITED**

Open communication is vital to the success of our Values. We are committed to maintaining a work environment where Fluence team members can ask questions, voice concerns, and make appropriate suggestions regarding business practices. Fluence will abide by all applicable laws that prohibit retaliation against those who lawfully submit complaints. We prohibit, and will not tolerate, any form of retaliation against any Fluence person for raising questions or concerns or making a good faith report of possible improper behavior.

### **OTHER FLUENCE POLICIES**

In some places, this Code of Conduct refers to separate company policies on particular subjects.

From time to time, Fluence may issue new policies as the need arises, such as document retention policies, social media policies, IT device policies, travel and expense policies, intellectual property assignment and reporting policies, or other policies that management determines to be in the interest of the Company and its employees. Local Fluence offices and organizations also may adopt local policies based on local laws, regulations and customs. Fluence people must understand and follow all company policies that are relevant to their area of work. If there is ever a conflict between this Code and another Company Policy, this Code takes precedence. See “Related Policies” section, below.

# Our General Principles

## SAFETY FIRST

We will always put safety first for our people, contractors, and communities.

Ensuring safe operations at our facilities is the cornerstone of our daily activities and decisions. We measure our success by how safely we achieve our goals.

We will strive to continuously improve our safety performance by sharing lessons learned and exchanging best practices. We will promote global safety initiatives to identify and reduce risks. Our safety practices must always come first.

A safe workplace includes a workplace free from violence and negative influences that can distract us from our responsibilities. We will not jeopardize our own safety or the safety of others by working while impaired by alcohol or drugs (prescription or otherwise).

Consult all safety manuals and safety policies that are applicable to your function or tasks assigned.

## COMPLIANCE WITH THE LAW

We will follow all laws, regulations and policies that govern our work. In some cases, our Values strive for a higher standard than what laws and regulations require. Laws and regulations may differ depending on the country or state in which we work, our country of citizenship or the Fluence business entity for which we work.

Because Fluence is a company based in the United States, some United States laws apply to Fluence business outside of the United States, for example United States anti-corruption laws and United States embargoes and sanctions against certain countries. Fluence team members must understand what laws apply to our business activities and should consult with Fluence legal counsel when in doubt.

## ETHICAL AND COMPLIANT BUSINESS PRACTICES ARE THE RESPONSIBILITY OF ALL FLUENCE PEOPLE

Throughout this Code you will see the term “Fluence people.” Ethics & Compliance is not only for Fluence’s employees. Fluence’s standards of conduct extend to our employees, consultants, contractors, officers, directors, vendors and suppliers, and our external agents, advisors and representatives of every kind.

## CORPORATE DISCLOSURE

The information in our public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable. To ensure Fluence meets this standard, the employees, directors and officers of Fluence who are involved with financial reporting, SEC filings, investor relations and public communications are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to Fluence,

commensurate with their duties. These persons are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about us to others, including our independent auditors, governmental regulators and self-regulatory organizations.

In addition, it is our policy to disclose material information concerning Fluence to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to information. Please refer to Fluence’s “Corporate Disclosure Policy.”

## **INSIDER TRADING**

Trading on inside information is a violation of federal securities law. Fluence people in possession of material non-public information about Fluence or companies with whom we do business must abstain from trading or advising others to trade in the respective company’s securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell or hold the securities in question. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal.

For additional information, please refer to Fluence’s “Insider Trading Compliance Policy” which is available in DMS.





## Respectful Workplace

Our ability to create teams that bring together different geographic, ethnic, cultural and professional backgrounds gives Fluence a unique advantage in the marketplace. We take pride in the diversity of our global workforce and will abide by laws that prohibit discrimination everywhere that we do business.

We will act in accordance with the highest standards of professional conduct and treat each other with respect and dignity. Fluence leaders and Managers have a special responsibility to foster a workplace environment that supports honesty, integrity, respect and trust.

We are committed to fair employment practices everywhere we operate. As a company, we respect the rights of every individual and abide by the employment laws in the markets where we operate.

Our commitment to having fun through work makes Fluence an exceptional company. We recognize that working together to make a difference for our stakeholders makes work fun, fulfilling and exciting. We care about working for a company where we can be proud of our achievements, and when this is not the case, we will change the way we do things.

### **DISCRIMINATION AND HARASSMENT PROHIBITED**

The diversity of our employees is a tremendous asset. We provide equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind. Abusive or violent behavior, unwelcome sexual advances and similar behavior that creates a hostile or unwelcoming workplace are prohibited. Similarly, any derogatory comments or employment related actions or decisions based on race, color, creed, religion, national origin, ancestry, sex, age, physical or mental disability, marital status, pregnancy, genetic information, sexual orientation, gender identity, or veteran or military status – where such veteran or military status is protected by law – are prohibited.

### **RESPONSIBILITIES OF FLUENCE TEAM MEMBERS**

Each of us is responsible for incorporating our Values into our work and our business decision. Our stakeholders and our fellow Fluence team members will judge us by our actions, not our words. Fluence team members who in good faith seek advice, raise concerns, or report improper behavior are doing the right thing.

## **ADDITIONAL RESPONSIBILITIES OF FLUENCE MANAGERS**

Fluence Managers are expected to lead by example, to demonstrate a commitment to our Values, and to act with the highest standard of integrity.

If you are a Manager, you will be especially responsible for promoting Ethics & Compliance, including ensuring that all employees under your supervision are aware of the Fluence Values, the standards set forth in the Fluence Code of Conduct, and any applicable legal requirements relevant to their duties and functions. In addition, Managers are expected to maintain a work environment that encourages open communication, and the reporting of any concerns. Lastly, you must promptly report any discovered or received issue or escalation to the Fluence Ethics & Compliance Department.

## **EQUAL OPPORTUNITY EMPLOYER**

Fluence is an equal opportunity employer and does not discriminate on the basis of race, color, creed, religion, national origin, ancestry, sex, age, physical or mental disability, marital status, pregnancy, genetic information, sexual orientation, gender identity, protected veteran or military status, or any other consideration not related to the person's ability to do the job or otherwise made unlawful by federal, state or local law in the following employment practices, among others: recruiting, hiring, placement, transfer, promotion, demotion, selection for training, layoff, termination, shift assignment, determination of service, rates of pay, benefit plans, and all forms of compensation and other personnel actions.



# Anti-Corruption and Anti-Money Laundering

## I. PURPOSE AND SCOPE

As part of our commitment to uphold our Values and act with integrity, Fluence strictly prohibits corruption in any form, including giving or accepting bribes, even if this prohibition results in Fluence losing a business opportunity. Corruption is the abuse of a position of power for personal gain.

Fluence is committed to complying with the anti-corruption laws of every country in which we operate. As a multinational company, Fluence and its subsidiaries are subject to a number of anti-corruption laws and regulations. In particular, as a corporation based in the United States, Fluence is subject to the United States Foreign Corrupt Practices Act (“FCPA”). Many of these anti-corruption laws prohibit bribing of both government officials and private parties and provide stiff criminal and civil penalties for violations. As a company, Fluence can face significant fines and may be precluded from doing business with government entities. Individuals who violate these laws may be held criminally liable and sent to jail.

As an employee, these guidelines apply to you, irrespective of your global location. In addition, temporary workers, contractors, consultants, agents, representatives, and all others who perform Fluence work are required to ensure that their actions on behalf of Fluence meet the same high standards of integrity expected of Fluence people. Violation of this Code of Conduct or relevant anti-corruption laws will result in discipline by Fluence, up to and including termination of employment.

## II. TYPES OF PROHIBITED CORRUPTION

Fluence and its employees and agents are strictly prohibited from, either directly or indirectly, offering or giving anything of value to anyone – including government officials or private commercial parties – to improperly influence any governmental or private business decision.

Fluence employees are also prohibited from requesting or accepting anything of value from current or prospective business partners in exchange for Fluence business or other favorable treatment.

### A. Bribery of Government Officials

Fluence strictly prohibits the Company, its officers, directors, employees and third-party agents from giving, offering, promising, or authorizing the giving of anything of value to a government official with the intent to improperly influence any official act or decision in order to obtain or retain business or secure an unfair business advantage for Fluence. This prohibition should be interpreted broadly.

The following concepts are essential to understand the scope of this prohibition.

### “GIVING, OFFERING, PROMISING OR AUTHORIZING”

Fluence people are prohibited from giving, offering, promising or authorizing bribes both directly and indirectly by another person or company acting on behalf of Fluence.



Fluence people may not authorize a third party (such as a contractor, consultant or supplier) to bribe a government official, make payments to a third party knowing that the third party will likely use those funds to bribe a government official, or otherwise permit a third party to bribe a government official on Fluence's behalf. Note the definition of government official in the section of this Code entitled "Providing Benefits to Government Third Parties."

You cannot ignore warnings signs of corrupt behavior. You must take action if you have knowledge or information indicating that there is a reasonable probability that a Fluence person or third party acting on behalf of Fluence intends to bribe a government official. Such actions should include alerting the Fluence Ethics & Compliance Department or the Fluence Hotline.

It is a violation of this Code of Conduct to give, offer, promise or authorize a bribe, even if:

- The bribe is not actually provided.
- The government official rejects the bribe.
- The bribe fails to bring about the intended outcome.
- The identity of the recipient is unknown.

#### **"ANYTHING OF VALUE"**

Anything of value is broadly defined to include money, goods, services and intangible benefits, including but not limited to the following examples:

#### **MONETARY BENEFITS**

- Cash (including sham "consulting fees," "commissions" or "per diems")
- Cash equivalents such as gift certificates
- Payment of expenses or debts
- Loans or loan guarantees
- Political donations or charitable contributions

#### **GOODS AND SERVICES**

- Gifts (including gifts to family members)
- Entertainment and hospitality, including meals
- Travel and lodging
- Discounted or free services
- Home improvements
- Use of vehicles or vacation homes

## INTANGIBLE BENEFITS

- Employment opportunities for the official or his/her family members
- Opportunities to do business with Fluence
- Invitations to attend exclusive events

It may be permissible to incur certain expenses in connection with the legitimate promotion of the Company's services. Such expenses are discussed more fully below in the section on "Expenses" in this Code of Conduct.

## "IMPROPER INFLUENCE"

Improper influence means an intent to induce a government official to misuse his or her official position; for example, to wrongly direct business to the bribe payer, to obtain a permit or license, to secure passage of preferential legislation or regulations, or to induce the government official to fail to perform an official function.

## "OBTAIN OR RETAIN BUSINESS"

Obtain or retain business includes both the award of new business, such as winning a government contract or concession, as well as the retention of existing business, such as renewal of a contract or avoiding contract termination. It also includes influencing the procurement process, gaining access to non-public information, and government action to prevent competitors from entering a market.

## "UNFAIR BUSINESS ADVANTAGE"

An unfair advantage exists when a business favor or preferential treatment is exchanged for a bribe, such as favorable tax treatment, reduction or elimination of customs duties, circumvention of the rules for importation of products, exemptions from government laws or regulations, influencing the adjudication of lawsuits or enforcement actions, or prevention of some government action (such as a fine or penalty). An advantage may exist even if a bribe payer would have won government business even without payment of the bribe.

### B. Commercial Bribery in the Private Sector

Corruption may occur when dealing with commercial partners as well as government officials. As a result, these principles apply to the Company's dealings with counterparties in the private sector as well as the public sector.

Fluence prohibits the Company, its officers, directors, employees and third-party agents from giving, offering, promising, or authorizing the giving of anything of value (including the items described above) to a commercial party or other private person with the intention of inducing that person to breach an expectation that the person will act in good faith, impartially, or in accordance with a position of trust (such as in awarding or retaining a contract, providing favorable terms in a transaction,



disclosing confidential or proprietary information, or providing other business advantages) in any way connected with Fluence business.

### **C. Kickbacks**

Fluence officers, directors, employees and third-party agents are expected to act in the best interests of the Company at all times. Such Fluence people are prohibited from accepting or requesting anything of value (including the items described above) from a current or prospective business partner in a manner that compromises business judgment, such as in exchange for Fluence business or other favorable treatment. Fluence people may not accept anything of value offered by a third party during or after the course of a commercial selection, bidding process, negotiation, or any other business decision relating to the third party if acceptance would create an appearance of improper influence or could appear to affect the business decision.

### **D. Anti-Money Laundering**

Money laundering is the process of disguising the nature and source of money connected with criminal activity – such as bribery, terrorism, or drug trafficking – by integrating dirty money into the stream of commerce so that it appears legitimate or its true source or owner cannot be identified.

Fluence will conduct business only with reputable third parties who are involved in lawful business activities and whose funds are derived from legitimate sources. We do not facilitate money laundering, terrorist financing, drug trafficking, or the violation of economic or arms embargoes. We expect all our third-party





suppliers to comply with all applicable anti-money laundering laws, including those related to anti-corruption, anti-terrorism and economic sanction and anti-boycott laws.

All of Fluence's customers, consultants, and third-party intermediaries must be willing and able to comply with the transparency requirements defined in the applicable anti-money laundering legislation. Almost all countries worldwide have specific anti-money laundering laws that oblige a broad range of entities to prevent money laundering via business transactions with them. The requirements differ among countries and also vary depending on the business type of the entity. The Company, but also individuals are held accountable for violations of anti-money laundering laws. All Fluence people must abide by applicable anti-money laundering laws designed to detect and deter suspicious forms of payment or customers or other transactions that could involve money laundering. To avoid problems in this area, Fluence people must be attentive to and report suspicious behavior by customers, consultants and third parties. Fluence people must also follow all accounting, recordkeeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

### **III. EXPENSES**

#### **A. Permissible Expenses**

Subject to the limitations described herein, it is permissible under this Code of Conduct to incur proper expenses that are directly related to the promotion, demonstration, or explanation of Fluence's services, or are related to the execution or performance of a contract.

Any such expenses must be reasonable, occasional, appropriate, permitted under local law, and properly documented in Fluence's financial records (including reimbursement forms and payment request forms).

Invitations of business partners (excluding government officials) up to a value of \$75 (USD) executives of a business partner) are acceptable. Such invitations, if limited to two occasions annually in relation to the same invited individual, shall be deemed to be reasonable and appropriate provided they are made in compliance with applicable law.

As a general rule, nothing of value may be offered, promised, or granted to a government official. In exceptional cases business courtesies of small value, e.g. marketing material, giveaways of

small value, refreshments, or snacks may be extended. In case of doubt, this case shall be documented and confirmed by the Fluence Ethics & Compliance Department. Any exceptional invitation involving a government official needs to be documented and confirmed by the Fluence Ethics & Compliance Department.

If you have any questions about whether an expense is permissible, ask your Manager or the Fluence Ethics & Compliance Department for guidance in advance.

### **B. Limited Exception for Threats to Health and Safety**

We put safety first. If you or another person is physically threatened, this Code recognizes a limited exception for payments made in response to extortionate demands under imminent threat of physical harm. If a payment is made to protect health and safety, it must be reported as soon as practicable to the Fluence Ethics & Compliance Department and be accurately recorded in the Company's financial records to reflect the amount and purpose of the payment.

### **C. Facilitation Payments**

Facilitation payments (sometimes referred

to as "expediting" or "grease" payments) are small payments to low-level government officials intended to speed up or secure performance of a routine, non-discretionary government action, such as processing a visa, clearing customs, or issuing a license or permit. Facilitation payments are unlawful in most countries where Fluence does business. Facilitation payments are strictly prohibited under this Code of Conduct.

### **D. Financial Recordkeeping**

Fluence is required by law to maintain financial and accounting records that accurately and fairly reflect all transactions and assets in reasonable detail. This recordkeeping requirement applies to all transactions regardless of value, not just those that may be material to the Company's financial statements or regulatory filings. The requirement includes proper maintenance of all forms required for processing payments (including reimbursement forms and payment requests forms), attachments and backup used to justify payment or reimbursement requests, and classifications of payments.

It is never appropriate to falsify or mischaracterize transactions in the Company's financial records. No undisclosed or

unrecorded fund or asset (also known as “slush funds”) may be established or maintained for any purpose.

#### **IV. THIRD PARTIES**

Fluence people are prohibited from asking an intermediary to do something that is not allowed under the law or any relevant Fluence policies.

Fluence people must take particular care when dealing with third parties—such as agents, consultants, representatives, and joint venture partners—who will interact with government officials or commercial parties on behalf of Fluence. Fluence could be held responsible for a bribe made by a third party working on behalf of Fluence.

We take active measures to prevent bribery by others conducting business on our behalf, including conducting thorough due diligence, and obtaining confirmation that demonstrates a commitment to our anti-corruption framework or a comparable equivalent and obtaining confirmation that demonstrates a commitment to anti-corruption.

From time to time, Fluence will issue and update more detailed policies concerning export controls, trade sanctions and anti-boycott activities. Such policies will establish procedures for assessing potential third party business partners, including but not limited to consultants, agents, construction contractors, customs

brokers and freight forwarders, lobbyists, joint venture partners, and merger and acquisition targets.

Fluence people responsible for managing third parties must be alert for signs—“red flags”—that the third party may be making improper payments to government officials or commercial parties. Whenever red flags appear, it is the responsibility of each Fluence person either to make additional inquiries or to refer the matter to a supervisor or the Fluence Ethics & Compliance Department, as appropriate.



## Red flags that may appear during the course of a business relationship include, for example:

**TIES TO THE GOVERNMENT** – the business partner has close personal or family ties to a government official that the partner is seeking to influence to act in favor of Fluence.

**SUSPICIOUS STATEMENTS** – the business partner states that he or she can “get the business” or “make the necessary arrangement” but refuses to explain how he or she intends to do so.

**INADEQUATE DOCUMENTATION** – the business partner refuses to provide adequate invoices or provides suspicious invoices.

**UNUSUAL REQUESTS** – the business partner makes requests for payments, compensation, or delivery that are inconsistent with the contract or are otherwise unusual.

**MISREPRESENTATION** – the business partner made misrepresentations during the contract formation period on any issue, such as identity, capabilities, etc.

## V. RESPONSIBLE SUPPLY CHAIN

Suppliers are an essential part of our value chain. We select suppliers based on objective factors like quality, reliability, and price.

We hold our partners in the supply chain to the same high level of integrity that we expect from our own team members. At a minimum, we expect suppliers to:

- comply with all applicable laws,
- prohibit corruption,
- respect basic human rights of employees,
- comply with laws prohibiting modern slavery (including child or forced labor)
- take responsibility for the health and safety of their employees,
- act in accordance with applicable statutory and international standards regarding environmental protection, and
- promote compliance among their suppliers.

As a global company, Fluence aims to conduct its business in a way that upholds human rights, including the work that we engage in with external partners. To help ensure compliance in our supply chain, our vendors must sign our “Code of Conduct for Fluence’s Suppliers and Third-Party Intermediaries.” To help ensure compliance in our supply chain, our vendors must sign our “Code of Conduct for Fluence’s Suppliers and Third-Party Intermediaries,” that sets forth explicit obligations for our suppliers and emphasizes our expectation that our suppliers will promote compliance in their own supply chain as well as adhere to any applicable laws and regulations.



# Gifts and Entertainment

## I. GENERAL GUIDELINES

All benefits to and from third parties must be in accordance with local law and this Code. Benefits must not be provided or received in exchange for an improper advantage, for the purpose of obtaining or retaining business, or an unfair business advantage for the Company, and must not create the appearance of bad faith or impropriety.

Regardless of whether you are an employee who intends to offer or grant a third-party gift or hospitality, or are the potential recipient of such a benefit from a third party, the benefit must comply with the following requirements:

- The benefit must be permitted by local laws, regulations and policies.
- It must not be provided or received in exchange for an improper advantage.
- The nature, value and frequency of the benefit must be appropriate to the occasion on which it is given and to the position and circumstances of the recipient.

- The benefit must be provided or received in a transparent manner – that is, it must be visible and auditable.

The following questions, which employees should ask themselves before providing or accepting gifts or hospitality, are helpful:

- Is the benefit in the Company's interest?
- Does it comply with our Company values?
- Is it legally permitted?
- Am I prepared, if necessary, to be held responsible for this benefit?
- Does it comply with the other Company's policies or values?

Allowing third parties to bring personal guests to meals or events increases the lavish nature and appearance of the benefit; therefore, it is discouraged. Whenever possible, it is advisable to schedule business meals immediately following meetings to minimize the likelihood of a third party unexpectedly bringing a personal guest.

## II. PROVIDING BENEFITS TO GOVERNMENT THIRD PARTIES

The expectation of Fluence is that benefits to government officials will be kept to a minimum.

“Government official” includes all officers, employees, agents or representatives, regardless of seniority, of any:

- Government agency or department at any level, whether national, regional, or local.
- State-owned or controlled enterprises, even if they appear to be involved in a nongovernmental commercial business function, such as a state-owned energy company.
- Public international organizations such as the United Nations or World Bank.
- Representatives of political parties, party officials, and candidates for public office.

Any person who is acting in an official capacity for any of these entities, such as a private consultant engaged by a government agency (e.g., a private consultant engaged by the Ministry of Land to conduct an environmental impact assessment) may also be considered a government official.

Providing gifts or hospitality to a government

official or public sector employee is generally prohibited and punishable by law, or at least subject to strict legal restrictions.

Particular care must be taken to ensure that the nature, scope and frequency of benefits offered to individuals from these target audiences are appropriate and transparent and the benefits are permissible according to local laws, regulations, and the applicable code of ethics (or comparable guidelines) of the government entity. Meals may be permissible in some cases but are often limited by specific a specific dollar amount and in no case may be extravagant or lavish. Some government agencies prohibit all meals and even the provision of coffee or snacks.

The complexity of the US legal and regulatory environment makes it especially difficult to know what (if any) benefits a government official/employee may accept:

- U.S. Federal government employees have specific guidelines that prohibit them from accepting any individual meal over \$20 or \$50 USD cumulative benefit from one source in a calendar year.
- Foreign government employees are subject to their country’s own laws and regulations and the policies of their specific company. Additionally, the



Foreign Corrupt Practices Act (“FCPA”) applies when working with these customers. The FCPA has no dollar threshold, so even minimal gifts and hospitality activity with foreign government employees must be carefully evaluated.

- Other government agencies in the U.S. (i.e. state, local, municipal) have their own policies regarding gifts and hospitalities. These regulations vary extensively among organizations, so caution is advised.

You should exercise additional care when dealing with individuals or entities who are associated with evident material red flags (for example, if such individuals or entities appear on restricted party lists, are the subject of derogatory media, or are designated as Politically Exposed Persons (“PEPs”)). Such individuals or entities may be subject to broad restrictions or prohibitions. Please contact the Ethics & Compliance Department if you have questions or concerns.

### III. GIFT CARDS AND CASH

The giving and receiving of cash or any cash equivalents to/from third parties is prohibited, irrespective of global function or location. The exchange of gift cards and gift certificates with third parties is generally prohibited. Very limited exceptions for gift cards and gift certificates may be approved on a case-by-case basis by the Fluence Ethics & Compliance Department, depending on the size and circumstances of the business gift.

### IV. ENTERTAINMENT, TRAVEL, LODGING

Invitations to entertainment events and in most cases, the payment of third-party travel and lodging costs, must be approved by the Fluence Ethics & Compliance Department in advance. Entertainment includes activities hosted by an employee such as golf outings, sporting events and concerts. Meals without additional entertainment elements are not considered entertainment.

#### Entertainment

Reasonable meal and entertainment expenses made to establish and maintain appropriate business relationships are permitted so long as:

- The entertainment has a valid business purpose. For example, it should be directly connected to a related business meeting or should be used as an opportunity to promote or discuss Fluence business.
- The value of the entertainment is reasonable. The entertainment must not be excessive or lavish, so frequent as to allow the impression that the entertainment is intended to influence the recipient, or of a kind that might otherwise prove embarrassing to Fluence.
- The recipient is permitted to accept the entertainment under local law. In many countries, local law places limits or restrictions on what public officials may accept.

- All entertainment expenses are supported by receipts as required by applicable Travel and Expense policies and accurately recorded in Fluence's financial records.

### Travel and Lodging

From time to time, guests may be invited to visit Fluence's facilities or events sponsored by Fluence. Fluence permits the payment of certain travel and lodging expenses for business guests so long as:

- ✓ It is for a legitimate business purpose.
- ✓ The travel and lodging are reasonable in nature and amount and not lavish.
- ✓ All associated meals and entertainment are reasonable and proportional.
- ✓ Attendance at business activities is mandatory.
- ✓ No family members or friends of the invitee are traveling at Fluence's expense.
- ✓ No side-trips that are unrelated to the demonstration of the Company's services are planned.

- ✓ No per diems or other cash is provided.
- ✓ The travel and lodging are supported by receipts and promptly and accurately recorded in Fluence's financial records.

All proposed travel and lodging expenses must be approved by the employee's Manager prior to being offered or received. All proposed travel and lodging expenses for **government officials** must be approved by the employee's Manager and the Fluence Ethics & Compliance Department prior to being offered.

It may also be appropriate to accept travel and lodging costs from a third party in certain cases. An employee who is offered this type of benefit must first consult with his/her Manager before accepting any travel or lodging costs from a third party.

### Government Invitations - Value Disclaimer

When hosting a widely attended event, it may be acceptable to invite government officials / employees. However, the disclaimer noted here must be included on the invitation and be posted at the event.

### DISCLAIMER FOR GOVERNMENT INVITATIONS

Fluence is committed to compliance with and adherence to government agency and private sector employer restrictions when offering and/or accepting gifts or hospitality. The estimated value of benefits you will receive from Fluence will be approximately \$(x). In accepting this invitation, you confirm that this offer is compliant with all policies, regulations and/or laws applicable to employees of your organization.

## V. ACCEPTING BENEFITS FROM THIRD PARTIES

When considering accepting a benefit from a third party, the same guidelines as providing benefits should be adhered to, as outlined in previous sections of this Code of Conduct. Any situations not specifically listed should be brought to the employee's Manager's attention for consultation. Additionally, special considerations may apply for procurement personnel and others involved in making or influencing purchasing decisions.

Lavish gifts may create the appearance of impropriety. Individual departments or governance areas may implement more restrictive guidelines related to acceptance of benefits by their employees. When in doubt, always consult your Manager. Note, Manager or Compliance Officer consultation notes and approvals should be retained by the employee in their local files.

## VI. EXCLUSIONS

The guidelines described herein do not apply to internal events only involving Fluence personnel, including spouse/partner/family members of those personnel.





# Lobbying, Charitable Contributions and Political Donations

## I. LOBBYING

### Definition of Lobbying

Certain interactions with government officials and their staff, whether by a Fluence person or a third-party acting on Fluence’s behalf, may be considered “lobbying.” Lobbying includes circumstances where a Fluence person or a third-party acting on behalf of Fluence (such as an attorney, consultant, or contractor) communicates with a governmental official or a government staff member to represent Fluence’s views on legislative, regulatory, or public policy matters.

Lobbying plays an important part in our efforts to inform governmental bodies about regulatory and legal matters that affect our business. Lobbying, however, is also an activity that, in the United States and certain other countries in which Fluence does business, is regulated by national, state and local laws in order to prevent abuses. Consequently, a Fluence person

who spends a portion of his or her time engaging in lobbying activities on behalf of Fluence or who retains an outside lobbyist to engage in lobbying activity on behalf of Fluence, must report it to the Fluence Ethics & Compliance Department, prior to engaging in the lobbying activity, as it may trigger a variety of legal and regulatory requirements for Fluence, including registration and reporting obligations.

### Engaging Outside Lobbying Services

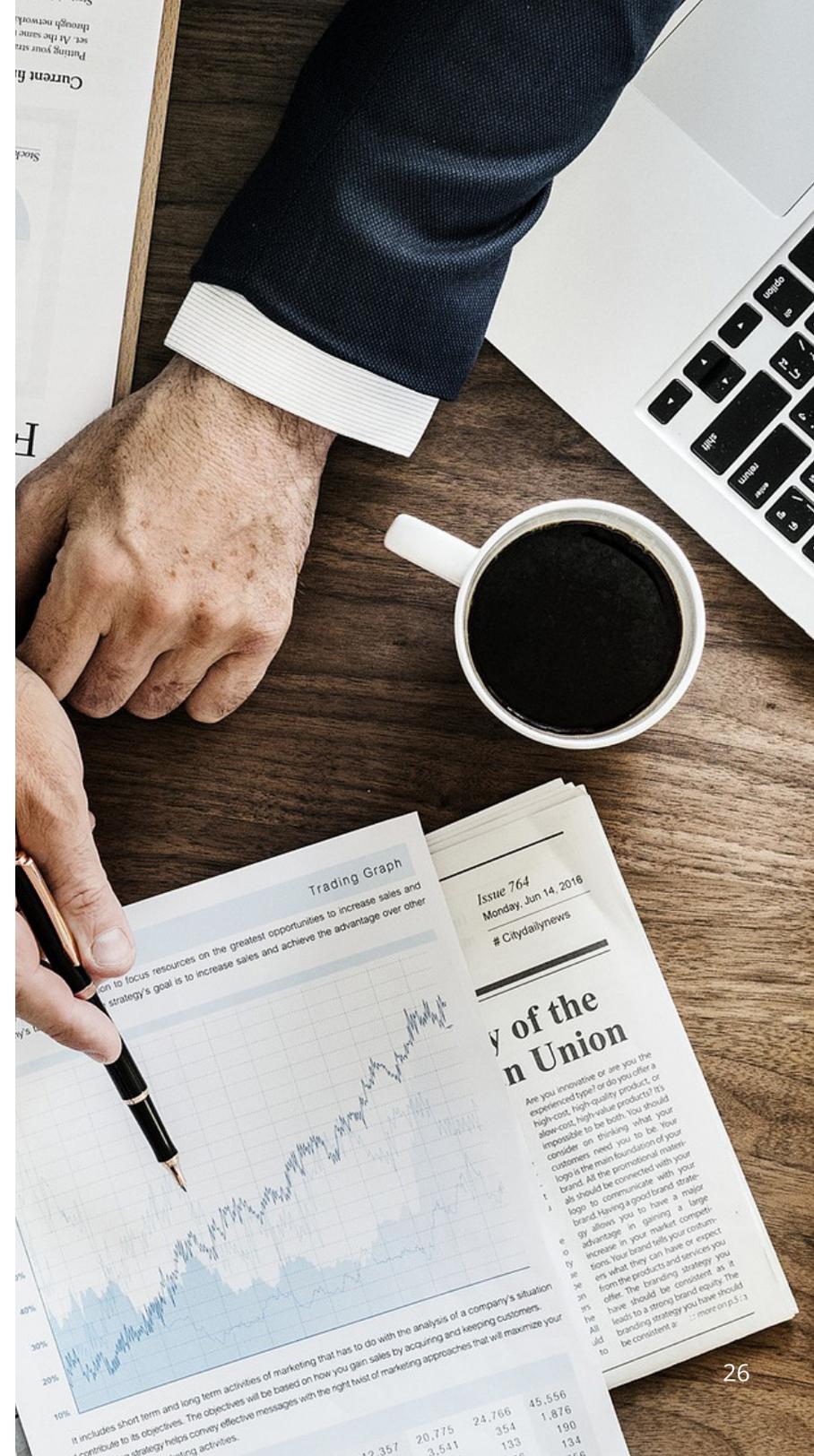
- Business integrity is a key standard when selecting and retaining third parties to represent Fluence. We should consider only reputable and qualified individuals and entities as lobbyists, and ensure that the compensation to be paid is reasonable for the services provided.
- The hiring of third parties to engage in lobbying activities on behalf of Fluence is subject to Fluence’s contract compliance review process. Fluence people are required to conduct

reputational due diligence on all individuals and entities to be engaged on behalf of Fluence and to obtain written approval of the engagement from Fluence's Head of Ethics & Compliance and CEO.

- In addition, depending on the facts and circumstances, Fluence people may be required to obtain a written legal opinion of outside counsel prior to engaging such individuals or entities to confirm that the proposed lobbying services comply with all applicable legal requirements, including applicable registration and reporting requirements. Please consult with the Fluence Ethics & Compliance Department as to whether or not a legal opinion is required for a particular engagement. **It is important to note that contact with U.S. governmental official by non-U.S. citizens may require registration under the Foreign Agents Registration Act.**
- Finally, all lobbying work must be performed pursuant to a written contract which contains appropriate contract compliance language. In addition, the lobbyist must sign a certification that states that the lobbyist agrees to abide by the guidelines described in Fluence's various policies, which includes this Code of Conduct.

## Fees and Payments

The fees for all lobbying engagements should be commensurate with the fair market value for such work and should not include any success or contingency fees. All payments to lobbyists and all expenses incurred by lobbyists in connection with their efforts must be fully documented (this requirement applies equally to Fluence people acting as lobbyists on Fluence's behalf). Fluence people should be mindful of unusual requests by a proposed lobbyist such as requests for payment to third-parties, payments to banks outside the country where the lobbyist is engaged, and payments in currency other than that of the country where the lobbyist is engaged.



## Entertainment

Entertainment involving lobbyists must be appropriate and not lavish, consistent with this Code and permissible under U.S. Foreign Corrupt Practices Act (“FCPA”) and local law. In carrying out activities on behalf of Fluence, both Fluence people and outside lobbyists are expected to comply with all applicable laws and policies. Under no circumstances may a Fluence person engage in conduct via a lobbyist that would otherwise be prohibited.

## Prohibited Payments

Under no circumstances may a Fluence person or an outside lobbyist acting on behalf of Fluence make, offer, give, promise, pay or authorize the offering, giving, making, promising or payments of any money, gift, or anything of value to a government official in exchange for business or unfair advantage.

If you have any doubts about whether or not a particular activity qualifies as lobbying or if you have any questions about these guidelines, you should contact the Fluence Ethics & Compliance Department.

## II. CHARITABLE CONTRIBUTIONS AND POLITICAL DONATIONS

### What are charitable contributions and political donations?

Charitable contributions include anything of value provided to individuals or organizations that support charitable activities. All activities undertaken as part of Fluence social responsibility programs are considered charitable contributions.

Political donations include anything of value provided for the purpose of promoting, supporting, or influencing any political process, political organization, or election for public office at any level.

### Important Considerations

Charitable contributions and political donations may not be made to improperly influence a government official or any other private person for the purpose of obtaining or retaining business or an unfair business advantage for the Company.

Charitable contributions and political donations are also not permitted in exchange for financial concessions, recommendations, or favorable treatment. Such contributions might violate United States laws, international treaties, or local laws, including anti-corruption laws.

Political donations are often subject to local and international laws and regulations. These laws may set strict limits on political donations and require specific reporting of such donations.

All charitable contributions and political donations must comply with local and international laws and regulations, including anti-corruption laws, and also must be consistent with the Fluence compliance policies.

### What should I do if my department or business unit wants to make a charitable contribution or political donation?

All charitable contributions and political donations made by Fluence or on behalf of Fluence must be reported in advance to the Ethics & Compliance Department and to the CEO. Charitable



contributions and political donations must not be made or promised until the Ethics & Compliance Department and the CEO have provided confirmation to proceed.

Proposals for charitable contributions and political donations must be supported by documentation that provides sufficient details to allow for review, including answers to the following questions:

- Who solicited the contribution or donation?
- Who is the contribution or donation being provided to?
- What legal requirements govern the contribution or donation?
- Is this a one-time expenditure or part of a series of contributions or donations?
- Will Fluence make the contribution or donation in cash, by check, or “in kind”?
- Will Fluence receive anything in return for the contribution or donation (for example, tickets to an event or recognition as a corporate sponsor)?

- Does the organization receiving the contribution involve a government official or individuals with authority over pending Fluence business?

You can obtain specific instructions and documentation requirements from the Fluence Ethics & Compliance Department.

### **What are some examples of charitable contributions and political donations?**

Charitable contributions and political donations are most commonly monetary payments in the form of cash or checks. However, anything of value can qualify as a contribution or donation, including “in kind” contributions of goods or services. It is not possible to list every example of items of value that would be considered contributions or donations under United States and international laws, but the following are common examples:

- Gifts
- Loans, advances, endorsements, and guarantees
- Sponsorships

- Discounts
- Travel expenses
- Donated items, including Fluence resources (e.g., computers, office space, office supplies, construction equipment, and scrap materials)
- Donated services, including personal services provided during Fluence work hours or compensated by Fluence
- Purchase of fundraising items or fundraising event tickets

Please also remember to review the Conflicts of Interest section of this Code, to ensure that potential donations or contributions do not give rise to occurrences of non-compliance.

### **Are there charitable contributions and political donations that do not require an Ethics & Compliance Department review?**

There are a few common types of charitable contributions and political donations that do not require an Ethics & Compliance Department review:

#### **PERSONAL CONTRIBUTIONS AND DONATIONS**

Personal charitable contributions and political donations made by Fluence people in their individual capacities as private citizens, outside of Fluence work time, and consisting solely of personal resources do not require review by the Ethics & Compliance Department.

To make clear that such personal contributions and donations are not being made on behalf of Fluence, Fluence people may not use Fluence’s name, funds, facilities, work time, or other resources to support such activities. Fluence people also may

not use their position as an Fluence person to request or pressure others to make contributions or donations.

#### **GIFT MATCHING**

If and when Fluence creates gift matching programs from time to time, Fluence people may choose to submit personal charitable contributions for inclusion in such programs. Such contributions will be evaluated in accordance with applicable gift matching procedures and are not required to be reported to or reviewed by the Fluence Ethics & Compliance Department.

#### **Political Action Committees (PACs)**

If and when Fluence establishes a political action committee (“PAC”) under United States law, employee contributions to such PAC would be governed by the terms of the PAC and applicable U.S. law.

*\* Contributions by Fluence to outside PACs require review by the Fluence Ethics & Compliance Department.*

# Conflicts of Interest

## I. GENERAL GUIDELINES

A conflict of interest occurs when the private interests of a Fluence director, officer, employee or independent contractor interfere in any way, or even appear to interfere with the interests of Fluence as a company. A conflict of interest can arise if such person takes actions or has interests that may make it difficult for him/her to perform his/her company work objectively and effectively. Conflicts of interest also arise when such a person or a member of his or her family receives improper benefits as a result of such person's position in the Company. A conflict can take the form of a business relationship with, or an interest in, a competitor or customer of Fluence, or participation in sideline activities that prevent employees from being able to fulfill their responsibilities at Fluence.

### Corporate Opportunity

All employees, directors and officers of Fluence owe a duty to Fluence to advance the legitimate interests of Fluence when the opportunity to do so arises. Such persons are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Fluence property, information or positions; (b) using Fluence property, information or positions for personal gain; or (c) competing with Fluence for business opportunities, unless otherwise approved by the disinterested members of the Board of Directors.

It is important that all employees recognize and avoid conflicts of interest, or even the appearance of a conflict of interest, as

they conduct their professional activities. We will avoid such situations. Our business decisions will be governed by judgment, objectivity, and loyalty toward Fluence and our stakeholders, not by our personal interests.

## II. OUTSIDE EMPLOYMENT AND OTHER OUTSIDE ACTIVITIES

In some circumstances, outside employment or outside activities can interfere with our job responsibilities or conflict with Fluence's business interests. In order to avoid such circumstances, we will not use Fluence's name, information, work time, property, or other resources to perform a second job or to undertake other outside activities. Every employee of Fluence is encouraged to consider potential conflicts with Fluence business interests before agreeing to serve as a director or officer for an outside business, seeking a political or other government position, or engaging in service with a charitable, civic, religious, educational, public, political, or social organization. However, nothing in this clause shall prevent the respective Fluence employee from asserting any of his rights as a citizen of his or her state of residence.

## III. RESPONSIBILITIES

**Employee or Independent Contractor:** Reports all potential conflicts of interest, both real and perceived, to Direct Manager for evaluation in accordance with this Code of Conduct.

**Manager:** Using this Code of Conduct as a guide, discusses, reviews and escalates as appropriate all potential conflicts of interests submitted by his/her employee. Signs off on review if no conflict exists. Escalates to HR if potential conflict exists or further review and input is necessary.

**Human Resources:** Provides advice and counsel regarding planned action(s) to Manager. Escalates open issues as required to Legal and Ethics & Compliance Departments and documents all necessary remediation actions.

**Compliance Officer / Head of Ethics & Compliance:**

Provides recommendations to HR and Manager or others regarding potential conflicts and recommends mitigation actions. When appropriate, the Head of Ethics & Compliance will report to the Audit Committee regarding conflicts of interest that have been identified

## IV. CONFLICT OF INTEREST QUESTIONNAIRE

Fluence personnel should review these questions to help evaluate whether an actual or perceived conflict of interest might exist.

From time to time, Fluence reserves the right to require employees to complete and sign a certificate similar to this questionnaire and to disclose all conflicts of interest, whether in connection with a particular investigation or during a general review.

Managers and HR should refer to these questions for guidance when reviewing and disclosing potential conflicts of interest.

1. Please briefly describe the outside employment/activity.
2. Are you (or will you be) engaged in any sideline work for remuneration which may result in the appearance of, or actual conflict with, Fluence's interest or which may interfere with your position's responsibilities?
3. Are you or is to the best of your knowledge any member of your family, an employee, officer, or director of any corporation, organized for profit, which does or seeks to do business with, or is in competition with Fluence?
4. Do you or does to the best of your knowledge any member of your family own, directly or indirectly, a significant financial interest in any supplier, customer, or competitor of Fluence, or otherwise have the ability to influence Fluence's relationship with such entity? Will the future potential outside activity fall in this category?

**Note:** A financial interest is significant if it represents five percent (5%) or more of the equity in, or outstanding securities of, the business.

5. During the last two years, have you or has to the best of your knowledge a member of your family received, directly or indirectly, any commissions, fees, free or specially discounted services, compensation, or payments of any kind, which are not available to members of the general public, from a business which does or seeks to do business or is in competition with Fluence? Will you be receiving any such remuneration for such potential future activity?
6. During the last two years have you or has to the best of your knowledge any member of your family received from or provided to any business which does or seeks to do business or is in competition with Fluence, any vacation, pleasure trip, or entertainment, other than customary business courtesies? Will the future potential outside activity fall in this category?

**Note:** Employees/Contractors involved with federal government contracts are responsible for understanding and complying with applicable laws and regulations or Fluence Policies.

7. Have you directly or indirectly revealed Fluence confidential matters to persons not entitled to know the same, or have you used Fluence confidential information in any way to promote your own interests? (This includes stock purchases or sales.)
8. Is there a reporting relationship between you and to the best of your knowledge any member of your family as an employee or contractor?
9. Are you involved in a romantic relationship with any employee or contractor in your line of direct or indirect reports?
10. Do you or does any member of your family have to the best of your knowledge any other interest or arrangement which may violate the policy on conflict of interest or may result in the compromising of yourself or Fluence?



# International Trade Activities

Compliance with global trade laws and regulations is essential to protect Fluence's ability to conduct international business. All Fluence people and businesses, everywhere in the world, must comply with all applicable global rules and regulations related to international trade (export controls, economic sanctions, trade embargoes, and trade restrictions, etc.)

We will adhere to all applicable laws, regulations and restrictions when importing or exporting physical goods, transferring information, software, or technology. As such, Fluence may be prohibited from conducting unauthorized businesses with certain countries, and with specified individuals or entities.

Fluence will abide by applicable anti-boycott laws and refuse to support illegal boycotts. Subject to those United States anti-boycott laws and any other restrictions under United States law, Fluence also complies with applicable sanctions imposed by other countries. The laws of more than one country may govern a particular transaction. Should any of Fluence's employees be encountering a conflict between any of the United States rules related to economic sanctions and trade embargoes imposed by the United States government and any other jurisdiction applicable to this employee, Fluence will take appropriate steps to ensure compliance with both applicable US and local laws. In particular, Fluence shall refrain from advising or instructing any Fluence person who is subject to a jurisdiction imposing sanctions or boycotts not authorized by the United States to act in breach of the norms set by such jurisdiction.

Failure to comply with applicable laws and regulations may result in disciplinary action for the Company or employees, serious supply chain disruptions, loss of sale and service opportunities, damage to the individual and company's reputation, loss of import/export privileges, criminal and/or civil fines and penalties, including prison sentencing and monetary penalties on individual employees and management.

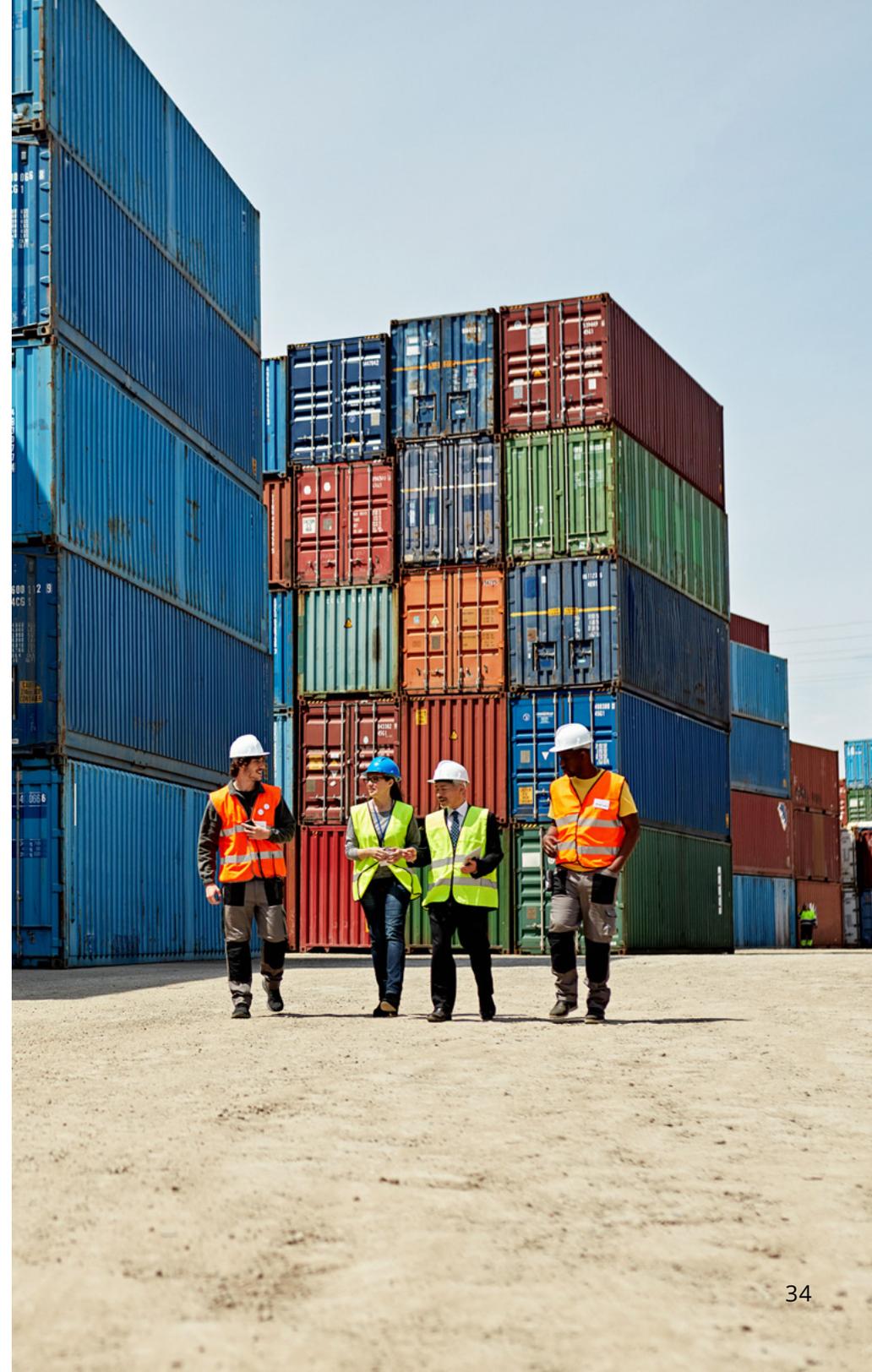
You are responsible for understanding how trade compliance laws and regulations apply to your day-to-day work, as strict adherence to these laws is required. You are expected to understand specific risks as they relate to the Company's products, technology, transactions, and activities. If you have any questions concerning the legitimacy of a transaction or potential violations or a conflict between U.S. and local law, please contact Fluence's Export Control & Compliance Department or Head of Ethics & Compliance.

From time to time, Fluence will create additional Export Controls, Trade Sanctions, and Anti-Boycott Policies and Trainings that will help further guide Fluence employees in how to comply with such laws while performing their job functions.

# Fair Competition

We will compete lawfully based on the merits of our products and services and in accordance with the letter and spirit of antitrust and other laws designed to preserve free and open competition. Fluence will not cooperate with its competitors regarding prices, production or inventory levels, bids or allocation of markets, customers or suppliers.

In addition to legal principles that apply generally, there are specific rules for collaborating with Siemens while complying with antitrust laws. Fluence will provide training on this topic as needed, and you can consult the Fluence Ethics & Compliance Department if you have any questions.



# Confidential and Personal Information

## CONFIDENTIAL INFORMATION

During the course of our work, we may learn confidential or personal information about Fluence or Fluence business partners, suppliers or customers. We will not share this sensitive information with anyone outside of Fluence and we will not use this information for personal gain.

As noted in the section on Insider Trading, at times, we may receive confidential information about Fluence or other companies with which Fluence does business before it is publicly available. Some of this non-public or “inside” information may be considered material to investor decisions and could create an unfair advantage if securities are bought and sold based on such information. We will not use nonpublic information for personal benefit, we will not trade securities based on such information and we will not provide such information to others.

## PERSONAL DATA

In some jurisdictions (such as the European Union) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners. All employees must abide by such laws, to the extent they are applicable, to protect the privacy of others.

Personal data or personal information is any information that could be used to identify someone directly or indirectly such as name, email address or home address. Personal data may

only be collected, processed, or used insofar as it is necessary for pre-determined, clear, and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting or storing it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

This obligation to protect confidential and proprietary information continues even after leaving employment with Fluence. Fluence team members must return all copies of any materials containing such sensitive information when they leave Fluence.

## ACCURATE CORPORATE RECORDS

We require honest and accurate recording and reporting of information in order to make responsible business decisions. We document and record our business expenses accurately.

We will create truthful and complete business records that have adequate supporting detail. We will not engage in manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices. All of our books, records, accounts, and financial statements are

maintained in reasonable detail, appropriately reflect our transactions, and conform both to applicable legal requirements and to our system of internal controls. It is strictly forbidden to mischaracterize any transaction, to use, authorize or condone any “off book” accounting or unrecorded bank accounts or any other device that could be utilized to distort the Company’s true operating results and financial condition.

This requirement extends beyond financial and accounting data and information regarding transactions, and extends to documentation of business travel and entertainment expenses or other payments made on behalf of Fluence.

We will properly label and handle confidential, sensitive and proprietary information and will maintain documents, including electronic records in accordance with Fluence policies and any instructions from Fluence legal counsel regarding retention of documents.

## **WE PROTECT COMPANY ASSETS**

We will protect Fluence assets, including physical equipment, funds, property, supplies, or other items of value. Theft or destruction of Fluence assets is prohibited.

Business ideas are among Fluence’s most valuable assets. Intellectual property, such as customer or supplier lists, provides Fluence with a competitive advantage and we will protect such intellectual property against loss, theft or other misuse.

It is Fluence’s policy that all intellectual property rights in work performed or created by Fluence employees and contractors

in the course of their service for Fluence belong to Fluence. All employees and contractors will be required to sign appropriate notices and assignments of intellectual property to Fluence from time to time, in Fluence’s discretion.

## **INTERNET AND EMAIL**

The use of the Internet and Email is critical to conducting business communications effectively and efficiently. We will primarily use Fluence Internet and Email systems to facilitate Fluence business objectives. All data stored on Fluence computers and servers, including Email sent or received, is Fluence property and will not be considered private except as required by local law.

All applicable users are required to abide by the relevant technology use policies, including but not limited to “Fluence’s Acceptable Use Policy” and “Bring Your Own Device Policy.” As a reminder:

**Password Security:** All users are required to create strong, unique passwords for all their work-related accounts, change them regularly, and to keep their passwords confidential.

**Email and Internet Usage:** Work email accounts and internet usage should be limited to work-related activity and purposes.

**Physical Security:** All users should ensure that work devices, such as laptops and mobile phones, are physically secure at all times. Such devices should never be left unattended in public places or in their cars where they can be stolen.

**Data Handling:** All users are required to handle data with care and ensure that it is protected from unauthorized access or disclosure. This includes not leaving sensitive data unsecured on their desks or in common areas, as well as ensuring proper disposing of any physical or electronic documents that contain sensitive information.

**Reporting Security Incidents:** All users are required to report any security incidents or suspicious activity immediately to the appropriate escalation point of contact at Fluence. This includes reporting any lost or stolen devices, phishing attempts, or suspicious emails.

## **RELATED POLICIES**

In addition to the Policies referenced in this Code, additional guidance on specific topics may be found in the following Policies. All Policies are separate from this Code:

- Export Controls, Trade Sanctions and Anti-Boycott Policy
- Code of Conduct for Fluence Suppliers and Third-Party Intermediaries
- Gift & Entertainment Guideline for Interaction with Suppliers Policy
- Procurement & Supply Chain Policy
- Employee Handbook
- Sustainability Report



# About the Code of Conduct

This **revision** of the Fluence Code of Conduct and Ethics has an effective date of August 14, 2023.

The Fluence Code of Conduct and Ethics is not an employment contract. It does not alter the at-will status of any Fluence employee or the terms of any applicable collective bargaining agreement or other employment agreement, and does not provide Fluence employees with any rights of any kind. Fluence reserves the right to amend this Code at any time without notice.

The concepts set forth in this Code will be applied based on the particular circumstances presented; however, a waiver of any standard or requirement in this Code for directors, executive officers, or senior financial officers may be granted only by the Board of Directors, following approval by the Audit Committee. Such waivers will be disclosed to the public as required by applicable law or stock exchange listing standards.

[LINK TO POLICY ON FLUENCE DMS:](#)

Fluence\_GLO\_LG\_GL\_Code\_of\_Conduct\_&\_Ethics - Guideline of Legal & Compliance (LG)

DATE CREATED

October 28, 2021

DATE REVISED

August 14, 2023

AUTHOR AND RESPONSIBLE

Head of Ethics & Compliance  
**Miriam Lafuente**



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## Fluence Employee and Contractor Acknowledgement of Code of Conduct and Ethics

I have received, read and understood the Fluence Code of Conduct and Ethics. I understand that if I have any questions about the Code of Conduct and Ethics at any time, now or in the future, Fluence encourages me to ask my Manager or the Fluence Ethics & Compliance Department for more guidance.

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_