

Subject:

Certificate of Compliance with Powin's Code of Conduct (the "Certificate of Compliance")

DEAR [VENDOR/SERVICE PROVIDER],

Powin is committed to upholding the highest standards of business ethics, regulatory compliance, environmental responsibility, health and safety regulations, and human rights practices throughout its supply chain. Accordingly, Powin will only do business with [vendors/service providers] that conduct business with principles that are consistent with the principles set forth below. Powin has adopted a code of business conduct and ethics (the "Code of Conduct") available at <https://powin.com/code-of-business-conduct-and-ethics/>. Powin may revise its Code of Conduct from time to time to reflect changes in applicable law or industry best practices.

By signing this Certificate of Compliance, you affirm that your company ("You") adhere and will continue to adhere to the following principles:

- 1. Compliance with Laws and Regulations:** You comply with all applicable laws and regulations, including those related to business ethics and regulatory compliance, human rights and labor practices, health and safety regulations, environmental regulations and protection, and product quality (together, the "Applicable Laws") and ensure that your suppliers, subcontractors, and other business partners involved in providing goods and services to your customers, such as Powin (together, the "Representatives") comply with such Applicable Laws.
- 2. Ethical Business Conduct:** You conduct your business activities with integrity, honesty, and transparency, ensuring fair competition, and refraining from engaging in any corrupt or unethical practices, including activities that violate the Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, *et seq.* (the "FCPA"), the principles set out in the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the "OECD Convention"), and all other equivalent and applicable anticorruption and anti-bribery laws.
- 3. Labor Standards:** You uphold the rights of workers, including but not limited to freedom of association, fair wages, reasonable working hours, safe and healthy working conditions, and prohibition of child labor and forced labor in accordance with the Applicable Laws, such as the Uyghur Forced Labor Prevention Act (the "UFLPA").

4. **Environmental Responsibility:** You adopt environmentally sustainable practices, including resource conservation, waste reduction, pollution prevention, and responsible disposal of hazardous materials.
5. **Supply Chain Responsibility:** You monitor and ensure that your Representatives adhere to these principles and take necessary measures to promote compliance throughout the supply chain.
6. **Continuous Improvement:** You strive for continuous improvement in all aspects of your operations and supply chain, aiming to enhance social and environmental performance over time.

By signing this Certificate of Compliance, You also acknowledge that (a) the expectations outlined in this Certificate of Compliance do not replace specific requirements found in any underlying agreement between You and Powin, and (b) You have read and will comply with the Code of Conduct. In addition, this Certificate of Compliance is intended to supplement any specific requirements set forth in such future agreement(s) between You and Powin. If a contractual term is stricter than the terms of this Certificate of Compliance, You will meet the stricter contractual requirement.

Please indicate your agreement to comply with the terms of this Certificate of Compliance by signing and returning a copy of this letter to us within 7 days of receipt. If You have any questions or require further clarification, please do not hesitate to contact us.

We appreciate your cooperation and shared commitment to responsible business practices. Together, we can contribute to a sustainable and ethical battery energy storage systems industry.

Sincerely,

Matt Leneway

VP Strategic Supply Chain



By signing below, I _____, as an authorized representative of _____ acknowledges and agrees to comply with the terms of the Certificate of Compliance outlined above.

Signature _____

Name _____

Date _____