



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

ARRAY TECHNOLOGIES, INC.

It is the policy of Array Technologies, Inc. and its subsidiaries (collectively, the “Company”) to conduct business in an open, honest and ethical manner. A zero-tolerance approach is applied to bribery and corruption at every level of the Company’s business. This Anti-Bribery and Anti-Corruption Policy (the “Policy”) provides guidance in accordance with the U.S. Foreign Corrupt Practices Act (the “FCPA”), the UK Bribery Act 2010 (the “UK Bribery Act”), the Brazilian Anticorruption Law No. 12,846/2013 (the “Brazilian Anti-Corruption Act”) and applicable regulations, the applicable provisions of the Spanish Criminal Code in the area of corruption and the applicable Mexican¹ and Chilean² legislation in the area of corruption.

This Policy applies to all individuals working at all levels of the Company and its subsidiaries, including all employees (whether permanent, fixed-term or temporary), representatives, directors, consultants, contractors, trainees, home workers, volunteers, interns, agents, or any other person associated with the Company and its subsidiaries or their employees (collectively referred to as “workers” in this Policy), whether located in the United States, Brazil, Spain or any other foreign country.

This Policy also relates to the Company’s, its subsidiaries’ and their workers’ interactions with third-parties in connection with the Company’s business. In this Policy, a third-party means any individual or organization with which a worker or the Company or its subsidiaries comes into contact during the course of the worker’s work or the Company’s or its subsidiaries’ business - this includes actual and potential clients, customers, suppliers, distributors, partners, business contacts, agents, consultants, advisers, and government and public bodies (including their advisors, representatives and officials, politicians, and political parties).

The CEO of the Company or his designee will monitor the effectiveness of this Policy regularly, considering its suitability, adequacy, and effectiveness, and any improvements that may be warranted shall be identified, implemented, and communicated.

BRIBERY AND CORRUPT PAYMENTS

It is the policy of the Company to not engage, directly or indirectly, in making, promising, authorizing, or offering corrupt payments or bribes. A corrupt payment is a payment intended to induce the recipient to misuse his or her position to direct business or a business advantage wrongfully to the payer or any other person.

Additionally, under the FCPA, corrupt payments to foreign government officials, candidates, political parties, or employees of state-owned entities include payments made to: influence any act or decision of such person in his or her official capacity; induce the person to do or

¹ Federal Criminal Code (“*Código Penal Federal*”), National Code of Criminal Procedures (“*Código Nacional de Procedimientos Penales*”), General Law of Administrative Responsibilities (“*Ley General de Responsabilidades Administrativas*”) and General Law of the National Anticorruption-System (“*Ley General del Sistema Nacional Anticorrupción*”).

² Law 20,939 (“*Ley 20.393*”), Law 19,913 (“*Ley 19.913*”) and the applicable provisions of the Chilean Criminal Code.

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omit to do any act in violation of his or her lawful duty; obtain any improper advantage; or induce such person to use his or her influence improperly to affect or influence any act or decision. Under the UK Bribery Act a bribe is an inducement or reward offered, promised, or provided in order to gain any commercial, contractual, regulatory, or personal advantage. The UK Bribery Act is broader than the FCPA in that its prohibitions extend to inducements or rewards provided to private parties for the purpose of gaining a commercial or contractual advantage in a private commercial arrangement. The UK Bribery Act also prohibits receiving bribes. Furthermore, the Spanish Criminal Code follows in the footsteps of the UK Bribery Act, prohibiting bribers to both domestic and foreign public officials along with individuals or private entities. Moreover, the Spanish Criminal Code prohibits the giving of gifts to public officials or authorities in connection with their position or function.

In the scope of the Brazilian Anti-Corruption Act, the following acts are considered illegal and are severely punished: (i) promising, offering or giving, directly or indirectly, an undue advantage to a government official or a related third person; (ii) funding, supporting, sponsoring or in any way subsidizing the commitment of any illegal acts mentioned in the Act; (iii) using a third individual or legal entity to conceal or disguise their actual interests or the identity of the beneficiaries from the tortious acts; (iv) frustrating or defrauding - by means of arrangement, concerted actions or other measures - government procurement procedures and/or administrative contracts; and (v) obstructing or creating difficulties for investigations or inspections by government bodies, entities or officials, or interfering with their activities.

OUR COMPANY PROHIBITS GIVING OR RECEIVING BRIBES TO OR FROM ANY PERSON.

Accordingly, it is not acceptable for the Company or any of its subsidiaries or workers or representatives (or someone on behalf of the Company or any of its subsidiaries or employees):

- To give, promise to give, authorize, or offer a payment, gift, hospitality, or “anything of value” (including meals, favors, travel, entertainment, or lodging that are lavish or not reasonable) with the expectation or hope that business or a business advantage will be received, or to reward business or a business advantage already given. Nor shall any gift be offered or given in connection with the position or function of the public official. For example, offering to pay or paying for a Chinese government official and his/her family's trip to the United States could present issues under the UK Bribery Act, the FCPA, the Brazilian Anti-Corruption Act, the Spanish Criminal Code and the applicable Mexican and Chilean legislation;
- Accept payment or a gift or hospitality from a third-party that the Company, subsidiary, or worker knows or suspects is offered with the expectation that it will obtain a business advantage for the Company, subsidiary, and/or worker or a business advantage will be provided by the Company, subsidiary, and/or worker in return;
- Frustrate or defraud, by any means, government procurement procedures and/or administrative contracts;
- Obstructing or creating difficulties for investigations or inspections by government bodies, entities or officials, or interfere with their activities; or

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- Engage in any activity that might lead to a breach of this Policy or applicable anti-corruption laws.

Corrupt payments and/or bribes that are prohibited under the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act, the Spanish Criminal Code and/or the applicable Mexican and Chilean legislation may not be obvious and may include, as described further below, unlawful inducements, rewards, or payments offered or made through intermediaries.

GIFTS AND HOSPITALITY, DONATIONS

The aim of this Policy is **not** to prohibit normal and appropriate hospitality being given to or received from third-parties, in accordance with the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act, the Spanish Criminal Code and the applicable Mexican and Chilean legislation. However, gifts or hospitality, given during the normal course of business, must not be given or received with the intention of influencing a third-party to provide a business or personal advantage. Gifts or hospitality may be acceptable if the following is adhered to:

- the gift or hospitality offered or received complies with local law;
- the gift or hospitality is given in the name of the Company or subsidiary, not in the worker's name;
- the gift or hospitality is not offered or received while the Company or subsidiary is negotiating an agreement with the counterparty that is receiving or offering the gift or hospitality;
- the gift or hospitality does not include cash (other than documented petty cash disbursements) or a cash equivalent (such as gift certificates or vouchers) ;
- if in the form of a Company check, such check is not written to "cash" or "bearer";
- the gift or hospitality is nominal in value **(the Company prohibits gifts in excess of \$50.00)**;
- the gift or hospitality is appropriate (e.g., in certain jurisdictions it may be customary for small gifts to be given at Christmas time. In assessing whether a gift or hospitality is appropriate consideration must be given to the type, value, and timing of the gift or hospitality);
- the gift or hospitality is given as a courtesy in recognition of services rendered or to promote goodwill;
- the gift generally bears the trademark of the Company or one of its products;
- the gift or hospitality is given openly and not in secret;
- the gift or hospitality is not offered to, or accepted from, government officials or representatives, or politicians or political parties without prior approval of the Company's Board of Directors;
- the gift or hospitality, if more than \$1,000.00 in value, is pre-approved by the General Counsel; and
- the gift or hospitality is properly documented in the Company's books and records.

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Political contributions and charitable donations in foreign countries can also constitute unlawful corrupt payments or bribes. Neither the Company nor any of its subsidiaries will engage in such transactions unless they are permitted under the law, made to a bona fide organization and approved in writing by the General Counsel, to ensure compliance with applicable laws.

FACILITATING PAYMENTS

It is an offense under the UK Bribery Act, the Brazilian Anti-Corruption Act and the Spanish Criminal Code to arrange to pay an additional amount to a government official (local or national) to speed up an administrative process or influence a decision-making process. Facilitating payments are allowed under the FCPA for nominal payments made to low-level government officials to ensure or speed the proper performance of a government official's routine, non-discretionary duties, or actions, such as:

- clearing customs;
- processing governmental papers such as visas, permits, or licenses;
- providing police protection; or
- providing mail, telephone, or utility services,

though it can be difficult to clearly identify what is allowable and what is not.

Accordingly, the Company and its subsidiaries' Policy prohibits making facilitating payments. Workers should be aware that government officials in some foreign countries may regularly solicit such payments for routine governmental actions such as obtaining permits, licenses, or other official documents; processing governmental papers, including visas and work orders; providing police protection or mail pick-up and delivery; providing phone service, power, and water supply, loading, and unloading cargo, or protecting perishable products; and scheduling inspections associated with contract performance or transit of goods across country. The Company will allow reasonable exceptions to be made for facilitating payments where life or safety is threatened, but Company personnel should consult the General Counsel of the Company beforehand or as soon thereafter as possible, and the payment must be properly documented in the Company's books and records.

THIRD-PARTIES/INTERMEDIARIES

Persons may be held liable for indirect corrupt payments and bribes made by or through third-parties where they knew or acted in conscious disregard or deliberate ignorance of such activity by their enlisted intermediaries. These enlisted intermediaries may include consultants, advisors, partners, suppliers, customers, sales representatives, and others. For example, a local consultant may be hired in a foreign country to provide entirely legitimate advice regarding local customs and procedures, but such consultant's interest in the success of a transaction may cause it to forward payments received from its client to a government official or other recipient as a bribe to direct business or a business advantage to such client. The following section provides a list of example "red flags" regarding the behavior or practices of third-parties.

RED FLAGS

The following list, which is for illustrative purposes and is not intended to be exhaustive, identifies certain behaviors or practices by third-parties and other circumstances that should raise concerns under various anti-bribery and anti-corruption laws, including the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act, the Spanish Criminal Code and the applicable Mexican and Chilean legislation.

- A worker becomes aware that a third-party engages in, or has been accused of engaging in, improper business practices.
- A third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
- A third-party demands unusually high commissions.
- A third-party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- The Company or a subsidiary receives an invoice from a third-party that appears to be non-standard or customized.
- A worker is offered an unusually generous gift or offered lavish hospitality by a third-party.
- A third-party has unusual payment patterns or financial arrangements.
- A third-party's expenses and accounting records lack transparency.
- A third-party refuses to allow inspection of its books and records.
- A foreign partner, consultant, distributor, or sales representative refuses to provide a certification that it will not take any action in furtherance of an unlawful offer, promise, or payment to a foreign public official and not take any act that would cause the Company to be in violation of the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act, the Spanish Criminal Code or the applicable Mexican and Chilean legislation.
- A foreign partner, consultant, distributor, or sales representative has an apparent lack of qualifications or resources to perform the services offered.
- A foreign partner, consultant, distributor, or sales representative was recommended by an official of the potential governmental customer.
- The Company or any of its subsidiaries is engaging, or considering engaging, in business in a country with a history of corruption.

Workers at the Company should consult with their Manager or an appropriate officer at the Company if they encounter any of these circumstances. If legitimate risks are identified, the Company and its subsidiaries and workers will refrain from, or cease doing, business with the applicable third-parties unless additional due diligence is performed that provides reasonable assurances of compliance with applicable anti-bribery and anti-corruption laws.

DUE DILIGENCE

To ensure the Company and its subsidiaries only engage reputable, ethical third-parties—and to limit the risk of being held liable for corrupt payments or bribes—the Company will conduct due diligence and take all necessary precautions to ensure that the business relationships it and its subsidiaries form are with reputable and qualified partners, representatives, etc. Such due diligence may include investigating potential foreign representatives, agents, advisers, consultants, suppliers, and joint venture partners to determine:

- if they are in fact qualified for their positions;
- whether they have personal or professional ties to the government;
- the number and reputation of their clientele; and
- their reputation with the embassy or consulate of the corresponding state and with local bankers, clients, and other business associates.

Such due diligence will be conducted by appropriate means, including:

- consulting the appropriate embassy or consulate and with local bankers, clients, and other business associates;
- consulting existing proceedings and investigations;
- consulting the U.S. Government's Consolidated Screening List and the Brazilian sanctioning Lists, if appropriate;
- information gathering, such as questionnaires, interviews of references, general media searches, and use of investigate services; and
- compliance certification and annual re-certification, as appropriate, by the third-parties.

CONTRACTUAL PROVISIONS REGARDING COMPLIANCE

The Company and its subsidiaries will include in their contracts with their foreign representatives, agents, advisers, consultants, suppliers and joint venture partners provisions:

- setting forth anti-bribery and corruption representations and undertakings;
- relating to compliance with the FCPA, UK Bribery Act, Brazilian Anti-Corruption Act, the Spanish Criminal Code, the applicable Mexican and Chilean legislation and potentially other applicable foreign anticorruption laws;
- allowing for periodic internal and independent audits of such parties' books and records to ensure compliance with the foregoing; and
- providing for termination of the representative, agent, adviser, consultant, supplier, joint venture partner, etc. as a result of any breach of the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act, the Spanish Criminal Code and/or the applicable Mexican and Chilean legislation, or other applicable foreign anti-corruption laws.



RAISING CONCERNS / NO RETALIATION

All workers are encouraged to raise concerns about any issue or suspicion of malfeasance at the earliest possible stage or if a worker (i) is offered a corrupt payment or bribe by a third-party, (ii) is asked to make a corrupt payment or bribe, or (iii) suspects that a corrupt payment or bribe may be requested or made in the future. If a worker has any concerns about any business dealings, irrespective of whether it is covered by the FCPA, the UK Bribery Act, the Brazilian Anti-Corruption Act the Spanish Criminal Code or the applicable Mexican and Chilean legislation or believes or suspects that a conflict with or violation of this Policy or applicable anti-corruption laws has occurred or may occur in the future, such worker should report such concerns immediately to the General Counsel or anonymously to the Company's third-party whistleblower hotline at (833) 332-7729.

The Company and its subsidiaries encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company and its subsidiaries are committed to ensuring no one suffers any detriment or unfavorable treatment as a result of refusing to take part in bribery or corruption or because they report something in good faith. No one in the Company or any of its subsidiaries shall threaten or retaliate against another worker who has refused to commit corrupt or bribery payment offense or who has raised concerns under this Policy. If a worker believes he or she has received any such treatment, such worker should raise the issue to his or her Manager or an officer of the Company or any applicable subsidiary thereof as described above. If it is not remedied, the worker should raise it formally through the Company's grievance procedure.

Upon written request from any shareholder of the Company, the Company shall confirm to such shareholder whether it or any of its subsidiaries is aware of any breach of this Policy and shall provide supporting information to such shareholder in connection therewith, in each case consistent with the advice of the Company's legal counsel.

WORKERS' RESPONSIBILITIES

All workers must ensure that they have read, understood and complied with this Policy. This Policy will be communicated to all new workers as part of their hiring and orientation process and to all existing workers via an annual memorandum or electronic communication. Company workers who routinely work with international commercial matters at the Company or its subsidiaries will undergo training on compliance with this Policy, including refresher training on an annual basis. The prevention, detection and reporting of bribery, corrupt payments and any other forms of corruption are the responsibility of all those working for the Company and its subsidiaries.

The Company and its subsidiaries are required to keep financial records which will evidence the business reason for making payments to third-parties. Each worker must therefore declare and keep a written record of all hospitality or gifts accepted or offered and ensure that all expenses claims relating to hospitality, gifts or expenses incurred are submitted in accordance with the Company's expense policy and specifically record the reason for the expenditure.

The Company may at times undertake a more detailed review of certain transactions. External anticorruption compliance program audits will occur every 2 years, with targeted, subject-specific testing and risk assessments at more frequent intervals set by the Company based on

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full audit findings and ongoing identification of risks. As part of these reviews, the Company requires all employees, agents, and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company and will deal with this failure severely in accordance with any local laws or regulations.

Any worker who breaches this Policy will face disciplinary action, which could result in termination of employment.

RECORD KEEPING

It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions. All transactions involving the provision of anything of value to a government official must be recorded in accordance with generally accepted accounting principles.