



## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### ARRAY TECHNOLOGIES, INC.

#### PURPOSE

Array conducts business in an open, honest, and ethical manner and applies a zero-tolerance approach to bribery and corruption at every level of our business.

#### SCOPE

This policy applies globally to all individuals working at all levels of the Array Technologies, Inc. and its subsidiaries (collectively referred to as the "Company", "Array", "we", or "us" in this policy), including all employees (whether permanent, fixed-term or temporary), representatives, directors, consultants, contractors, trainees, home workers, volunteers, interns, agents, or any other person with access to Array systems or those of its subsidiaries, (collectively referred to as "workers" or "you" in this policy), regardless of location.

This policy also relates to Array's interactions and those of its workers 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).

#### ARRAY PROHIBITS GIVING OR RECEIVING BRIBES TO OR FROM ANY PERSON

It is the policy of the Company to not engage, directly or indirectly, in making, promising, authorizing, or offering corrupt payments or bribes.

#### What is a Bribe?

A bribe or an improper payment is anything of value given or offered to improperly influence the recipient's actions. Inducing someone to violate their duties to their company or organization by providing them something of personal benefit is corrupt and illegal. This is true even if offered or paid through a third party.

A bribe can take many forms, not only cash. If it provides value or a benefit to a decision-maker or someone with influence, it could be a bribe. A donation to a political campaign or a decision-maker's favorite charity can be a bribe. Even an item that costs you nothing but provides a benefit to someone else (e.g., use of a vacation home) can be a bribe. There is no minimum amount for a bribe. **We do not engage in such transactions unless they are permitted under the law, made to a bona fide organization and approved in writing by the Chief Legal Officer, to ensure compliance with Applicable Laws.**

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Accordingly, it is not acceptable for Array entities, workers, or representatives to do any of the following:

- 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;
- offer or give anything of value in connection with the position or function of a public official (e.g., 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 anything of value from a third-party that the entity, worker, or representative knows or suspects is offered with the expectation that it will obtain a business advantage for any Array entity, worker, or representative or a business advantage will be provided by any Array entity, worker, or representative 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
- engage in any activity that might lead to a breach of this policy or applicable anti-corruption laws.

## What about “facilitating payments”?

A facilitating payment is an additional amount to a government official (local or national) to speed up an administrative process or influence a decision-making process. While the FCPA allows facilitating payments in certain narrow circumstances, many Applicable Laws do not allow facilitation payments at all. **Accordingly, Array does not make facilitating payments, and workers are prohibited from doing so as well, regardless of jurisdiction.** Examples of facilitating payments would be nominal payments made to low-level government officials to ensure or expedite 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.

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

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water supply, loading, and unloading cargo, or protecting perishable products; and scheduling inspections associated with contract performance or transit of goods across country.

We may allow reasonable exceptions to be made for facilitating payments where life or safety is threatened, but workers should consult Legal beforehand or as soon thereafter as possible, and the payment must be properly documented in the Company's books and records.

## **Personal Safety Payments**

Array recognizes that some of us may confront situations where payment is demanded to avoid physical harm. In these very limited circumstances, "Personal Safety Payments" may be made. Examples of such circumstances include:

- being stopped by persons claiming to be police, military, or paramilitary personnel, who demand payment as a condition of passage of persons; and
- being threatened with imprisonment for a routine traffic or visa violation unless a payment is made.

Only under these or similar circumstances, and only where there is an imminent threat to your health or safety, may a Personal Safety Payment be made without prior approval. Where a Personal Safety Payment has been made, it should be immediately reported to Legal. You must accurately reflect any such payments in the Company's books and records.

## **A note on third parties and intermediaries**

You can still be held liable for corrupt payments and bribes made by or through third parties. These intermediaries or third parties 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 is an illustrative list of certain behaviors or practices by third-parties and other circumstances that should raise concerns under Applicable Law.

- you become 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;

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- the Company receives an invoice from a third-party that appears to be nonstandard or customized.
- you are 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 Applicable Law;
- 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; or
- the Company is engaging, or considering engaging, in business in a country with a history of corruption.

You should consult your manager or an appropriate officer if you encounter any of these circumstances. If legitimate risks are identified, Array 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.

## **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 Applicable Law; 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 conditions are 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 **(less than \$50.00 in value)**;

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- 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; and
- the gift or hospitality is properly documented in the Company's books and records.

**REGARDLESS OF CIRCUMSTANCES, ANY GIFT OR HOSPITALITY OF MORE THAN \$1,000.00 IN VALUE MUST BE PRE-APPROVED BY THE CHIEF LEGAL OFFICER.**

These rules do not apply to unsolicited promotional materials of a general advertising nature, such as imprinted pencils, memo pads and calendars, provided what is given does not create or appear to create any obligation for Array.

Be aware that specific laws often govern gifts offered or made to government officials, including employees of state-controlled companies. In certain instances, it may be illegal to offer or provide even a nominal gift or other benefit (e.g., a cup of coffee) to a government official. Whenever dealing with government officials, make sure you know what rules are applicable before offering or providing any gift, meal, entertainment, travel, or other benefit to any official. When in doubt, discuss the matter in advance with Legal.

## **Interacting with government customers**

In some instances, our work could involve contracts with government entities, including government-owned or -controlled companies. In these cases, we have a duty to know and follow applicable Company policies and the established laws, rules and regulations that govern our interactions with government customers. It is important to note that these rules may be stricter and more complex than those governing our dealings with private sector clients. Do not pursue government business without first contacting Legal.

We must always conduct ourselves with honesty and integrity when attempting to win government work. Of course, this means that Array can never offer or make a bribe to win a government contract, but you must also follow the following standards:

- Before submitting a proposal to a government, we should review the requirements with all applicable stakeholders and only accept those terms with which Array can comply.

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- We may not take actions that would give Array an unfair competitive advantage, such as obtaining or using sensitive procurement information nor obtaining information about a competitor's proposal unless the government contracting officer has specifically and lawfully authorized its release.
- All representations we make, including pricing and bids, must be accurate and complete.
- All statements and records that we provide to government customers (including facility and quality reports and cost and pricing data) must be accurate.
- All work time must be recorded accurately. We should always identify and assign our time only to projects on which we work.
- All costs must be accurately charged.
- We must only use reputable consultants, sales agents, or other professional service independent contractors for legitimate legal purposes.
- We must follow all contract terms and may never use government property, equipment or supplies in a manner that is inconsistent with applicable law and the relevant contract.

## **DUE DILIGENCE**

To ensure we only engage reputable, ethical third-parties—and to limit the risk of being held liable for corrupt payments or bribes—we conduct due diligence and take all necessary and reasonable precautions to ensure that the business relationships we 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, European Union sanctions lists, and the Brazilian sanctioning lists, among others, where appropriate;



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- 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**

We include in our contracts with our representatives, agents, advisers, consultants, suppliers and joint venture partners provisions:

- setting forth anti-bribery and corruption representations and undertakings;
- relating to compliance with Applicable Law;
- 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 Applicable Law.

## **RAISING CONCERNS / NO RETALIATION**

Everyone at Array is responsible for promoting high ethical standards. You must report actual, potential, or suspected corruption at Array or by any individual or organization with whom Array does business. You can make reports to a manager or Legal. An anonymous report can be made to a third-party agency using our TellArray system via telephone at +1 (833) 332-7729, or via email at [reports@lighthouse-service.com](mailto:reports@lighthouse-service.com) or via the online portal at [www.intouchwebsite.com/TellArray](http://www.intouchwebsite.com/TellArray). For more information regarding TellArray, consult Array's Whistleblower policy at <https://arraytechinc.com/our-story/policies>.

We encourage openness and we strictly prohibit retaliation for good faith reports of suspected misconduct. The Company will investigate reported violations and will determine an appropriate response. All reports will be treated confidentially to the extent possible. If any instance of bribery or corruption is identified, an investigation will take place under the guidance of the Chief Legal Officer or his or her nominee.

If you believe you have been the subject of harassment or retaliatory treatment as a result of reporting alleged corruption or suspicious activity in good faith, you should raise the issue to your manager or an appropriate officer or report the issue to TellArray.

Upon written request from any shareholder, Array will confirm to such shareholder whether it is aware of any breach of this policy and will provide supporting information to such shareholder in connection therewith, in each case consistent with the advice of Array's legal counsel.

### **Contact for Clarification.**

Any questions regarding anti-corruption laws, with regard to any transaction or activity by Array or by any employee on behalf of Array should be directed to Legal.



## **WORKERS' RESPONSIBILITIES**

All workers must 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. If you routinely work with international commercial matters at Array, you 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 everyone at Array.

We 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 Array's expense policy and specifically record the reason for the expenditure.

We may undertake a more detailed review of certain transactions at times. External anticorruption compliance program audits will occur every two years, with targeted, subject-specific testing and risk assessments at more frequent intervals set by the Company based on full audit findings and ongoing identification of risks. As part of these reviews, we require all employees, agents, and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. We will view 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**

We maintain internal accounting controls based upon sound accounting principles. All accounting entries in our 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.

## **APPLICABLE LAWS**

This policy is intended to align Array's anti-bribery and anti-corruption principals and rules with those of the U.S. Foreign Corrupt Practices Act, the UK Bribery Act 2010, the Brazilian Anticorruption Law No. 12,846/2013 and applicable regulations, the applicable provisions of





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the Spanish Criminal Code in the area of corruption, the applicable Mexican<sup>1</sup> and Chilean<sup>2</sup> legislation, and potentially other applicable foreign anticorruption laws (collectively, “Applicable Laws”) in the area of corruption. You can find more information on some of the major pieces of legislation applicable to this policy in [Annex II](#).

## **POLICY ADMINISTRATION**

Our Chief Legal Officer or 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.

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<sup>1</sup> 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*”).

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

## ANNEX I: DEFINED TERMS

Term	Definition
Anything of Value	<p>“Anything of value” is not limited to monetary payments, but also includes anything useful or valuable to the recipient. Examples include:</p> <ul style="list-style-type: none"> <li>• cash, cash equivalents (i.e. gift cards, gift checks) or loans;</li> <li>• payments for gifts, meals, entertainment, transportation and travel;</li> <li>• favors, including offering of employment or internship for a Government Official or a Government Official’s relatives;</li> <li>• sponsorships;</li> <li>• donations to a charity affiliated with or sponsored by a Government Official; or</li> <li>• political contributions.</li> </ul>
Applicable Law	<p>Includes the U.S. Foreign Corrupt Practices Act, the UK Bribery Act 2010, the Brazilian Anticorruption Law No. 12,846/2013 and applicable regulations, the applicable provisions of the Spanish Criminal Code in the area of corruption; the Mexican Federal Criminal Code, National Code of Criminal Procedures, General Law of Administrative Responsibilities and General Law of the National Anticorruption-System; Chilean Law 20,939, Law 19,913 and the applicable provisions of the Chilean Criminal Code; and potentially other applicable foreign anticorruption laws.</p>
Government Official or Government Employee	<p>“Government Official” or “Government Employee” includes, but is not limited to officials in any legislative, judicial or executive branch of government, employees of regulatory bodies, employees or officials of public international organizations, such as the United Nations or World Bank, employees of partially or wholly government-owned institutions such as hospitals and clinics, universities, public utilities, partially or wholly owned corporations, schools, convention centers and stadiums. Government Official includes Politically Exposed Persons (“PEPs”), as well as any persons acting in an official capacity, including any political candidate, official or representative of a political party.</p>
Personal Safety Payment	<p>A payment made by an individual who reasonably believes that his or her health or safety would be threatened without the payment. Personal Safety Payments are permitted under this policy and have reporting requirements if such payment is made.</p>

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<p>Politically Exposed Person ("PEP")</p>	<p>A PEP is someone who, through their prominent position or influence, is more susceptible to being involved in bribery or corruption. PEPs include Government Officials, political candidates, persons in diplomatic roles and members of state-owned enterprises. PEPs also include members of central financial institutions, armed forces and International sports committees. Finally, PEPs may be close associates of a PEP or family members of PEPs, including members of royal families. interfering with their activities; supporting or subsidizing any illegal act mentioned above.</p>
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## ANNEX II: CERTAIN APPLICABLE LAWS

Regulation	What You Need to Know
Foreign Corrupt Practices Act (FCPA)	<ul style="list-style-type: none"> <li>• Prohibits payments made to foreign government officials, candidates, or political parties to:               <ul style="list-style-type: none"> <li>○ influence any act or decision of such person in their official capacity;</li> <li>○ induce the person to do or omit to do any act in violation of their lawful duty;</li> <li>○ obtain an improper advantage; or</li> <li>○ induce such person to use their influence improperly to influence any act or decision.</li> </ul> </li> </ul>
UK Bribery Act 2010	<ul style="list-style-type: none"> <li>• Broader than the FCPA in that it also:               <ul style="list-style-type: none"> <li>○ prohibits improper payments to private parties; and</li> <li>○ prohibits receiving improper payments</li> </ul> </li> </ul>
Brazilian Anti-Corruption Act	<ul style="list-style-type: none"> <li>• Prohibits the following improper payments:               <ul style="list-style-type: none"> <li>○ offering an undue advantage to a government official or related third person;</li> <li>○ using a third party to conceal actual interests or the identity of the beneficiaries;</li> <li>○ frustrating or defrauding government procurement procedures and/or administrative contracts; and</li> <li>○ obstructing or creating difficulties for investigations or inspections by government bodies or persons or interfering with their activities; supporting or subsidizing any illegal act mentioned above.</li> </ul> </li> </ul>
Spanish Criminal Code	<ul style="list-style-type: none"> <li>• Prohibits improper payments to both domestic and foreign officials along with private individuals/entities; and</li> <li>• Prohibits the giving of gifts to public officials/authorities in connection with their position or function.</li> </ul>