



**NEXTPOWER INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

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## **LETTER FROM OUR CHAIRMAN OF THE BOARD AND OUR CHIEF EXECUTIVE OFFICER**

At Nextpower, we take compliance and ethics seriously. Following the law and operating with integrity are core to who we are, both individually and as a company.

Our Code of Business Conduct and Ethics (the “Code”) reflects our core values and is designed to deter wrongdoing and to promote (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in our Securities and Exchange Commission reports and other public communications, (iii) compliance with applicable laws, rules and regulations, (iv) prompt internal reporting of violations of the Code to appropriate persons identified in the Code and (v) accountability for adherence to the Code. While the Code cannot cover every challenge we may face in the workplace, it helps us become more familiar with Nextpower’s policies, spot issues as they arise and act with integrity in all that we do.

Every employee, officer and director of Nextpower must know, understand and comply with the Code, as well as the procedures and related policies referenced in the Code. We expect and rely on this compliance as we work together, interact with customers, address stockholders, collaborate with business partners and contribute to our communities.

We must each be thoughtful and ethical in making decisions that affect our business. We rely on each of our team members to do so, and each of us has an obligation to speak up if we have any concerns. Each of us has a moral obligation to promptly report any behavior or matter that may appear to conflict with the Code or our policies; indeed, in some circumstances we are legally obligated to report what we have observed. The Code will help us to understand these obligations and how to safeguard our community from violations of the Code.

Our dedication and adherence to our key values and culture of integrity, as reflected in the Code, will help Nextpower to continue to succeed as a competitive, healthy, sustainable and ethical business.

Thank you for making the right choices every day and ensuring the success of our company.

**Dan Shugar**

Chief Executive Officer

**Bill Watkins**

Chairman of the Board of Directors



## I. Introduction

### 28. Applicability

All employees, officers and directors of Nextpower Inc. (the “Company” or “Nextpower”) and its subsidiaries and controlled affiliates are required to understand and follow the Code. We also expect Nextpower partners, contractors, consultants, suppliers, temporary labor workers, distributors and sales representatives to follow the Code.

### 29. Global Application

As a global company, we recognize the challenges of operating around the world and we are committed to ensuring that every action we take is in full compliance with applicable law, including the local laws of the many countries and areas in which we operate. If you believe that compliance with Nextpower policies might conflict with local laws or regulations, please discuss your concerns with the Nextpower Legal Department.

## II. Making Ethical Decisions

### 1. Ethical Decision-making

If you have a question about a matter or are unsure about any action, behavior, request or condition, ask yourself each of the questions in the flow chart below and follow the guidance. If you believe a custom or law in your country or region differs from the Code, ask for guidance from the Legal Department. You can also report a matter anonymously by using the independent third-party Ethics Hotline (“Ethics Hotline”) or any of our other reporting resources found in Section II.2 of this Code.

Ask yourself:

Is it legal?  
Is it in compliance with Nextpower policy?  
Does it feel like the right thing to do?  
Would you feel comfortable if your action was reported in the media?

If the answer to any of these questions is “No,” then do **NOT** proceed.

If you are uncertain, ask your manager for clarification or use one of our reporting resources. (See II.2 below)

If the answer to each of these questions is “Yes”, then you **MAY** proceed with the activity.

### 2. Asking Questions and Reporting Concerns

At Nextpower, we recognize the importance of “speaking up” and encourage it at every turn. That means having the courage to ask a question about something that doesn’t seem right



or where you are unclear about a Nextpower policy or procedure, or Nextpower's legal obligations.

We expect our employees to speak up and ask questions or report concerns. When you do, you protect Nextpower, our brand and our sites, and you help improve our operations and prevent potential misconduct.

For additional information, see Nextpower's Whistleblower Policy.

Whenever you become aware of conduct or proposed conduct that may violate the law, regulation or this Code, you must report this through one of our reporting resources discussed in this Code. Further, any violation of Company policy outside of this Code should also be reported through these reporting resources. Notwithstanding the foregoing, nothing in this Policy or otherwise limits your ability to communicate directly with and provide information, including documents, not otherwise protected from disclosure by any applicable law or privilege to the Securities and Exchange Commission (the "SEC"), the Department of Justice ("DOJ"), or any other federal, state or local governmental agency or commission or self-regulatory organization ("Government Agency") regarding possible legal violations, without disclosure to the Company. The Company may not retaliate against you for any of these activities, and nothing in this Policy or otherwise requires you to waive any monetary award or other relief that you might become entitled to from the SEC, DOJ or any other Government Agency. Nothing in this Policy or otherwise requires you to disclose any communications you may have had or information you may have provided to the SEC, DOJ, or any other Government Agencies regarding possible legal violations.

### **3. Reporting Resources**

We provide a number of ways to voice concerns and receive assistance, from the Ethics Hotline to our Open Door Policy.

#### **A. Ethics Hotline**

Nextpower maintains an Ethics Hotline to allow employees, officers, directors and business partners to voice their concerns without fear of retaliation. The Ethics Hotline is available twenty-four (24) hours a day, seven (7) days a week, and translation services are available. Reports may be made anonymously via the following channels:

- Via Internet or electronic mail to a third-party service provider, EthicsPoint (which we refer to as the "Ethics Hotline"), which is accessible at <http://nextpower.ethicspoint.com>.
- Via telephone to the Ethics Hotline at the following toll-free number:



1-844-626-6569 in the United States or, for employees outside the United States, via the phone numbers listed on EthicsPoint, which is accessible at <http://nextpower.ethicspoint.com>.

- Via electronic mail or standard mail to the Company's Ethics & Compliance Team at [ethicsandcompliance@nextpower.com](mailto:ethicsandcompliance@nextpower.com) or 6200 Paseo Padre Parkway, Fremont, California 94555.
- Via standard mail to the Company's Audit Committee at 6200 Paseo Padre Parkway, Fremont, California 94555.

Nextpower does not tolerate retaliation. If you have a question about a Nextpower policy or procedure, or have concerns about any conduct or proposed course of action, we want you to feel comfortable seeking out someone such as a Nextpower manager, a member of our Ethics & Compliance Team, any attorney in the Legal Department or a Human Resource manager to address your questions or concerns. When you do not feel comfortable making such outreach, you should use the Ethics Hotline to report your concerns anonymously.

Nextpower takes all allegations seriously and will review and investigate each matter as appropriate.

## **B. Any Manager**

Managers are individuals who supervise others, oversee our work and act as leaders and role models in our Company. They are often our first and best resources for assistance.

Nextpower supports an open and respectful environment, and our Open Door Policy encourages employees to contact a Manager – any Manager – if you have a question or concern.

If a question or concern is about your Manager, or if you are simply not comfortable speaking with your direct Manager, you should feel free to speak to another Manager either inside or outside your area; your local Human Resources representative; any member of the Ethics & Compliance Team; or any of the other reporting resources provided. They are all here to assist you!

## **C. Chief Compliance & Ethics Officer**

Nextpower's Chief Compliance & Ethics Officer is responsible for overseeing our Ethics & Compliance Program and ensuring that Nextpower follows all applicable laws and regulations as well as our own policies and procedures. The Chief Compliance & Ethics Officer is also responsible for partnering with stakeholders and reports quarterly to the Audit Committee on the compliance program and significant matters.



If you have a question or concern, you should feel free to contact any of our trusted leaders directly, including the Chief Compliance & Ethics Officer or anyone on the Corporate Ethics & Compliance team.

#### **D. Human Resources**

Human Resources supports Nextpower's employees in areas such as recruiting, onboarding, compensation, benefits, goal setting, performance appraisal, training and leadership development.

Our Human Resources department is there to assist with questions and concerns on issues ranging from pay and benefits to concerns about conflicts with co-workers or managers.

Human Resources managers support our respectful and open environment and assist in the thoughtful and effective handling of many of our everyday issues. You should feel free to use the Human Resources department as one of your primary resources for any question or concern. If they cannot answer your questions themselves, they will be able to effectively direct you to the proper resource within Nextpower.

#### **E. Legal Department**

Nextpower's Legal Department is comprised of attorneys and other professionals who are here to support Nextpower by providing business-focused legal advice. All the members of the department are available to answer our questions, hear our concerns and to either assist us or direct us to the proper resource for assistance.

#### **F. European Union Reporting**

All countries within the European Union ("EU") maintain data privacy laws and regulations concerning the use of Company hotlines, and Nextpower complies with the applicable laws, rules and regulations that apply to our global business.

Your report is important to us therefore if the Ethics Hotline is not available in the country where you are located, you could still file a report through the EthicsPoint website.

Any employee in the EU should feel free to contact EthicsPoint.

#### **G. Additional Reporting Channels**

When in doubt, you may always contact a member of our Ethics & Compliance team, the Legal Department, the Audit Committee, the Board of Directors, or any of our trusted leaders with any questions or concerns. They will assist you directly or lead you to the resource best



suited to address your issue. The Board of Directors may be contacted at the following e-mail address: [BoardofDirectors@nextpower.com](mailto:BoardofDirectors@nextpower.com)

#### **4. Anti-retaliation Policy**

Nextpower does not tolerate retaliation against anyone who, in good faith, asks a question, speaks up about possible misconduct, or participates in an audit or investigation. Retaliation includes, in addition to other things, a change in work hours or schedule, demotion or other adverse consequence imposed in response to speaking up about a possible violation of the Code. Any retaliation, or any attempt to discern or reveal the identity of an employee who confidentially reports a concern, can lead to disciplinary action up to and including termination of employment.

If you believe you have been retaliated against, report it immediately. See Ethics Hotline.

#### **5. Cooperation with Government Requests**

We will always cooperate appropriately with proper government requests or investigations. Except as set forth in this Section II(5), all employees must notify the Legal Department if the Company receives a government notice, subpoena, search warrant, request for an interview, or any other non-routine request for information related to company matters. Any information provided to the government must be truthful and not misleading. You must not alter, withhold or destroy records related to an investigation and/or subject to a legal hold notice.

As set forth in this Section II(5), all employees must notify the Legal Department if the Company receives a government notice, subpoena, search warrant, request for an interview, or any other non-routine request for information related to Company matters. Notwithstanding the foregoing, nothing in this Policy or otherwise limits your ability to communicate directly with and provide information, including documents, not otherwise protected from disclosure by any applicable law or privilege to the SEC, the DOJ, or any other Government Agency regarding possible legal violations, without disclosure to the Company. The Company may not retaliate against you for any of these activities, and nothing in this Policy or otherwise requires you to waive any monetary award or other relief that you might become entitled to from the SEC, DOJ or any other Government Agency. Nothing in this Policy or otherwise requires you to disclose any communications you may have had or information you may have provided to the SEC, DOJ, or any other Government Agencies regarding possible legal violations.

### **III. Integrity in the Workplace**





At Nextpower, we appreciate the diverse ideas and experiences of our employees, and value the creativity and innovation that comes from them.

We are committed to treating one another with respect and providing a safe, healthy, sustainable and responsible workplace.

## **1. Doing the Right Thing**

We make ethical decisions.

We follow our Code, Nextpower policies and the law.

We proactively ask questions about Nextpower policies or procedures whenever we are unclear about them.

We report any violations of this Code, the law or applicable regulations. See Ethics Hotline.

We cooperate fully and honestly with any internal audit or investigation.

We each foster an environment where others feel comfortable asking questions, raising concerns and reporting matters without fear of retaliation.

## **2. Fair Labor and Employment Practices**

We are open and honest with one another and treat each other with dignity and respect.

We do not discriminate against anyone on the basis of race, color, gender, age, national origin, religion, sexual orientation, gender identity, disability or any other legally protected characteristic.

We strive to maintain a workplace where individuals are free from all forms of harassment or abuse, including bullying.

We strive to build a diverse workforce of employees with different backgrounds, experiences and perspectives.

We follow applicable wage and hour laws.

We provide employees with, at a minimum, all legally required benefits.

We do not use child, forced, indentured or bonded labor and maintain a minimum age requirement for employment.



We recognize the rights of our workers to associate freely and believe that open communication and direct engagement between workers and management is the most effective way to resolve workplace issues.

We do not allow retaliation against anyone who raises a concern about discrimination, harassment, or any labor and employment practice.

We are committed to respecting the Human Rights of all people through our operations and in our value chain, in alignment with the United Nation's Guiding Principles on Business and Human Rights.

We expect our business partners to also meet these same standards.

### **3. Data Privacy**

We comply with all laws which protect the privacy and confidentiality of personal data.

We take appropriate measures to properly manage and protect employee personal information from unauthorized or improper access or use.

We follow applicable laws and regulations governing data privacy.

### **4. Safe Work Environment**

The health and safety of our workforce are Nextpower's highest priorities.

We invest in the facilities, tools, equipment, processes and people to provide a safe work environment for our employees.

We have health and safety programs to reduce and prevent work injuries and illnesses, and train our employees on safe work practices.

We require employees to report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively.

We strictly prohibit violence or the threat of violence in the workplace. We enforce a culture of health and safety at all our global operations.



You should report concerns about unsafe conditions to a manager as soon as possible. At a minimum, you must report such matters through one of our reporting resources discussed in Section II.2 of this Code.

Retaliating against any employee who honestly expresses a concern about any labor or employment practice, data privacy issue, or health or safety concern violates our Code and will not be tolerated.

#### **IV. Integrity for our Company and our Stockholders**

##### **1. Conflicts of Interest**

A “conflict of interest” exists when an individual’s personal relationship, financial or other interest could get in the way of his or her duty to act in the best interests of Nextpower or could appear to improperly affect decisions on behalf of Nextpower.

Conflicts of interest, if not properly addressed, can cause serious harm to the Company. Even the appearance of a conflict of interest can result in potentially irreversible damage to the Company’s reputation. You must avoid any activity or personal interest that creates or appears to create a conflict between personal interests and the interests of the Company or would otherwise interfere with your ability to perform or carry out job responsibilities.

You may not:

Take for yourself opportunities discovered through the use of Company assets, or information in your possession;

Use Company assets, or information in your possession, for personal gain or personal gain of a family member or friend; or

Compete with the Company.

In the sections that follow, we consider examples of common conflicts that may arise and the appropriate responses to those scenarios.

##### **A. Family and Personal Relationships**

A family member or close friend is, or wants to become, a Nextpower vendor, supplier or employee. You must tell your manager about your relationship and must not be involved in selecting or managing the potential vendor, supplier or employee.



You or one of your family members has a position or financial interest (for example, has material stock holdings) in a company that competes, does business, or wants to do business with Nextpower. If so, promptly tell your manager so the conflict can be addressed.

You manage or can influence work decisions for a family member, friend or person with whom you have a romantic relationship. If so, promptly tell your manager so it can be addressed. When employees in the same reporting line are in a relationship, a potential conflict of interest is created. Such relationships must be disclosed. In addition, you must disclose any other romantic relationship in the workplace that presents a possible or perceived conflict.

### **B. Financial, Investment or Business Opportunities**

You want to take advantage of a business or investment opportunity available to Nextpower. If so, immediately let your manager and the Company's Chief Compliance & Ethics Officer know and make sure that the opportunity is first offered to Nextpower. If Nextpower declines the opportunity and no other conflict exists and the activity otherwise complies with applicable Company policies, then you may pursue it.

### **C. Service on Outside Boards**

You want to serve as a director of another for-profit or non-profit company. If so, please contact the Legal Department to get proper prior written approval.

### **D. Secondary Employment; Outside Activities**

You would like to have a second job or want to consult for another for-profit company that competes, does business with, or may become a customer of Nextpower. If so, tell your manager immediately so the potential conflict can be addressed. Secondary employment which does not create a conflict of interest or interfere with your Nextpower job duties is permissible.

You own a business or have shareholdings in an entity outside of your work for Nextpower, and that business competes with, does business with or may become a customer of Nextpower. If so, tell your manager immediately so the potential conflict can be addressed.

If you find yourself in any of these or other actual or possible conflict of interest situations, immediately tell your manager, or use any of our reporting resources to report the matter, so it can be evaluated and resolved. Managers will ensure that matters concerning conflicts of interest are escalated to a Director within their organization, or directly to the Nextpower Legal Department or Ethics & Compliance.

You may only act after the conflict has been reviewed and approved in writing by the manager and Ethics & Compliance.



By fully disclosing the potential conflict before you act, you help ensure that business is done objectively, fairly and in line with Company policy. You also keep from being involved in an inappropriate conflict of interest situation that may require discipline up to and including termination.

## **2. Safeguarding Nextpower Information**

### **A. Confidential Information**

During our work, we frequently have access to and use confidential information about our Company, including information about our employees, or the companies with which we do business. For this purpose, “confidential information” means information of the Company or the companies with which we do business that is not generally available to the public or that is reasonably understood to be confidential, including forecasts, marketing plans, personal information about employees or information that third-parties have entrusted to us under promises of confidentiality. This information might be useful to a competitor or harmful to our Company if it gets into the wrong hands, or Nextpower could be exposed to liability for the improper use or disclosure of such information. This can include private information concerning employees, although you are always free to disclose your own compensation and terms and conditions of employment.

Common examples of confidential information include:

Customer or supplier lists;

Customer or supplier terms, discount rates, pricing data;

Financial information;

Designs, drawings, formulas, trade secrets, inventions, patent applications;

Marketing and sales plans, product launches, acquisitions;

Manufacturing processes;

Employee data (other than your own); and

Information about Board and Board committee deliberations.

Except in connection with your exercise of your legally protected rights described in Section II(5) above, both during and after your employment with Nextpower, you must protect, safeguard and only disclose confidential information to:



- Coworkers who have a business need to have the information;
- People outside of our Company who have a business need to have the information, a clear duty to keep the information confidential, and have signed a Non-Disclosure Agreement; or
- Those who have a legal right to have the information.

As described in Section II(5) above, nothing in this Code or otherwise limits your ability to communicate directly with and provide information, including documents not otherwise protected from disclosure by any applicable law or privilege, with the SEC, DOJ, or any other Government Agency regarding possible legal violations, without disclosure to the Company.

Pursuant to Section 7 of the Defend Trade Secrets Act of 2016 (which added 18 U.S.C. § 1833(b)), you and the Company acknowledge and agree that you shall not have criminal or civil liability under any federal or state trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a federal, State, or local government official, either directly or indirectly, or to an attorney and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. In addition, and without limiting the preceding sentence, if you file a lawsuit for retaliation by the Company for reporting a suspected violation of law, you may disclose the trade secret to your attorney and may use the trade secret information in the court proceeding, if you (x) file any document containing the trade secret under seal and (y) do not disclose the trade secret, except pursuant to court order. Nothing in this Code is intended to conflict with 18 U.S.C. §1833(b) or create liability for disclosures of trade secrets that are expressly allowed by such Section.

We follow our Company's data classification system for handling of our confidential information, which is available from the Legal Department.

## **B. Nextpower Intellectual Property**

"Intellectual property" includes patents, trademarks, copyrights, trade secrets, know-how, and any other intangible personal property that is created through the intellectual efforts of its creator.

Nextpower intellectual property is a key asset of the Company, and you are expected to help identify, capture, and protect our intellectual property.



The Company has policies and procedures in place for considering filing for patent protections on inventions created by our employees – you can speak with your manager or the Legal Department to learn more about the process.

All software or programs created by Nextpower personnel in connection with their association with the Company or provision of services to the Company are “works for hire” and are the sole property of Nextpower. Company personnel understand that they have no right, title or interest in any intellectual property created by them in connection with their employment or provision of services to the Company unless otherwise expressly agreed to in writing by the Legal Department. Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of the Company’s policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

You must not knowingly use the intellectual property of third parties without permission, and it is the responsibility of each employee to respect the intellectual property (including copyrighted materials such as software programs and confidential information) of our suppliers, customers, business partners, competitors, and other third parties.

You must not use or disclose confidential information or trade secrets belonging to a former employer even if you think it would be helpful to Nextpower. Ask the Legal Department for guidance if you are uncertain about whether you are permitted to use information that does not belong to Nextpower.

If you have any questions or concerns about intellectual property rights, contact the Legal Department.

### **3. Gifts and Business Entertainment Policy**

You must not accept any gifts, entertainment or other business courtesies that could influence or be perceived to influence your business decisions on behalf of the Company. You must never request or ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited.

If you are offered or given something of value (for example, a special discount on an appliance, free tickets to a sporting event, a discounted apartment, or other item) from a Nextpower customer or vendor that is lavish, not within our Company’s guidelines or otherwise questionable, tell your manager immediately so the potential conflict can be addressed. Managers will ensure that matters concerning conflicts of interest or potentially inappropriate gifts are escalated to a Vice President within their organization, or directly to the Legal Department or to Ethics & Compliance.



Specifically, you may not accept:

Lavish gifts, gifts in the form of personal loans, cash, cash equivalents or securities;

Loans of property, including vacation facilities or equipment for personal use;

Personal services performed for less than market value; or

Discounts on the purchase of goods or services for personal use.

See also Code Section V.4 Doing Business with Governments, Section VI.2 Procurement Practices and Section VII.2 No Bribery or Kickbacks.

As a global company, Nextpower often requires many of us to travel for business purposes. It is our responsibility to ensure that we follow our Company's Travel and Entertainment policy and only submit for reimbursement those receipts that are directly related to that business travel and are appropriate for reimbursement.

#### **4. Protecting Nextpower Assets**

We are trusted with Company assets, including workspaces, facilities, computers, mobile and desk phones, other equipment, confidential information and any Company funds that we control or manage.

We respect, care for and properly use our Company assets, and work hard to prevent their theft, destruction or misuse.

We each have a responsibility to use Company technology appropriately and to help keep our systems secure against data breaches or other cybersecurity incidents. We keep our laptops and other devices secure at all times and promptly report their loss or theft, we do not share our passwords, and we are careful when connecting to unfamiliar WiFi networks or when downloading software or emailed links. You must promptly report any suspected unauthorized access or breach of Company systems or networks to IT.

We dispose of Company equipment or other assets legally and appropriately, and do not steal or misuse our property or technology.

We understand that while certain Nextpower assets may be used for incidental and occasional personal purposes (such as Company-assigned mobile phones), Nextpower may, to the extent allowed by law, access, search and review any communications, data or equipment maintained in any of these places, with or without your consent. There is no expectation of privacy with regard to anything stored on Nextpower-owned equipment or which is transmitted through Nextpower's systems, where permitted by local law.





We use Company assets in a safe, lawful and appropriate manner and do not use Company assets to download, store or send sexually explicit, offensive or discriminatory material.

We do not share personal user identification numbers or passwords.

We report unlawful or accidental sharing of personal information immediately.

## **5. Communications Outside the Company**

We communicate clear, accurate, up-to-date and appropriate information about our businesses, but only the Chief Executive Officer, the Presidents, the Chief Financial Officer, the General Counsel, and the Director of Investor Relations, or another member of senior management approved by one of the foregoing persons, are authorized to communicate with the public on behalf of our Company. Requests for financial or other information about the Company from the media, the financial community, stockholders or the public should be referred to one or more of these authorized spokespersons or the General Counsel, as appropriate. Except as set forth in Section II(5) above, all other employees are prohibited from responding to any request for information about Nextpower from the media, securities analysts, current or prospective investors or other third parties without prior approval.

This means that if approached by a reporter, analyst or stockholder, or when using social media, including any blogs, social networking site, photo/video sharing and chat rooms, we should:

Protect our Company's confidential information;

Obtain prior approval from the Marketing team before posting any information about our Company or customers in a public place;

Obtain prior approval from the Chief Financial Officer or General Counsel before allowing reporters or financial analysts to visit a facility;

Direct any inquiries from the media, the financial community, stockholders or the public to the Chief Financial Officer or General Counsel; and

Except as set forth in Section II(5) above, direct any inquiries from regulators or the government to Nextpower's General Counsel.

See also Code Section IV.2 Safeguarding Nextpower Information and Section IV.7 Compliance with Securities Laws.



## **6. Books and Records**

We seek to create value by achieving superior financial results. We must always produce honest, accurate and complete financial information, strictly follow generally accepted accounting principles (“GAAP”) and have appropriate internal controls and processes to ensure that all accounting and financial reports comply with applicable rules and are properly documented.

We are responsible for ensuring that our books and records are free from false or misleading entries, engaging independent auditors, and ensuring that our books and records are kept according to legal requirements and applicable accounting standards.

We do not keep undisclosed or unrecorded corporate funds for any purpose.

We issue payment only where there is appropriate, complete and accurate supporting records and approval.

If you believe that any Nextpower business records or accounts have been falsified, improperly changed or destroyed, immediately contact the Legal Department or use another one of our reporting resources. This kind of activity will not be tolerated.

## **7. Compliance with Securities Laws**

As determined by management, we provide timely, full, fair, accurate and understandable information to the investing public in keeping with securities laws.

We follow Regulation FD, which prohibits the selective disclosure of material, nonpublic information (e.g., to security holders or members of the financial analyst community).

We act with integrity when it comes to the securities markets, and have implemented an insider trading policy that includes the following prohibitions: You may not trade in Nextpower securities while you are aware of material nonpublic information about Nextpower. This prohibition also applies to transactions in the securities of other publicly-traded companies, including Nextpower’s customers, suppliers and other business partners, about which you may learn material, nonpublic information while working for Nextpower. “Material nonpublic information” is defined broadly and includes any information that has not been made available to the public and that a reasonable investor would consider important in making an investment decision regarding Nextpower’s securities, or information likely to have an impact on the price of Nextpower securities. Material nonpublic information can be positive or negative, historical or forward-looking, and quantitative or qualitative. It is not possible to define all categories of material nonpublic information and when in doubt, you should treat nonpublic or confidential information as material and consult with the Legal Department prior to engaging in a securities transaction.



You may not communicate or “tip” material, nonpublic information to others who may trade in Nextpower securities (or any other publicly-traded securities) based on that information. You may not have another person trade in Nextpower securities (or any other publicly-traded securities) for you based on that information.

You must not engage in (i) derivative transactions such as trading in any interest or position relating to the future price of Nextpower’s securities, such as a “put”, “call” or “short sale”, (ii) hedging transactions with Nextpower’s securities or use such securities as collateral for margin accounts or (iii) pledging transactions with Nextpower’s securities or use such securities as collateral for loans.

Further information is available in the Insider Trading and Trading Window Policy or upon consultation with the Legal Department.

## **V. Integrity for our Customers and Business Partners**

### **1. Responsible Sales and Marketing Practices**

We are responsible and ensure that our promotional, sales and marketing materials contain truthful statements about Nextpower, our services and the products we sell.

### **2. Fair Competition**

Competition and antitrust laws are intended to encourage and protect free and fair competition. We support strong competition and do not tolerate unfair business practices.

Our directors, officers and employees deal fairly with customers, suppliers, competitors and their employees. We do not take unfair advantages through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing.

When collecting information about the activities of others, we do so in a manner that is both legal and ethical.

We do not cooperate with competitors, and while we may join trade associations or participate in benchmarking or other similar activities from time to time, we may do so only with consent from the Legal Department. Except as set forth in Section II(5) above, in particular, you must never discuss the following with people outside of Nextpower without getting consent from the Legal Department:

- Pricing or pricing policy, terms of sale, costs, marketing or strategic plans, levels of production;



- Proprietary or confidential information;
- Potential mergers and acquisitions, joint ventures or other partnerships;
- Boycotts;
- Allocations of customers, products, services, sales, supplies, territories;
- Exclusive dealing arrangements;
- Certain restrictions on, or tying arrangements with, suppliers or customers; and
- Any other specific terms of any agreement with a supplier or customer.

If you have questions about whether to share our information or to use information about one of our competitors, seek guidance from the Legal Department.

### **3. Protection of Third-party Information and Assets**

Except as set forth in Section II(5) above, we protect the confidential information that our customers and business partners share with us, and we do not share this information with anyone inside or outside the Company who does not have a legal or contractual right or legitimate business need to have it.

We take proactive steps to protect the information and property of our customers, suppliers and business partners.

We use software made by other companies, but do not make unauthorized copies or resell or transfer the software without permission under applicable license agreements. You should expect that Nextpower may inspect your computers and other devices to verify that only approved and licensed software is installed.

See Code Section IV.5 Communications Outside the Company.

### **4. Doing Business with Governments**

We act honestly and with integrity when working with governments and government officials, and we conduct diligence on third parties who interact with governments on our behalf or who engage in the sale or distribution of our products or services outside the United States.

We take care in preparing and maintaining records relating to government contracts.



We follow the applicable laws and regulations that apply to government contracting, and follow the terms and conditions of any contract with any government entity. The Legal Department must review and approve all contracts with any government entity.

You may not offer, promise, authorize, or give anything of value, either directly or indirectly, to any government official, customer, or any other individual or entity (in the private or public sector) to improperly secure or keep business, or to improperly influence any act or decision concerning Nextpower, and we do not use any third party (such as a consultant, agent, or business partner) to do so for Nextpower. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. We do not provide gifts or anything of value to government officials, customers, or any other individual or entity (in the private or public sector) in connection with Company business without the prior approval of the Legal Department, except in the specific, limited circumstances outlined in Nextpower's Anti-Corruption Policy.

If you receive an inquiry or request from a government entity for a bribe, kickback, improper payment, or other violation of this policy, you should immediately contact the Legal Department to determine how to respond. See Code Section VII.2 No Bribery or Kickbacks, Section VI.2 Procurement Practices and Section IV.3 Gifts and Business Entertainment Policy.

## **VI. Integrity in our Global Supply Chain**

### **1. Responsible Suppliers and Business Partners**

We select suppliers based on their qualifications and merit.

We develop strong working relationships with suppliers who deliver superior quality, excellent service, provide competitive pricing and follow the contractual, legal, privacy and ethical business standards of our Company.

We are committed to purchasing and using materials only from appropriate and properly authorized sources.

If you suspect a supplier is acting in a way that is inconsistent with these expectations, contact the Ethics Hotline or use any one of our reporting resources found in Section II.2 of the Code to voice your concern.

### **2. Procurement Practices**

Nextpower creates value for customers through competent and swift product development, high productivity, high quality, agility and cost competitiveness.

Nextpower dealings with our customers, suppliers and business partners are based on good business judgment and fair dealing.



While conducting procurement activities, we do not offer or give bribes, kickbacks or anything of value, including a gift or entertainment, to a supplier, customer or business partner to improperly influence the recipient's actions or decisions.

If you suspect that a supplier has been selected in a manner that is not consistent with our Company's procurement practices or policies, or you suspect that improper favoritism was involved in the vendor selection process, you must contact the Ethics Hotline or use any one of our reporting resources found in Section II.2 of the Code to voice your concern.

See also Code Section VII.2 No Bribery or Kickbacks and Section IV.3 Gifts and Business Entertainment Policy.

## **VII. Integrity in our Global Communities**

As a good corporate citizen, we act responsibly, conduct operations safely and prepare for emergencies that may occur. We also give back to the community by supporting and partnering with educational, civil and charitable organizations.

### **1. Environmental Protection**

We follow all applicable environmental laws and regulations in order to protect the environment, conserve energy and natural resources, and prevent pollution by applying appropriate management practices and technology.

We comply with global regulations for hazardous substances in products, materials and components for which we are responsible.

We monitor our compliance with these laws to maintain our status as a responsible corporate citizen in all global communities in which we operate. In addition, we review our practices and procedures regularly to address changing circumstances, and to continually improve our performance.

### **2. No Bribery or Kickbacks**

We prohibit bribery, kickbacks and improper payments in any form and to anyone.

We comply with the U.S. Foreign Corrupt Practices Act ("FCPA") and all applicable anti-bribery and anticorruption laws in the countries in which we conduct business.

You must not offer, promise, authorize, or give anything of value, either directly or indirectly, to a government official, customer, or any other individual or entity (in the private or public sector) to improperly secure or keep business, or to improperly influence any act or



decision regarding Nextpower; and you must not use any third party (such as a consultant, agent, or business partner) to do so on Nextpower's behalf.

We do not provide gifts or anything of value to government officials, customers, or any other individual or entity (in the private or public sector) in connection with Company business without the prior approval of the Legal Department, except in the specific, limited circumstances outlined in Nextpower's Anti-Corruption Policy.

You must not provide entertainment that could lead to the embarrassment of the Company, including entertainment that is degrading or exploitive in nature.

We require all third parties engaged by Nextpower to comply with all applicable anti-corruption laws and the Company's integrity standards.

You must not make business decisions with any supplier, vendor, customer, or other business partner based on any personal benefit that is either offered or given to you, directly or indirectly.

We do not ask for, demand or accept bribes or kickbacks.

We do not offer or give bribes, kickbacks or anything of value, including a gift or entertainment, to a supplier, customer or business partner to improperly influence the recipient's actions or decisions; and we do not use any third party intermediary (such as an agent, consultant, distributor or business partner) to do so for Nextpower.

A "bribe" is anything of value, including but not limited to cash or cash equivalents (for example, gift cards), gifts, meals, entertainment, travel expenses or business courtesies, given with the intent to improperly influence another's actions or decisions to get or keep business, or to get an unfair business advantage.

A "kickback" is the payment of money or anything of value as a reward for giving business or giving an improper business advantage.

See also Code Section IV.3 Gifts and Business Entertainment Policy, Section V.4 Doing Business with Governments and Section VI.2 Procurement Practices.

### **3. Anti-money Laundering Policy**

We are committed to avoiding the use of Nextpower resources for the purpose of money laundering, which is the attempt to hide the proceeds of a crime to make the proceeds appear appropriate or lawful. To this end, we do not accept payment from any entity that is not a party to the transaction legally allowed to make a payment.



We do not use Nextpower assets to aid terrorism or terrorist-related activities.

#### **4. Charitable or Political Contributions or Lobbying Activities**

You must not use Nextpower funds for political contributions of any kind to any political candidate or person who holds any government office without prior written approval. “Political contributions” include direct and indirect payments, loans, advances, deposits, or gifts of money, or any service. It also includes subscriptions, memberships, tickets, the purchase of advertising space, payment of expenses or compensation of employees for a political organization, candidate or public official, and Company funds, facilities, assets or services.

Work time may be considered the equivalent of a contribution by the Company. Therefore, you will not be paid by Nextpower for any time spent running for public office, serving as an elected official or campaigning for a political candidate.

You may make any political contribution of your choosing with your own money and time as long as it is not done to obtain or retain business or to gain an improper business advantage for Nextpower. Nextpower will not compensate or reimburse you, in any form, for a political contribution that you make.

Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: (1) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (2) communicating with certain government officials for the purpose of influencing government action; or (3) engaging in research or other activities to support or prepare for such communication. Obtain prior approval from the Legal Department before engaging in any lobbying activities on behalf of the Company.

#### **5. Compliance with International Trade Laws**

##### **A. Imports and Exports**

As an importer, we accurately describe and classify goods and state their value and country of origin. We also follow local customs and other government agency import laws and regulations.

As an exporter, we follow the laws of the country from which we ship our finished products, components or technology as well as the export laws of the United States, regardless of the shipping country.





## **B. Boycotts and Restricted Countries**

We do not do business with prohibited countries or individuals, nor do we cooperate in any way with unsanctioned foreign boycotts of countries.

## **VIII. Conclusion**

At Nextpower, everything we do is based on a culture of ethics, integrity, and superior performance. This Code of Business Conduct and Ethics is our guide to help us do the right thing, all the time, and everywhere we operate.

### **1. Investigations of Suspected Violations**

All reported violations of this Code will be promptly investigated and treated confidentially to the greatest extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

### **2. Consequences of Noncompliance**

Each of us is faced with challenges and difficult decisions every day. Each of us is responsible for making good decisions and helping Nextpower live up to its commitment to act with integrity and honesty. All directors, officers and employees of Nextpower are expected to comply with the Code and cooperate in internal investigations of suspected violations. Violations can lead to consequences for Nextpower and its directors, officers and employees, including:

Loss of business and competitive advantage;

Disciplinary action, up to and including termination of employment or other association with the Company, consistent with applicable laws and Company policies; or

Referral to law enforcement and any other appropriate corrective action.

Consequences can apply to anyone who engages in misconduct and to any employee who authorizes the misconduct, does not take reasonable steps to prevent known misconduct, or retaliates against anyone who in good faith reports a possible violation of our Code or policies.

Nextpower strongly encourages its employees to report any suspected violations of Company policy through our reporting resources described in this Code. If you receive information or have reason to believe that Nextpower, any director, officer or employee, or any person acting on behalf of Nextpower has violated the Code or the law, you must promptly



report it through our reporting resources described in Section II.2. As noted above, failure to do so may expose you to serious consequences.

### **3. Waivers of this Code**

Nextpower will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of this Code may be made only by the Nominating, Governance and Public Responsibility Committee or the Audit Committee (if deemed appropriate by the Nominating, Governance and Public Responsibility Committee) and must be promptly disclosed to stockholders as required by the Nasdaq Stock Market or any other applicable law or regulation. This Code may be amended or modified at any time by Nextpower's Board of Directors.

### **4. No Rights Created**

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any officer, director, employee, client, supplier, competitor, stockholder or any other person or entity. In addition, neither the adoption of the Code nor any description of its provisions constitutes a representation that all of the Company's officers, directors or employees are at any time in full compliance with the Code.

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