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## CODE OF CONDUCT AND ETHICS

### Updated February 2026

This Code of Conduct and Ethics (“Code”) is designed to promote honest, ethical and lawful conduct by all employees, officers and directors of SOLV Energy and all subsidiaries and entities controlled by it (collectively, the “Company”), and our construction and supply-chain.

This Code is applicable to all parties who work for or do business with the Company. The Company is committed to meeting fundamental responsibilities in the areas of ethics, human rights, labor, safety, environment, and community, and it holds its employees and business partners to the same set of principles. This Code is intended to help you understand the Company’s standards of legal and ethical business practices and to make you aware of ethical and legal issues that you may encounter in carrying out your responsibilities to the Company. This Code is intended to meet the requirements for a code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002.

In addition to the Company, this Code holds the Company’s subcontractors, suppliers, and vendors, including their respective supply chains to the minimum standards set forth in this document. From time to time, the Company is required to follow a project or owner-specific code of conduct or compliance program in addition to this Code. In each such case, the applicable owner and/or project-specific requirements will apply to the Company’s business partners as well.

This Code is part of a broader set of Company policies and compliance procedures available on our intranet, including the Company’s Employee Handbook. This Code is not intended to supersede or materially alter such documents.

The actions of every employee, officer and director affect the reputation and integrity of the Company. Therefore, it is essential that you take the time to review this Code and develop a working knowledge of its provisions. You are required to complete a certificate attesting to compliance with the Code upon becoming an employee, officer or director and, thereafter, on an annual basis.

At all times, you are expected to:

- Avoid conflicts between personal and professional interests where possible;
- Disclose any conflict to a supervisor or the Company’s Chief Legal Officer or Legal Department and otherwise pursue the ethical handling of conflicts (whether actual or apparent);
- Provide accurate and complete information in the course of fulfilling your obligations and communicate information in a timely manner;



- Provide full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company with regulators and in other public communications made by the Company;
- Comply with all applicable laws, regulations and Company policies;
- Seek guidance where necessary from your supervisor or other appropriate internal authority;
- Promptly report any violations of this Code to your supervisor, People Operations, the Chief Legal Officer or Legal Department, or otherwise as described in this Code; and
- Be accountable personally for adherence to this Code.

## **HOW TO REPORT A CONCERN**

If you believe a violation of this Code may have occurred or will occur, please seek guidance and report such concerns (“Concerns”) in accordance with this Code and the Company’s Whistleblower Policy. Concerns should be reported as soon as reasonably possible after becoming aware of the concern.

Concerns may be submitted in writing or orally to:

- Supervisor or manager
- Hotline: [AllVoices](#) Ethics and Compliance Hotline: 866.357.5095
- People Operations (HR):

*By E-Mail:* People Operations (HR): [people@solvenergy.com](mailto:people@solvenergy.com)

*By Mail:* Attention: People Operations  
SOLV Energy  
16680 West Bernardo Drive  
San Diego, CA 92116

- Legal Department
- Online: File a web-based report directly using [AllVoices](#) at [/solvenergy.allvoices.co/](#)
- Accounting, auditing and financial disclosure-related concerns may be submitted online through [AllVoices](#) and will thereafter be reviewed by the Audit Committee Chair

No policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in this Code, you should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained. The earlier a potential problem is detected and corrected, the better off the Company will be in protecting against harm to the Company’s business and reputation.



## **ETHICS**

You are expected to act in accordance with high standards of business ethics and to avoid any appearance of impropriety. This includes, but is not limited to, the following:

- **Fraud, Deception, and Dishonesty.** No attempt to defraud, deceive, or engage in dishonest business practices will be tolerated.
- **Bribery and Corruption.** Business is conducted with integrity and no form of bribery or corruption will be tolerated.
- **False Claims.** It is a felony to knowingly make a false claim or false statement to the Government, and such conduct will not be tolerated.
- **Open and Fair Competition.** Open and fair competition is valued, and no violation of antitrust laws, competition laws, or related regulations will be tolerated.
- **Gifts, Gratuities, and Kickbacks.** Involvement with or giving of or receiving of gifts, gratuities, kickbacks, or payments that are in violation of the law is prohibited.

## **CONFLICTS OF INTEREST**

The Company expects you to exercise good judgment and high ethical standards in your activities on behalf of the Company as well as in your private activities outside the Company. Conflicts of interest should be avoided where possible, or otherwise handled in an ethical manner in accordance with this policy.

You have an obligation to disclose to your supervisor or as otherwise set forth in this Code, any activity, agreement, business investment or interest or other situation that might in fact or in appearance cause you to place your own interests, or those of another, above your obligation to the Company. Care should be taken about the appearance of a conflict since such appearance might impair confidence in, or the reputation of, the Company even if there is no actual conflict and no wrongdoing.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest may arise whenever you take action or have interests that may make it difficult to perform your work objectively or effectively or when you (or an immediate family member) receive improper personal benefits as a result of your position or relationship with respect to the Company.

An “immediate family member” includes your spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing your household.

In all instances where a conflict or the appearance of a conflict exists, you must disclose the nature of the conflict to your supervisor, or other appropriate internal authority as soon as possible. Where there is a real or perceived conflict of interest involving a director of the Company, the matter should be



referred to the Chair of the Audit Committee of the Board of Directors of the Company. Company policy is that conflicts of interest should be avoided, except as approved by:

- The Audit Committee, with respect to conflicts of interest related to directors, director nominees and executive officers; or
- Senior management, with respect to conflicts of interest related to all other persons.

Conflict of interest transactions may also be subject to the Company's Related Person Transaction Policy.

## **GIFTS AND GRATUITIES**

You and your immediate family members are prohibited from requesting, accepting or offering any form of gift, favor, entertainment, under-the-table payment, kickback, bribe, rebate, barter or other improper payment or gratuity in connection with any corporate expenditure or sale of goods or services, unless such gift or comparable item is given or received in accordance with the Company's Anti-Bribery and Anti-Corruption Policy. If approached with such an offer, you should contact your supervisor, the Chief Legal Officer, Legal Department or other appropriate internal authority immediately. See also the Company's Anti-Bribery and Anti-Corruption Policy.

## **LOANS AND GUARANTEES**

You and your immediate family members must not accept loans or guarantees of obligations from any individual, organization or entity doing or seeking to do business with the Company (except from banks or other entities that provide such services in the normal course and at arms' length). You should report any offer of such a loan or guarantee to your supervisor, the Chief Legal Officer, Legal Department or other appropriate internal authority.

## **OUTSIDE EMPLOYMENT**

The Company's employees and officers are expected to act in the best interest of the Company and shall devote their full time and attention to the Company's business on an exclusive basis during regular working hours and for whatever additional time may be required. Outside business activities can create conflicts of interest, fiduciary duty breaches, or diminish productivity and effectiveness, among other things. For these reasons, employees and officers should avoid outside business activities for compensation without advance, written consent from the Company's Chief Legal officer or Legal Department. Though the Company encourages professional activities and community involvement, special care must be taken not to compromise duties owed to the Company, including any duties under Cal. Lab. Code § 2863. Employees and officers are expected to receive advance, written consent and disclose the nature of any non-Company activity for which compensation is received.

## **MEMBERSHIPS ON BOARDS AND COMMITTEES**

You must obtain approval from the Company's Chief Legal Officer or the Board of Directors before agreeing to serve on the board of directors or similar body of a for-profit enterprise or government



agency. Serving on boards of not-for-profit or community organizations should be disclosed to your supervisor but does not require prior approval. However, if service with a not-for-profit or community organization creates a situation that poses a conflict of interest with the Company (for example, the organization solicits charitable contributions from the Company or purchases significant services from the Company), you should contact the Company's Chief Legal Officer or Legal Department for approval prior to accepting such position or to continue such service.

## ***OTHER OUTSIDE ACTIVITIES***

Subject to the limitations imposed by this Code, each employee is free to engage in outside activities that do not interfere with the performance of his or her responsibilities or otherwise conflict with the Company's interests. Where activities may be of a controversial or sensitive nature, employees and officers are expected to seek the guidance of a supervisor, the Chief Legal Officer, Legal Department or other appropriate internal authority before engaging in such activities. You must not use your Company position or title or any Company equipment, supplies or facilities in connection with outside activities, nor may you do anything that might infer sponsorship or support by the Company of such activity, unless you have received approval in writing from your supervisor, the Chief Legal Officer, Legal Department or other appropriate internal authority.

Employees and officers should not solicit contributions or other support from fellow employees, or distribute non-work-related material to fellow employees during working hours or in areas where work is being performed.

## ***COMPLIANCE WITH LAWS, RULES & REGULATIONS***

The Company requires you to comply with all applicable laws, rules and regulations in countries where the Company does business. Violation of domestic or foreign laws and regulations may subject you, as well as the Company, to civil and/or criminal penalties. To assure compliance with applicable laws and regulations, the Company has established various policies and procedures, which are available on our intranet. Legal compliance is not always intuitive. To comply with the law, you must learn enough about the national, state and local laws that affect your work at the Company to spot potential issues and to obtain proper guidance on the right way to proceed. When there is any doubt as to the lawfulness of any proposed activity, you should seek advice from the Company's Chief Legal Officer.

## ***BRIBERY AND OTHER CORRUPT PRACTICES***

The Company strictly prohibits giving or promising, directly or indirectly, anything of value to any employee or official of a government (including state-owned companies) or a political party, candidate for office, or to any person performing public duties or state functions in order to obtain or retain business or to secure an improper advantage with respect to any aspect of the Company's business. Improper payments are defined expansively to include payments, both direct and indirect (for example through agents or contactors); gifts; entertainment; and certain travel expenses. Although written local law may permit gift-giving or the payment of entertainment expenses, the Company's Chief Legal Officer or Legal Department must approve in advance any such payments, unless the payment falls within the thresholds and conditions set forth in the Company's Anti-Bribery and Anti-Corruption Policy that do not require prior approval. "Facilitation" payments to expedite the routine performance of legitimate duties



must be avoided.

Any question as to whether a gift or payment would be considered improper under the Company's guidelines or national or foreign laws must be discussed with the Company's Chief Legal Officer or Legal Department.

Under no circumstance is it acceptable for you to offer, give, solicit or receive any form of bribe, kickback, payoff, or inducement.

You may not use agents, consultants, independent contractors or other representatives to do indirectly what you could not do directly under this Code or applicable laws, rules and regulations.

In retaining agents, consultants, independent contractors or other representatives, adequate background checks and verification of business credentials is required.

Any question as to this Code must be referred to the Company's Chief Legal Officer or Legal Department prior to taking any action that might conflict with this Code. See also the Company's Anti-Bribery and Anti-Corruption Policy.

## **HUMAN RIGHTS AND LABOR**

No party shall procure, manufacture, or subcontract for any service, product, or material for which forced or indentured labor, child labor, or other exploitation is used in its production. For purposes of this Code, "forced labor" means all work (including services, products, or materials) which is exacted from any person by force or indentured labor or other exploitation, including child labor, under the threat of a penalty and in which such person has not offered themselves voluntarily (also known as modern slavery, indentured servitude, or human trafficking).

The Company prohibits human rights violations, including violations related to forced labor, bonded labor, child labor, human trafficking, health and safety, discrimination, harassment, freedom of association, and equal employment opportunity.

All parties must ensure that they and their sub-tier service providers, subcontractors, suppliers, and vendors, throughout the supply-chain, do not directly or indirectly use forced labor for any service or in the procurement or manufacture of any product or material, which is imported into the United States.

The Company expects cooperation in the implementation and execution of reasonable due diligence procedures for itself and its service providers, subcontractors, suppliers, vendors, and other participants with respect to their supply-chains.

All parties covered by this Code are required to provide the following:

- A workplace that is free of abuse, bullying, harassment, and discrimination.
- Employment that is voluntary and only offered to persons over the age of 18.
- Working hours that are not deemed excessive by definition of the law.



- Compensation of employees in a timely manner, following applicable state and federal laws.
- To the extent permitted by law, respecting employees' right to freedom of association and collective bargaining.

## **ENVIRONMENTAL AND CULTURAL RESPONSIBILITIES**

The Company is committed to considering sustainability in everything we do and taking our environmental and cultural responsibilities seriously. We expect the same from those engaged in our work. All parties agree to protect human health, the environment, and cultural artifacts by meeting applicable regulatory requirements, favor the use of non-hazardous products and materials, promote the adoption of renewable energy, reduce energy and fuel consumption, minimize waste, and choose recycled and reclaimed materials whenever possible.

## **SAFETY**

The Company's goal for every project we build or operate is zero injuries. We expect prompt reporting of safety issues and believe that by doing so, we significantly reduce the risk of accidents, injury, and illness. In addition to the project-specific safety programs for each project, all parties are required to ensure an injury-free workplace by adhering to the following general principles:

- Develop and maintain safety programs and procedures that meet or exceed federal, state, and local laws, regulations, and standards.
- Ensure employees are properly trained and provided with the proper equipment to perform safe work.
- Encourage employees to stop unsafe work.

## **SECURITY**

The Company is committed to providing a workplace that minimizes security threats and acts of violence wherever possible. All parties covered by this Code are expected to follow the Company's Workplace Violence Prevention Plan ("WVPP") and contribute to updating the WVPP when opportunities to improve security measures are identified.

The purpose of the WVPP is to:

- Provide mechanisms for employees to report violent incidents, threats, or concerns, and outline the Company's response to such reports.
- Reinforce the prohibition against unlawful retaliation for good-faith reporting of incidents and participation in investigations.
- Outline procedures for responding to workplace violence emergencies.
- Detail training requirements and frequency regarding the WVPP.
- Describe procedures to identify and evaluate workplace violence hazards.



- Communicate post-incident response and investigative processes.

### ***CORPORATE OPPORTUNITIES***

You must not, for personal or any other person's or entity's gain, deprive the Company of any business opportunity which could be construed as related to any existing or reasonably anticipated future activity of the Company. If you learn of any such opportunity through your association with the Company, you may not disclose it to a third party or invest in the opportunity without first offering it to the Company. Nor should you use Company property, information or position for personal gain.

You must not participate in an initial public offering or otherwise accept special investment opportunities from a supplier, vendor (including banks or financial advisers), or customer with whom the Company is doing business or that is seeking to sell products or services to the Company without first disclosing the opportunity to the Company's Chief Legal Officer or Legal Department.

### ***CONFIDENTIAL INFORMATION***

If you are entrusted with information of a confidential or proprietary nature (about the Company, its employees, suppliers, customers or other constituents), you must not disclose that information outside the Company, either during or after service with The Company, except with written authorization of the Company or as may be otherwise required or permitted by law. You may not use confidential information unlawfully for your own personal benefit or the benefit of persons or entities outside the Company.

Confidential information includes all non-public information learned as an employee, officer or director of the Company. It includes, but is not limited to:

- Non-public information that might be (i) of use to competitors, suppliers, vendors, joint venture partners or others, (ii) of interest to the press, or (iii) harmful to the Company or its customers, if disclosed;
- Non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners;
- Non-public information about discussions and deliberations, relating to business issues and decisions, between and among employees, officers and directors; and
- Non-public information about fellow employees or any other individuals about whom the Company may hold information from time to time.

See also "Insider Trading" and "Communications" below, and the Company's Insider Trading Policy and Regulation Fair Disclosure Policy.

### ***ACCOUNTING PRACTICES, BOOKS & RECORDS AND RECORD RETENTION***



Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and foster trust. You have a strict obligation to provide accurate information in the records of the Company.

You are expected to support the Company's efforts in fully and fairly disclosing the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations and making full, fair, accurate, timely and understandable disclosure in our periodic reports filed with the Securities and Exchange Commission and in other communications to creditors, securities analysts, rating agencies, investors, regulators and the media. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements and our system of internal controls.

All employees, officers and directors – and, in particular, the chief executive officer, the chief financial officer, the controller and the principal accounting officer – have a responsibility to ensure that the Company's accounting records do not contain any false or misleading entries.

Misclassification of transactions as to accounts, departments or accounting periods is prohibited.

Any effort to mislead or coerce the independent auditors or a member of the internal audit staff may have serious legal consequences, including criminal sanctions, for the perpetrator, and the Company, and is strictly prohibited.

Laws and regulations require the Company's records, including its financial, environmental, health and safety, human resources, research and development, analytical, engineering and intellectual property records, to accurately reflect the events they represent. Always record data in a timely and accurate manner. This protects the Company's resources and meets the expectations of the people who rely on the accuracy of the Company's records to perform their jobs. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action including termination of employment. If you are authorized to make expenditures or enter into transactions on behalf of the Company, you must ensure that the applicable records comply with the Company's accounting and purchasing policies and that all transactions are recorded properly.

Consistent with the reporting and recordkeeping commitments discussed above, you should accurately and truthfully complete all records used to determine compensation or expense reimbursement. This includes, among other items, reporting of hours worked (including overtime), reimbursable expenses (including travel and meals), and sales activity.

Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. Destruction of corporate records may only take place in compliance with the Company's records retention policy and procedures. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason. If you believe that Company records are being improperly altered or destroyed, you should report it to your supervisor, Chief Legal Officer, Legal Department or other appropriate internal authority.

## **ANTI-HARASSMENT AND ANTI-DISCRIMINATION**

The Company is an equal employment opportunity (EEO) employer, committed to the implementation of



fair employment practices. In accordance with applicable law, we prohibit discrimination against any applicant or employee based on any legally recognized basis and we promote inclusion as a valued strategic initiative.

The Company is committed to maintaining a work environment free from harassment, discrimination, and retaliation. This includes verbal and physical harassment, unwelcome sexual advances, and derogatory remarks or actions based on ethnicity, race, sex, or other protected characteristics. The Company's anti-harassment policy, which is reflected in the Company's Employee Handbook, applies to all persons involved in its operations, regardless of their position or location.

## ***INSIDER TRADING***

No company personnel (nor any of their immediate family members (meaning anyone who lives in the household of company personnel, whether or not family members, and any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, and in-law, in each case) whose transactions are subject to their influence or control (other than a tenant or employee)) may (1) trade in securities while aware of material non-public information or (2) disclose material non-public information to persons within the Company whose jobs do not require them to have that information ("tipping"). "Material non-public information" is any information that has not been disclosed broadly to the marketplace and, if made public, would be likely to be considered important by a reasonable investor deciding whether to trade the Company's shares or other listed securities (e.g., earnings estimates, significant business investments, mergers, acquisitions, dispositions and other developments, expansion or curtailment of operations, and other activity of significance including matters which affect the market in which the Company operates).

Trading in securities of the Company or any other company while aware of material non-public information relating to that company, or tipping others to trade, is both unethical and illegal. Accordingly, you and any of your family members, business associates or controlled investment vehicles must not: (a) trade securities of the Company or any other company while aware of material non-public information with respect to that company or; (b) conduct transactions (for their own or related accounts) involving Company Securities during any "Blackout Period", as described in the Company's Insider Trading Policy or; (c) communicate to anyone outside the Company material non-public information of any company of which you are aware (this includes formal or informal advice given to family, household members and friends); or (d) disclose material non-public information to anyone, other than those persons who need to know such information in order to perform their jobs and who also have an obligation to maintain its confidentiality (e.g., to lawyers, advisers and other Company employees working on the matter).

In any situation where material non-public information is permitted to be disclosed, the recipient should be advised of its non-public nature and the limitations on its use. Any questions as to whether information is material or non-public should be directed to the Company's Chief Legal Officer.

See also the Company's Insider Trading Policy.



## **COMMUNICATIONS**

Only authorized spokespersons, as designated in accordance with the Company's Regulation Fair Disclosure Policy, may make public statements on behalf of the Company, to ensure legal compliance and consistent messaging. The Company is committed to providing full, fair and accurate disclosure in all public communications and in compliance with all applicable law, regulations and rules. Consistent with this commitment, employees must not answer questions on behalf of the Company from the media, analysts, investors or any other members of the public, or make any other selective disclosure, without prior authorization. If you should receive such an inquiry, you must record the name of the person and immediately notify an authorized spokesperson.

The same principles included in this Code apply to your social media activities.

See also the Company's Regulation Fair Disclosure Policy.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

You have a personal responsibility to protect the assets of the Company from misuse or misappropriation. The assets of the Company include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information (including any non-public information learned as an employee, officer or director of the Company).

The Company's assets may only be used for business purposes and such other purposes as are approved by the Company. You must not take, make use of, or knowingly misappropriate the assets of the Company for personal use, for use by another, or for an improper or illegal purpose. You are not permitted to remove, dispose of, or destroy anything of value to the Company without the Company's express prior written consent, including both physical items and electronic information.

## **DATA PRIVACY**

You are required to comply with applicable privacy, information security and data protection laws regulating the collection, handling, storage, use, transfer and retention of personal data. Personal data is any information that, alone or in connection with other data, could be used to identify the individual to whom the information relates. Examples of personal data include employment, health, financial, educational and other personal information.

## **USE OF ARTIFICIAL INTELLIGENCE**

When using artificial intelligence ("AI") tools, employees should not share or make any inquiries containing the Company's confidential information, trade secrets or intellectual property. Before incorporating information or data generated by AI into Company intellectual property, employees must first validate the accuracy and authenticity of such AI-generated outputs and ensure their alignment with this Code, or any other Company policy.

## **NETWORK USE, INTEGRITY & SECURITY**



The Company reserves the right to monitor or review any and all data and information contained on any employee's or officer's computer or other electronic device issued by the Company. In addition, the Company reserves the right to monitor or review an employee's or officer's use of the internet, Company intranet and Company email or any other electronic communications without prior notice.

Disciplinary action may be taken in the event that such systems are used to commit illegal acts, or to violate this Code, including sections relating to nondiscrimination, harassment, pornography or confidential information.

In order to maintain systems integrity and protect the Company network, no employee or officer should divulge any passwords used to access any Company computer, Software as a Service (SaaS) applications or database. Any suspected breach of the Company's network security systems and cloud infrastructure should be reported to a supervisor or appropriate internal authority immediately.

### ***POLITICAL CONTRIBUTIONS AND ACTIVITIES***

In the United States, federal and many state laws prohibit corporations from making certain types of political contributions. No direct or indirect political contribution (including the use of Company property, equipment, funds or other assets) of any kind may be made in the name of the Company, or by using Company funds, unless the Company's Chief Legal Officer or Legal Department or their designee has certified in writing that such political contribution complies with applicable law. If such certification is obtained, such contributions shall be by Company check or electronic transfer to the order of the political candidate or party involved, or by such other means as will readily enable the Company to verify, at any given time, the amount and origin of the contribution.

### ***REPORTING AND PROTECTION FROM RETALIATION***

You are responsible for the integrity and reputation of the Company and for compliance with this Code. Prompt reporting to the Company of any circumstances that you believe may constitute a violation of this Code, or any other Company policy, or applicable law, regulation or rule is integral to our commitment to ethics and compliance. If you believe a violation of this Code may have occurred or will occur, please disclose to, and seek guidance from your supervisor, Human Resources representative or the Company's Chief Legal Officer or Legal Department or other appropriate internal authority, including our [AllVoices](#) Ethics and Compliance Hotline. See "How To Report A Concern" above.

You are strongly encouraged to report any Concern regarding accounting, internal accounting controls or auditing and financial disclosure matters (including concerns reported confidentially and anonymously) to the Company's [AllVoices](#) Ethics and Compliance Hotline or in writing to an appropriate entity. See "How To Report A Concern" above.

The Company provides free, unlimited access to a third-party confidential and optionally anonymous incident reporting system, [AllVoices](#). This beneficial service is available 24 hours a day, 7 days a week online <https://solvenegy.AllVoices.co/> and is accessible via the Company's internet "the Grid" on the People Operations (HR) page, or via toll-free number, 866.357.5095.

Concerns may be reported anonymously using the [AllVoices](#) Ethics and Compliance Hotline or [AllVoices](#)



online if you prefer. [AllVoices](#) is operated by an outside, independent service provider. Once you call the [AllVoices](#) Hotline number, you will be given a PIN designed to protect your identity and the confidentiality of your Concern throughout the Concern handling process. Similarly, once you log onto [AllVoices](#) online, you will be asked to supply a phone number to which a PIN can be provided to then be used to protect your identity and the confidentiality of your Concern throughout the Concern handling process.

Part of your job responsibility is to help enforce this Code. If you are a supervisor you are responsible for continually emphasizing integrity as a standard of performance for all employees. Supervisors and all persons to whom others address concerns about matters covered in this Code should promptly contact the Chief Legal Officer or Legal Department so that the concern may be logged and addressed, and if necessary, an appropriate investigation conducted. If you are a supervisor, emphasize on an ongoing basis to everyone under your direction the importance of compliance with this Code. If you learn about or suspect a violation of this Code, other company policies, or any law, promptly report it to your supervisor, the Chief Legal Officer or Legal Department or other appropriate internal authority.

It is the Company's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures and related matters. It is also the policy of the Company to protect those who communicate bona fide concerns from any retaliation, discipline, reprisal, or intimidation for such reporting or for cooperating in related investigations, including concerns regarding coworkers, third parties, and supervisors and managers. Supervisors and managers have an obligation to report retaliation, retaliatory conduct, or any other complaints of misconduct of which they become aware to the representatives designated by this policy.

Consistent with the Company's policies and applicable law, no adverse employment action or retaliation may be taken directly or indirectly against anyone who in good faith reports a concern or provides assistance or information to the Chief Legal Officer or Legal Department, management, Human Resources or any other person or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve any concern. Moreover, nothing in this Code prohibits any person from exercising his or her legal right to report possible violations of federal or state law or regulation, including violations of the California Fair Employment and Housing Act ("FEHA"), to any governmental agency or entity or making other disclosures that are protected under the whistleblower provisions of federal law or regulation, without the prior consent of the Company.

The Company prohibits retaliation against a person who in good faith reports a concern or participates in an investigation into a concern. A person reports a concern in good faith if the person believes a violation may have occurred or will occur, and that belief is objectively reasonable. Retaliation includes any adverse employment action, harassment or discrimination in employment. Retaliation violates this Code and may violate the law. Concerns about retaliation should be reported pursuant to this Code and the Company's Whistleblower Policy. With respect to reported retaliation prohibited by the FEHA, the Company will ensure that a fair, timely, and thorough investigation, as appropriate, is conducted by qualified personnel in an impartial manner that provides all parties with appropriate due process and reaches reasonable conclusions based on the evidence collected. The Company will maintain appropriate documentation and tracking to ensure reasonable progress is made. At the close of the investigation, the Company will consider appropriate options for remedial actions and resolutions. If misconduct is found, the Company shall take prompt, corrective action, as appropriate. The Company will maintain confidentiality to the extent possible. If you wish to pursue filing with the California Civil



Rights Department and Equal Employment Opportunity Commission you should contact them directly to obtain further information about their processes and time limits.

Employees who feel they need to make a report can refer to the Company's Whistleblower Policy found on the People Operations (HR)'s Whistleblower Grid page.

## ***MONITORING AND ADDRESSING NON-COMPLIANCE***

Violating this Code may result in disciplinary action or termination of ongoing relationships, including the termination of employment status, specific contracts, and/or legal action. All parties (subcontractors, suppliers, and vendors) are responsible for ensuring that their employees understand and comply with this Code. The Company reserves the right to monitor and audit those who are subject to this Code at any time to ensure that these responsibilities are being honored.

## ***MANAGEMENT RIGHTS, AT WILL EMPLOYMENT***

This Code and its contents may be modified and changed, without notice, at any time by the Company. Nothing in this Code limits the Company's ability to determine the size and nature of our work force, determine qualifications of employees, judge employees' performance; determine policies and practices; and direct, supervise, discipline, or terminate employees as necessary.

Nothing in this Code creates or establishes a joint venture, agent, employer-employee, principal-agent, or partnership relationship, or any other relationship for any contractor, subcontractor, supplier, vendors, business partners, or any other person not currently an employee of the Company.

Moreover, nothing in this Code is intended to affect or limit any persons rights to engage in activity protected under Section 7 of the National Labor Relations Act ("NLRA") or to preclude or dissuade employees from engaging in activities protected by local, state, or federal law, such as discussing wages, benefits, or terms and conditions of employment.

Unless otherwise agreed to in a contract signed by you and an authorized representative of the Company, employment here is at-will, meaning that either party may terminate the employment at any time for any reason or no reason.

The employment terms set out in this Code work in conjunction with, and do not replace, amend, or supplement any terms or conditions of employment stated in any collective bargaining agreement that a union has with the Company. As applicable, employees should consult the terms of their collective bargaining agreement. Wherever employment terms in this Code differ from the terms expressed in the applicable collective bargaining agreement with the Company, employees should refer to the specific terms of the collective bargaining agreement, which will control.

## ***SUBPOENAS AND GOVERNMENT INVESTIGATIONS***

As a general matter, it is the Company's policy to cooperate in any government investigations and inquiries. All subpoenas, information document requests, or other inquiries should be referred immediately to the Company's Chief Legal Officer or Legal Department.



## ***WAIVERS***

Waivers of this Code for an officer or a director may only be granted in writing by the Audit Committee and shall be publicly disclosed in accordance with applicable law and regulations. Waivers for other employees may be granted by the Chief Legal Officer or the Chief Legal Officer's designee, and must be in writing.

## ***VIOLATIONS OF THIS CODE***

Allegations of Code violations will be reviewed and investigated by the Company's Chief Legal Officer, Legal Department, People Operations (HR) Department, Internal Audit Department, and/or, the Company's Audit Committee (or any combination of them). Violations of this Code may result in, among other actions, suspension of work duties, diminution of responsibilities or demotion, and termination of employment.

## ***POLICY REVIEW***

The Company will periodically review and evaluate this Code to revise or adjust these documents as deemed necessary. All parties are subject to the latest version of the Code as posted on the Company's website, at any given point in time.



**CERTIFICATE OF COMPLIANCE**

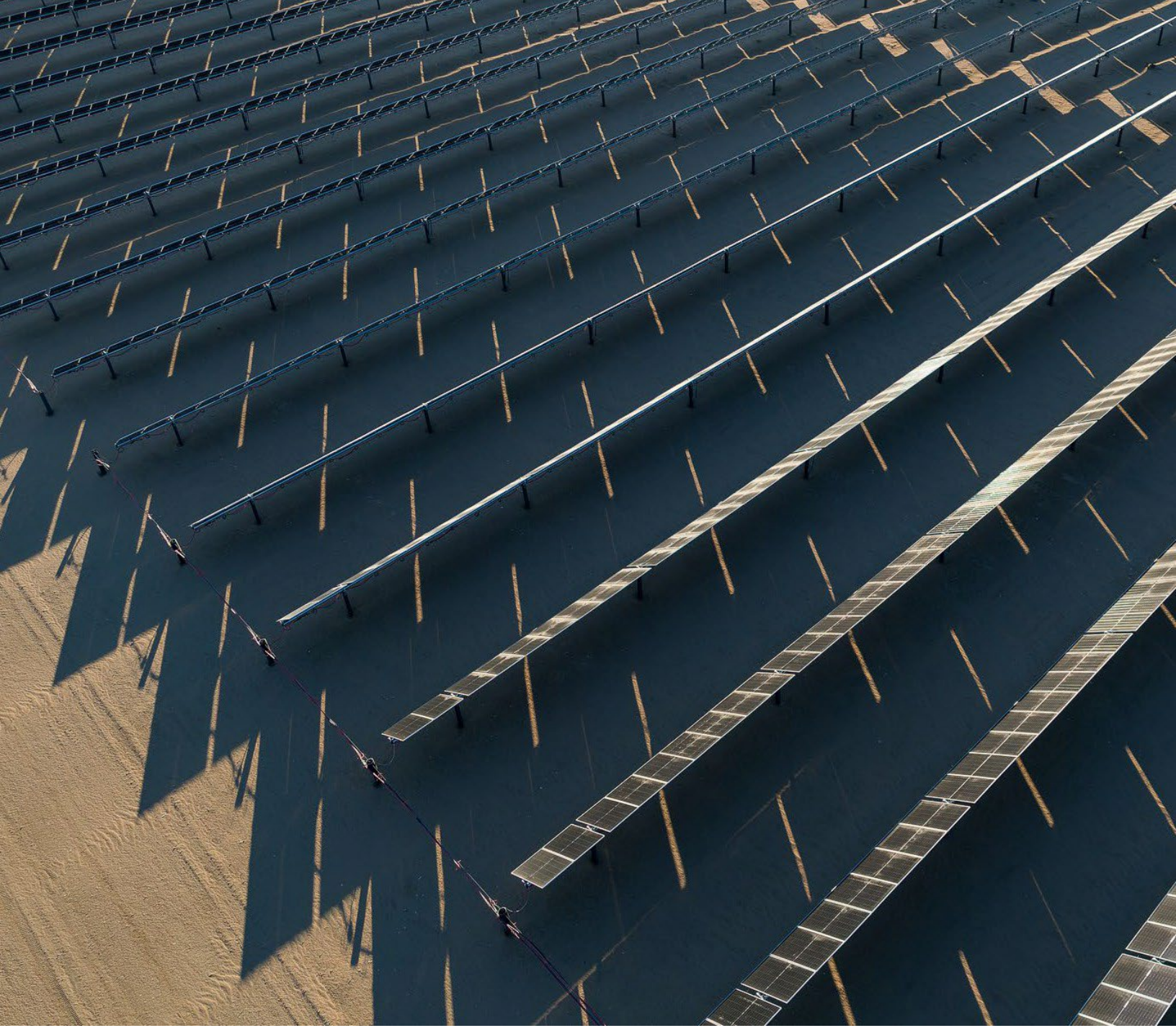
I \_\_\_\_\_ hereby certify that I have read,  
(Print name)  
understand and am in compliance with the terms of the foregoing "Code of Conduct and Ethics."

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

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

**Title:** \_\_\_\_\_

*If you have any questions, please contact the Chief Legal Officer or Legal Department.*



16680 West Bernardo Drive  
San Diego, California 92127  
858.251.4888  
[SOLVenergy.com](http://SOLVenergy.com)