



MIDSUMMER

Delivering tomorrow's energy

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MID014: Code of Business Conduct

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Introduction

As a leader in the distribution of renewable energy products and services, Midsummer Energy has a strong commitment to operate responsibly and lawfully. This means we maintain high standards of ethics in all locations where we conduct our business.

The CODE OF CONDUCT (the "CODE") has been fully endorsed by the Board of Directors and seeks to support the Midsummer Energy Company Values of integrity and sustainability by setting out the minimum standards of behaviour and commitment expected of all Midsummer Energy employees or the organisations who supply goods or services to Midsummer Energy ("Suppliers") regardless of whether such goods and services are resold or consumed by Midsummer Energy.

TOPICS

Which topics are covered by this Code?

The CODE is not exhaustive in respect of the topics covered but instead focuses upon six key areas of equal importance:

- 1. Business integrity
- 2. Compliance with the law
- 3. Data protection & confidentiality
- 4. Corporate & social responsibility
- 5. Ethics
- 6. Reporting & whistleblowing

How does the Code work?

The CODE sets out the principles by which Midsummer Energy conducts its business, the standards of behaviour demanded from employees and the commitment expected from Suppliers of goods and services in supporting those principles and standards. The CODE is split into six sections which summarise Midsummer Energy's policy in relation to each topic and offers guidance on how to comply using practical examples.

Who is responsible for compliance with the Code?

The Directors of Midsummer Energy are responsible for compliance with the CODE.

Managers at Midsummer Energy are responsible for ensuring that all employees of the company are familiar with the CODE and comply with it.

Suppliers are responsible for ensuring all relevant employees and sub-contractors are familiar with the CODE and comply with it each time they engage with Midsummer Energy and to flow compliance with CODE down through their own supply chain.

What to do if you suspect the code has been breached?

If an employee of Midsummer Energy has a concern that they have breached the CODE or suspect others have then they should raise the matter with their line manager, any member of the Midsummer Energy legal or HR team (see below 'Who to report to' section.)

If an employee of a Supplier has a concern that the CODE has been breached they should notify their normal point of contact or that person's manager.

Breaches of the Code.

Any suspected breaches of the CODE will be formally investigated. If substantiated, any employee who has failed to follow this CODE may be subject to disciplinary action and this may result in dismissal.

Failure by any Supplier to comply with this CODE may result in termination of our relationship with you.

Does the law override the code?

Yes, where compliance with local law is more demanding than the standards set out within the CODE, then local law will override the CODE.

CODE OF CONDUCT: BUSINESS INTEGRITY

How we conduct our Business.

Midsummer Energy is committed to conducting its business operations in an ethical and open manner, Midsummer Energy respects and supports the principles of fair competition, rejects all forms of corruption

and refuses to resort to any illicit procedures or actions for the purpose of obtaining advantages or exemptions outside the scope of local or

international law.

This CODE sets out principles and practices upon which Midsummer Energy seeks to base its growth and build trusting relationships with customers, Suppliers, shareholders and employees.

Fair Competition.

Competition laws protect consumers by ensuring that the terms of supply (e.g. prices) are reflective of genuine market conditions and not unlawful collusion with third parties. Certain behaviour which may restrict free and unfettered competition (e.g. price fixing or market sharing) is unlawful and any breach of these laws can result in significant fines, debarment and even prison for the individual concerned. Compliance with these laws is therefore not optional but essential.

Midsummer Energy prides itself on competing in a fair and lawful manner and sets the prices of its goods and services in a lawful and consistent manner. We do not and will not enter into any practices that might be considered anti-competitive and unlawful. The interests of Midsummer Energy or any of our Suppliers in no way justify any behaviour, that would result in a violation

of competition laws or regulations.

Similarly, we expect that our Suppliers will comply with all competition laws and will not enter into any anti-competitive business practices.

For example:

1. You must set your own commercial strategy independently from your competitors.
2. You should not disclose any sensitive commercial information (e.g. prices) to your competitors.
3. You should obtain market intelligence only through legitimate and lawful sources.

ANTI BRIBERY & CORRUPTION

Bribery is the offering of something of value (e.g. cash, gifts or hospitality) in return for gaining an improper advantage (e.g. the award or retention of a contract). The type of inducement and reward can take many forms and is not always obvious. Any form of bribery is strictly illegal under the UK Bribery Act 2010 and Midsummer Energy is committed to upholding all relevant laws relating to anti-bribery and corruption.

Midsummer Energy operates a zero tolerance approach to bribery and corruption. Bribery and corruption damages markets and consumer confidence and we very much see compliance as being critical to the long term, sustainable development of our business.

Accordingly, Midsummer Energy do not and will not give or receive any form of bribes or improper inducements to secure any improper advantage. We will never authorise a third party to give or receive a bribe on our behalf.

Likewise, we expect our Suppliers to act with integrity and in an ethical and transparent manner. You should never give or receive a bribe or improper inducement to secure any improper advantage and should not permit others to do the same. In addition, Midsummer Energy will not, and you should never on our behalf, offer any form of facilitation payment even where it might be common practice or permitted by local law. Facilitation payments are (usually) small amounts of money paid to public officials to speed up a process which they are already duty-bound to provide.

Fraud.

Generally, fraud is committed when a person uses deception to gain any kind of financial or personal advantage. In most countries, like the UK, fraud is considered a criminal offence.

We expect our employees and Suppliers to act honestly and with integrity at all times in their dealings for or with us. We will never, and we similarly expect our Suppliers to never, seek to gain any advantage fraudulently, or allow anybody else to do so on our or their behalf.

Conflicts of Interest.

Employees of Midsummer Energy or Suppliers to Midsummer Energy should never place their personal interest or gain above that of their employer while performing their work duties and should not seek any personal gain in the fulfilment of their professional duties. Every employee should avoid all conflict of interest, real or apparent. Conflict of interest is taken to mean any situation in which the activities or interests of an employee come into conflict with his/her responsibilities towards his/her employer.

Employees should avoid any situation in which they, a member of their family or an acquaintance, would profit or appear to profit personally from Midsummer Energy's relationship with its customers or Suppliers.

CODE OF CONDUCT: COMPLIANCE WITH THE LAW

Operating within the Law.

As a responsible company, Midsummer Energy respects and complies with all local laws and regulations. We have developed processes to ensure compliance with applicable local laws and have implemented training to make sure our employees are informed of any laws relevant to their role.

We also expect our Suppliers to act in accordance with all applicable local laws and regulations and to have introduced suitable processes and training to ensure full compliance with these.

Compliance with UK & European Law.

Midsummer Energy employees must always conduct their duties in accordance with all relevant legal requirements. Equally, our Suppliers must carry out their activities in strict compliance with applicable domestic and international legal requirements.

No employee or Supplier of Midsummer Energy should ever invoke Midsummer Energy's interests as a justification for violating the law or local regulations.

Modern Slavery Act.

Slavery is a heinous crime and results in an abhorrent abuse of an individual's fundamental human rights. Modern day slavery takes various forms and can include slavery, servitude, forced or compulsory labour and human trafficking.

Midsummer Energy is committed to eliminating all forms of slavery and we will not tolerate any such practices in our business or in our supply chain. Furthermore, in no circumstances will we put profit above the welfare and wellbeing of our employees.

We will only do business with Suppliers who share our unwavering commitment to eliminating the use of slavery in whatever form. We expect our Suppliers to implement measures to ensure that no such practices take place within their own organisation or supply chain.

CODE OF CONDUCT: DATA PROTECTION AND CONFIDENTIALITY

Protection Of Confidential Information, IP & Personal Data.

Protection of Midsummer Energy's information is key to the success of our business and that of our Suppliers. Any mis-use of this information could have a critical impact on our mutual success. We must ensure that this information is protected at all times and is treated in accordance with all applicable laws.

This section of the CODE sets out how we expect our employees and Suppliers to handle Midsummer Energy's confidential information and IP.

Confidential Information.

Employees and Suppliers may be given access to certain information which we would regard as confidential whilst working for/with Midsummer Energy. This is generally information which is not in the public domain and could include business plans, marketing or sales strategies, customer lists or pricing information.

This type of information is critical to our business and wrongful use could cause us significant reputational and financial damage. If we provide you with any confidential information, we expect you to keep it safe, not disclose it to any third party, and keep the distribution list within your organisation as small as possible in order for you to undertake your work for Midsummer Energy.

We may ask our Suppliers to sign an agreement to protect our confidential information but, even where we don't, we expect you to protect it with at least the same degree of care that you protect your own sensitive information.

If you come across any of our confidential information in error, you should:

- a) restrict any further circulation of the information;
- b) notify us immediately;
- c) return all copies to us; and
- d) erase any copies you might be holding.

Protection of Personal Data.

If, during your work for Midsummer Energy, you receive any personal data, we expect you to comply with all applicable local laws relating to the use and safeguarding of that personal data.

In particular, you must only use such data in accordance with our instructions and must implement appropriate technical and organisational measures to keep the personal data safe. Personal data can include (for example) names, addresses, telephone numbers and identification numbers.

Intellectual Property.

Any access to Midsummer Energy's IP will only be granted on a limited basis and will be subject to a separate agreement, which will protect our IP and tell you what you can and cannot do with our IP.

If you have been asked to use any of Midsummer Energy's IP without a formal agreement, we ask that you contact your Midsummer Energy representative immediately so that we can regulate the use.

CODE OF CONDUCT: CORPORATE AND SOCIAL RESPONSIBILITY

This section is to be read in conjunction with the separate Corporate Social Responsibility policy document (MID0012).

Be Socially Responsible in Business.

We consider it our fundamental responsibility to protect our employees, Suppliers, customers and the environment. We take this responsibility extremely seriously. This section of the CODE sets out our minimum expectations from our employees and Suppliers with regard to Health & Safety, Sustainable Procurement & Protecting the Environment.

Health & Safety.

Midsummer Energy take the safety of our employees, customers and anybody that works with us extremely seriously. We encourage a culture of safety first in our workforce - putting human welfare above any other gain. The impact on health and safety will be a primary consideration in any decision we take and will often be the motivation for our action.

We have implemented rules and regulations to ensure safe methods of working are adopted by our employees to minimise any potential harm insofar as is possible. We expect our employees to comply with these rules and regulations at all times without exception.

Any breach of these rules and regulations will be taken extremely seriously and may result in dismissal. We encourage all of our employees to take necessary measures to prevent any risk to the health and safety of others from occurring and to immediately inform their management of any potential danger or ways in which practices can be improved in our organisation.

We expect our Suppliers to treat health and safety as seriously as we do and to take the necessary measures to minimise risk. Suppliers should have a health and safety policy in place aimed at identifying and avoiding such risks for their employees, customers, suppliers and local communities.

We will refuse to work with anybody (and will terminate any relationships) where we consider they are working in a way which endangers human welfare. Suppliers should notify Midsummer Energy immediately of any known hazards or risks associated with the products or services supplied to us or any sanctions imposed by any Health & Safety Authority.

Sustainable Procurement.

Midsummer Energy wishes to build relationships with Suppliers who produce their products or provide services in a sustainable way. This means procuring materials and components in a ethical and legal manner with a focus on reducing:

1. any adverse effect on ecosystems and biodiversity;
2. any consumption of natural resources; and
3. any resulting waste.

Suppliers are encouraged to adopt policies and practices aimed at achieving these goals and to identify their success to Midsummer Energy.

Protection of the Environment.

In the conduct of its business, Midsummer Energy strives constantly to improve our environmental performance.

We encourage our Suppliers to develop and supply products and services that have a limited impact on the environment, reduce the consumption of energy and natural resources and which can be re-used, recycled or destroyed in complete safety.

Suppliers are expected to comply with all applicable environmental laws and ensure that all relevant permits are in place for them to lawfully carry out their business. Suppliers should implement practices to improve the impact that their business and/or products have on the environment and local communities.

CODE OF CONDUCT: ETHICS

Respect & Protect the Rights of Others.

Midsummer Energy expects its employees to act with integrity and in an ethical manner at all times in order to preserve the trust and respect of its customers, shareholders, suppliers, co-workers, partners and the communities it works with.

We expect our Suppliers to adopt these same values set out in this section of the Code.

Protecting Worker's Rights.

At Midsummer Energy, we firmly believe that there are certain worker's rights which are so fundamental that they are beyond reproach. These are set out by the International Labour Organisation's Declaration on Fundamental Principles and Rights at Works and also form part of the UN Global Compact's universal principles. These include:

1. the elimination of all forms of forced and compulsory labour;
2. the abolition of child labour;
3. the elimination of discriminatory practices in the workplace; and
4. recognition of the right for employees to join trade unions (or similar groups) and to collective bargaining.

Midsummer Energy upholds the fundamental human rights of all those who work for or with us and we will not tolerate any abuse of this kind in our supply chain.

We expect our Suppliers to commit absolutely to the principles set out in the ILO's Declaration and to protect the human rights of its workers. We refuse to do business with anybody that violates any of the above principles or other basic human rights or has links to an oppressive regime.

Gifts and Entertainment.

Midsummer Energy expects its employees to act with integrity and in an ethical and transparent manner, in order to strengthen trust among our partners, protect our reputation and help us to pursue sustainable growth.

The giving or receiving of gifts or hospitality in connection with a legitimate business purpose can foster constructive relationships with customers and Suppliers. Indeed, in some cultures, this is a perfectly normal practice. However, where excessive or intended for an illegitimate purpose, hospitality and business gifts can erode trust in Midsummer Energy and compromise the integrity of the business relationship with a Supplier or customer.

There is a fine balance between gifts and hospitality which are perfectly legitimate and those which are not. Generally, there is nothing wrong with giving or receiving nominal gifts or hospitality as long as they are both reasonable and proportionate. Gifts should never be in cash or cash equivalents.

The giving or receiving of gifts or hospitality should never influence, or appear to influence, the impartial judgement and decision-making by a Midsummer Energy employee, customer or Supplier, regardless of the local custom or practice. No Midsummer Energy employee should ever offer or receive any gift or hospitality where the intention in so doing is to obtain an advantage in any business dealing.

If the gift or hospitality would make you feel awkward or embarrassed were you to tell a colleague about it, then this is a good indication that it should not be accepted or given.

Suppliers must have in force a policy regulating their own giving or receiving of gifts and hospitality which is no less strict than the principles set out in this CODE. A copy of this gifts and hospitality policy should be made available to Midsummer Energy on request.

Discrimination.

At Midsummer Energy, we recognise that our success depends on our people and diversity in our workforce. As an equal opportunities employer, any decisions that we make in matters of recruitment, training, pay or promotion are based on the requirement of a particular job and a candidate's aptitude, skill, experience and ability to do that job. We do not discriminate on the grounds of age, sex, disability, sexual orientation, marital status, race, colour, religion, ethnic origin, political beliefs or any other unlawful reason. We are committed to ensuring all employees will have equal opportunity in their employment. This is detailed more fully in MID0020 Equal Opportunities Policy.

We expect our Suppliers to take steps to protect their own employees from discriminatory practices.

Harassment.

We firmly believe that all of our employees should enjoy a positive working environment and everybody should be treated with dignity and respect. We do not tolerate any form of abusive behaviour, including intimidation or harassment, whether towards our employees, customers, Suppliers or anyone else.

Similarly, we will not accept any of our Suppliers conducting themselves in an abusive manner, whether towards our employees, customers or their own employees. Any allegation of abusive

behaviour will be fully investigated and may result in disciplinary action and/or termination of the relationship.

CODE OF CONDUCT: REPORTING/WHISTLEBLOWING

Midsummer Energy encourages free and open discussion and strictly forbids any form of reprisal against an employee who raises in good faith or attempts to resolve an ethical problem.

Who to Report to.

If you suspect any part of this Code has been breached, you should contact your Line Manager in the first instance; or for Suppliers your main point of contact at Midsummer Energy. If, for whatever reason, you cannot approach that person with your concerns (for example, because you suspect they have breached the Code), you should contact a member of your local HR or Legal Team.

Modern Slavery Helpline.

If you come across any instance of slavery, or

if you are a victim of slavery, you can call the

Modern Slavery Helpline on 0800 0121 700 for help,

assistance and guidance.

Appendix : Supplier Code of Conduct

1. Introduction

Operating with integrity governs our approach and therefore our aspiration to be recognised by our stakeholders as an organisation which is a responsible corporate citizen in all our relationships.

We expect our suppliers to share our commitments and approach and we state below guidelines that we require of all our suppliers. We expect them to adhere to the guidelines and to categorically impose these requirements also on their supply chain, including sub-contractors.

By collaborative working we believe we can jointly have a positive impact on society.

2. Laws and regulations

Suppliers will comply with all applicable local and national laws, rules, regulations and requirements in the provision of products and services manufactured and provided to Midsummer. This includes compliance with the International Labour Organisation (ILO) Core Conventions. It is the supplier's responsibility to maintain and enforce these standards within its own supply chain.

3. Underage labour

Suppliers shall ensure that no underage labour has been used in the production or distribution of goods and services to Midsummer. A child is any person under the minimum employment age according to the laws of the country where the product (or parts of) or services are sourced from, or in the absence of law under the minimum age for completed mandatory education.

4. Forced labour

Suppliers will not use or tolerate in their supply chain any form of slavery, servitude, indentured, bonded, involuntary prison, military or compulsory labour or any form of human trafficking.

All work must be conducted voluntarily and without threat of any penalty or sanctions.

No employee government issued identification, passports or work permits will be retained by the supplier as a condition of employment.

Workers' rights to leave the workplace after their shift or to terminate their employment after reasonable notice and receive owed salary must be recognised by the supplier. This applies to local or migrant employees.

Suppliers are asked to report to Midsummer any incidents of slavery or human trafficking found in its business or supply chain.

5. Freedom of association

Suppliers shall respect the rights of workers to associate or not to associate with any group, as permitted by and in accordance with all applicable local and national laws and freedom of association and collective bargaining. Suppliers shall not interfere with or discriminate against workers choosing to belong to them.

Where the right to freedom of association and collective bargaining is restricted under national law, suppliers will facilitate, not hinder, alternative means of independent and free association and bargaining.

6. Discrimination

An inclusive and diverse work environment is encouraged, with equal opportunities for all workers.

All employees must be treated fairly and not discriminated against in any form of employment.

Suppliers must not discriminate against any employee based on age, gender, sexual orientation, race, ethnicity, colour, disability, religion, political affiliation, union membership, national origin, marital or pregnancy status during any recruitment or employment activities.

Suppliers must commit to a workforce free of any harassment or threat of harassment. Any forms or threats of harassment, physical, mental, sexual or verbal, must be prohibited and not tolerated.

7. Wages and benefits

Wages and benefits must meet legal minimums and industry standards without unauthorised deductions.

8. Working hours

Suppliers must ensure working hours comply with national laws and standards and should not expect workers to work (including overtime) in excess of hours set out in relevant working time legislation or other national legal limits unless an opt out has been chosen by the employee with appropriate supporting written evidence.

9. Healthy and safe working conditions

Suppliers must provide safe and clean conditions for workers at sites of working and residential facilities. Clear procedures must be in place to ensure regulated occupational health, safety and wellbeing standards are adhered to. Suppliers must comply with the Midsummer Health and Safety policy.