

Code of Conduct and Ethics Policy

Inventus Power has an outstanding reputation for ethical behavior and fair dealings. In the performance of your job duties you may deal with a variety of people and organizations. Failure to interact appropriately with managers, co-workers, and vendors to the point that productivity or morale suffers may lead the employee to immediate disciplinary actions up to and including termination.

All employees are prohibited from engaging in any conduct that reflects adversely on the reputation and business of the Company. We all benefit from an atmosphere of good ethical conduct. Employees who are aware of suspected misconduct, abuse or other violations of the Code of Conduct Policy are responsible for reporting such matters to their supervisor/manager or HR.

Examples of impermissible conduct that may lead to disciplinary action, up and including termination are identified below to provide employees with fair notice of what is expected of them. However, it is impossible to provide an exhaustive list of conduct that may result in disciplinary action. Therefore, employees should be aware that conduct not specifically listed below, but which adversely affects or is otherwise detrimental to the interest of the Company, other employees, customers, suppliers, or clients may also result in disciplinary action, up to and including termination of employment.

Some examples are:

1. Unsatisfactory job performance.
2. Creating a hostile work environment by harassing, including sexually harassing, other employees or clients.
3. Dishonesty, falsifying records, such as timecards or other documents.
4. Unauthorized use, possession, destruction or theft of Company property or the property of fellow employees or clients.
5. Excessive unexcused absenteeism and or tardiness.
6. Failing to comply with the Company's safety rules and procedures.
7. Using or being under the influence of alcohol or illegal drugs on Company premises, while performing Company duties, or during the workday.
8. Disclosing, using or confirming confidential information to unauthorized persons without authorization. This does not apply to an employee discussing or disclosing his or her own wages, benefits terms or conditions of employment. He/she could talk about his/her own information, but no comments related to others personal information is permitted.
9. Possessing weapons or explosives on Company premises.
10. Engaging in scuffling, throwing objects or causing a disturbance by shouting.
11. Fighting, threatening, coercing, or interfering with other employees on Company premises.
12. Gambling on Company property.
13. Making false, vicious or malicious statements concerning fellow employees, the Company, its services, methods or clients.
14. Any other violation of Company policies.

This Code of Conduct and Ethics applies to all Employees of Inventus Power globally and its subsidiaries and affiliates, including our officers, directors and agents. This Code is the common set of business values which guides all our decisions and behavior. A keystone of these common values is that we observe the highest standards of integrity and business conduct. As used in this Code of Conduct and Ethics, the term “Officers” means the senior executive staff of the Company having any or all the following responsibilities and/or authority, regardless of formal title: The President & CEO, CFO and other Vice Presidents.

Officers and Employees of Inventus Power shall:

- Engage in and promote honesty and integrity in all business dealings, including those with customers, suppliers, competitors and employees.
- Avoid conflicts of interest, as well as the appearance of conflict of interests, and disclose to the President & CEO or VP of HR any material transaction or relationship that could reasonably be expected to involve a conflict of interest of Inventus Power.
- Provide full, accurate and timely “responses” to all Company initiated questionnaires so that Inventus Power can make accurate and complete disclosures as required by the Securities Exchange Commission or other governing bodies.
- Take all reasonable measures to protect the confidentiality of all non-public information about Inventus Power or its subsidiaries and their customers which is obtained or created in connection with activities at Inventus Power and prevent unauthorized disclosure of such information. This does not prohibit an employee from discussing his or her wages, benefits, or other terms and conditions of employment. He/she could talk about his/ her own information, but no comments related to others personal information is permitted.
- Refrain from taking for themselves, personally, opportunities that are discovered using Inventus Power’s property or information for personal gain or competing with Inventus Power.
- Take reasonable measures to protect Inventus Power’s assets.
- Promptly report and promote the prompt internal reporting of violations of applicable laws, rules or regulations of this Code of Conduct and Ethics to the President & CEO without fear of retaliation. This includes compliance with all Equal Employment Opportunity and Harassment policies.
- Proactively promote ethical and honest behavior within Inventus Power as well as promoting contact by employees to the President & CEO for any issues concerning improper accounting or financial reporting, without fear of retaliation.

All Officers and Employees are expressly prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead Inventus Power or independent public auditors for the purpose of rendering Inventus Power’s financial statements misleading in any manner.

Violations:

It is understood that each Employee will be held personally accountable for his/her adherence to this Code of Conduct and Ethics. Employees will affirm their acknowledgement of this Code of Conduct and Ethics annually. Failure to observe the terms of this Code of Conduct and Ethics may result in disciplinary action up to and including termination of employment or civil or criminal prosecution under the law.

Waivers:

The President & CEO has the responsibility and discretion to review any proposed waiver from the Code of Conduct and Ethics.

LABOR AND HUMAN RIGHTS

All workers deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and Inventus shall uphold the highest standards of human rights. Accordingly, Inventus Power will to adhere to the following labor standards:

a) Child Labor Avoidance

Inventus Power shall not use child labor. The term “child” refers to any person employed under the age of 15, or under the applicable minimum age for completion of compulsory education, or under the minimum age for employment in any particular country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health, safety or morals of young workers. Inventus Power shall not require juvenile workers to work overtime or perform night work. Inventus Power shall also comply with all other applicable laws and regulations regarding the employment of minors.

b) Voluntary Labor

Inventus Power shall only use voluntary labor and shall not engage in any form of human trafficking or use any type of forced labor including slave, bonded, indentured, involuntary or prison labor. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt or employment of persons by means of threat, force, coercion, abduction, fraud or payments to any person having control over another person for the purpose of exploitation. All work must be voluntary, and workers shall be free to leave work at any time or terminate their employment. Inventus Power shall not require workers to surrender any government-issued identification, passports or other travel documentation or work permits as a condition of employment or for any other reason. Excessive fees are unacceptable, and all fees charged to workers must be disclosed. Inventus Power shall ensure that workers' contracts clearly convey the conditions of employment in a language understood by the workers. Inventus Power shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting company-provided facilities. Inventus Power shall ensure that any third-party recruitment agencies used comply with the provisions of this Code and applicable laws.

c) Freedom of Association and Collective Bargaining

As legally permitted, Inventus Power shall respect the rights of workers to associate freely with others, form and join or not join labor unions or organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment and shall comply with all applicable local and national laws pertaining to freedom of association and collective bargaining. In the absence of formal representation, Inventus Power shall ensure that workers have a mechanism in place that facilitates open communication between management and workers and allows workers to report grievances with management regarding working conditions and management practices without fear of reprisal, intimidation or harassment.

d) Discrimination

Inventus Power is committed to a workforce free of harassment and unlawful discrimination. Inventus Power shall employ workers on the basis of their ability to do the job and shall not engage in discrimination against any worker on the basis of race, sexual orientation, gender identity, color, age, gender, maternity, national origin, disability, religion, ethnicity, marital status, political affiliation, or union membership, in hiring and other employment practices such as promotions, rewards and access to training. Inventus Power shall not require pregnancy or medical tests, except where required by applicable laws or regulations or prudent for workplace safety and shall not improperly discriminate based on test results.

e) Wages and Benefits

Workers should have the ability to earn fair wages, as determined by applicable local law. Inventus Power will comply with all applicable wage and hour laws and regulations, including those relating to minimum wage, overtime, and other elements of compensation, and must provide all legally mandated benefits. Workers shall be paid at least the minimum legal wage or a wage that meets local industry standards, whichever is greater. Inventus Power shall compensate workers for overtime hours at the legal premium rate. Inventus Power shall communicate pay structure and pay periods to all workers. Inventus Power shall pay accurate wages in a timely manner, and wage deductions shall not be used as a disciplinary measure. Inventus Power is fully responsible for the quality, performance, behavior, supervision and protection of their personnel.

f) Working Hours

Inventus Power will maintain work hours in compliance with all applicable laws and regulations. Further, a workweek shall be restricted to a maximum of 60 hours, including overtime, except in emergencies or unusual situations, and workers shall take at least one day off every seven days. Inventus Power shall follow all applicable laws and regulations with respect to working hours and days of rest, and all overtime must be voluntary.

g) Humane Treatment

Inventus Power shall treat each worker with dignity and respect. Inventus Power commits to a workplace free of harassment and abuse, and will not engage in, or threaten workers with, harsh or inhumane treatment, including sexual harassment, psychological harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse. Inventus Power shall provide workers with reasonably accessible and clean toilet facilities and potable water. Where Inventus Power is providing dining, food preparation, and storage facilities shall assure that they are sanitary. Worker dormitories provided by Inventus Power shall be clean and safe and provide reasonable living space with adequate heat and ventilation along with reasonable entry and exit privileges.

BUSINESS INTEGRITY

Inventus Power will conduct business with integrity and mutual respect and will uphold the highest standards of ethics and behavior in every aspect of its business, including relationships, practices, sourcing and operations.

a) Business Integrity

Inventus Power shall not engage in, and has a zero tolerance policy regarding corruption, misrepresentation, extortion, embezzlement, kickbacks, bribery and any other type of corrupt actions to obtain or retain business or to obtain an unfair or improper advantage. Inventus shall abide by the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and all applicable anti-corruption laws and regulations of the countries in which they operate. Inventus Power shall implement monitoring and enforcement procedures to ensure compliance with anti-corruption laws. Employee of Inventus Power must immediately report any circumstance where an officer, director, employee, representative or agent of Inventus Power or any of its subsidiaries has made any improper request or demand of a contractor, supplier or customer of Inventus Power that could violate any law. All business dealings, structure, financial situation and performance should be transparently performed and accurately reflected on Inventus' business books and records in accordance with applicable laws and regulations as well as prevailing industry business practices.

b) Responsible Sourcing of Minerals

Inventus Power shall exercise due diligence, in accordance with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, on its entire supply chain with respect to the source and chain of custody of all "conflict minerals" (minerals which are smelted into tin, tantalum, tungsten, and gold) contained in products they supply or manufacture, to determine whether those metals are from the Democratic Republic of the Congo ("DRC") or any adjoining country as defined in, and according to Section 1502 of the Dodd-Frank Act; and, if so, to determine whether those metals directly or indirectly financed or benefited armed groups that are perpetrators of serious human rights abuses in the DRC, Angola, Burundi, Central African Republic, Rwanda, South Sudan, Tanzania, Uganda, Zambia or the Republic of the Congo.

Inventus Power shall make its due diligence measures available upon request to enable Inventus Power to comply with its obligations and policy goals. Inventus Power is committed to being “conflict-free” so that any such metals are sourced only from “conflict-free” smelters. Inventus Power will communicate its own policies and expectations to its sub-suppliers and subcontractors, reflecting their commitment to responsible sourcing of minerals.

c) Disclosure of Information

Inventus Power shall accurately record information regarding their business activities, labor, health and safety, and environmental practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties. Falsification of records or misrepresentations of conditions or practices in the supply chain are prohibited.

d) Protection of Identity

Inventus Power shall provide an anonymous complaint mechanism for managers and workers to report workplace grievances. Inventus Power shall protect whistleblower confidentiality and prohibit retaliation.

e) Fair Business, Advertising and Competition

Inventus Power shall conduct its business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business. Further, Inventus Power shall uphold standards of fair business, advertising and competition.

f) Privacy

Inventus Power shall commit to protecting the reasonable privacy expectations of personal information of everyone that Inventus does business with, including other suppliers, customers, consumers and employees. Inventus Power shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted or shared.

MANAGEMENT SYSTEM

Inventus Power shall establish and maintain a management system that ensures compliance with this Code and applicable laws, identifies and mitigates related operational risks, and facilitates continuous improvement and prompt corrective action. The management system is designed to ensure ongoing compliance with applicable laws, regulations, requirements related to contractors, suppliers and customers of Inventus Power, operations and products; as well as conformance with this Code evidenced by documentation and records. Inventus Power will ensure that this Code is appropriately communicated to all of its officers, directors, employees, representatives and agents.

a) Audits and Assessments

Inventus Power may complete annual self-evaluations of its facilities and operations, and the facilities and operations of its sub-suppliers to ensure compliance with this Code and legal and regulatory requirements.

b) Documentation and Records

Inventus Power shall have processes to identify, understand, and implement applicable laws and regulations and requirements of this Code. Inventus Power shall maintain documents and records to ensure regulatory compliance.

c) Corrective Action Process

Inventus Power shall have a process for timely correction of any deficiencies or violations identified by an audit, assessment, inspection, investigation or review.

d) Reporting Violations

Employees of Inventus Power shall promptly report questionable behavior, concerns, or potential or actual violations of this Code upon learning of same. Employees of Inventus Power should contact the company's Human Resources department at HR@inventuspower.com. Inventus Power will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior or suspected violations of this Code.