

Working together for a
cleaner energy future



Supplier Code of Ethics

MAR-GEN-PMG-POL-SCW-000007

10 December 2024

Approved

Document control information entered on next page

Document Control

Document Meta Data

Document Title	Supplier Code of Ethics
Document Number	MAR-GEN-PMG-POL-SCW-000007
Reason for Issue	Approved
Revision	2
Issue Date	10 December 2024
Assurance Level	Level 3
Security Classification	Public
Originator / Owner	Compliance Officer

Revision History

Rev	Date	Document Status	Comments on Content
2	10-Dec-24	Approved	Approved by Joint Venture Board of Directors

Document Approval

Originator: Compliance Officer	Checked: Shareholder E&C	Approved: Joint Venture Board

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Management Summary

In accordance with our general business principles, MarramWind Ltd (the “Company”) seeks to work with contractors and suppliers who contribute to sustainable development and are economically, environmentally and socially responsible.

This Supplier Code of Ethics is intended to serve as a guide for suppliers of the Company. It has been prepared taking into account good governance recommendations generally recognised in international markets and the sustainable development principles accepted by the Company.

We will develop and strengthen relationships with contractors and suppliers who are committed to the principles set out below, or to similar standards through their own activities and the management of their own suppliers and sub-contractors.

1 Ethical Commitments of Suppliers

1.1 Suppliers of the Company

This following sections contain the ethical principles that must govern the conduct of suppliers of the Company which must be expressly accepted by them prior to commencing any contractual relationship.

The provisions of this Supplier Code of Ethics are understood to be without prejudice to such additional conditions or requirements as may be imposed by applicable law, by the practices and rules of the jurisdiction which the Company operates and by the respective contract with each supplier, which shall apply in all cases.

Suppliers of the Company shall endeavour to ensure that their own suppliers and subcontractors are subject to principles of conduct equivalent to those established in this section of the Supplier Code of Ethics. They shall likewise require such suppliers and subcontractors to extend equivalent requirements to their respective supply chains.

1.2 Compliance Commitment of Suppliers

Suppliers shall engage in their commercial relationships in conformity with principles of business ethics, efficient management, transparency and honesty.

Suppliers must comply with the compliance policies of Company, whether general or special, which include crime prevention, prevention of corruption and fraud, forced labour or any form of modern slavery and with the strictest rules of ethical and moral conduct and national treaties and laws applicable to these matters, ensuring the establishment of adequate procedures required for such purpose.

Suppliers undertake to promote free and fair competition in the markets in which they participate and to comply with the legal provisions on competition, actively cooperating with the authorities entrusted with the supervision of said markets.

Suppliers shall not directly or indirectly promise, offer or pay any bribe to facilitate transactions or other improper payments to any third party or to any employee of the Company in relation to their contracts therewith.

Suppliers shall not directly or indirectly promise, offer or pay any money or valuable property in a corrupt manner in order to:

- (i) influence an act or decision of a third party or an employee of the Company;
- (ii) obtain an undue or improper advantage for the Company; or

- (iii) induce a third party or an employee of the Company to exercise influence over the act or decision of a public official or other persons participating in the performance of public duties.

Suppliers shall not try to obtain information owned by the Company that is not public, particularly including information not available to other bidders, in relation to their tenders or contracts therewith.

Suppliers shall not promise, offer or deliver gifts or objects of value, of any kind, to persons or entities that are public officials or that participate in the performance of public duties for the purpose of or in relation to the formalisation of their contracts with the Company.

Suppliers may only promise, offer or give reasonable gifts or items of insignificant or symbolic value, including entertainment or meal expenses, for the purpose of or in relation to the formalisation of the contract, to persons or entities that are not public officials or do not participate in the performance of public duties and in accordance with anti-corruption laws and the integrity and ethics policies of the Company. In any case, reasonable gifts or objects or items of insignificant or symbolic financial value must have a legitimate business purpose.

Suppliers and the entities that they hire in turn to provide services or goods to the Company (the “subcontractors”), to their respective employees, and to the companies that have participated in tenders for services or goods in order to be suppliers, must notify the MarramWind Compliance Officer of:

- (i) any conduct by a director or employee of the Company that might constitute potentially improper conduct or an act that is potentially illegal or contrary to law (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of UK or European Union law), with an impact on the Company or the interests and image of the Company, or;
- (ii) the potential commission by a supplier, by one of its subcontractors or by their respective employees of an act or conduct from among those mentioned above within the framework of their commercial relationship with the Company. All of the foregoing is without prejudice to their right to address their grievances or reports to any competent national institution, body or entity.

Suppliers, subcontractors, their respective employees and companies that have participated in a tender for services or goods in order to be suppliers of the Company must report as promptly as possible any of the conduct or acts set forth in the preceding subsection of which they become aware due to their commercial relationship with the Company.

By contracting with the Company, suppliers undertake to inform their employees and their subcontractors of the contents of this Supplier Code of Ethics and of the existence of the internal reporting channel, as well as to require their subcontractors to inform their employees thereof. In addition, suppliers must be able to show compliance with such obligations at the request of the Company with which they maintain the commercial relationship.

1.3 Conflicts of Interest of Suppliers

Suppliers must maintain mechanisms ensuring that the supplier’s independence of action and full compliance with applicable laws will not be affected in the event of a possible conflict of interest between the interest of the supplier and the personal interest of any of its employees.

1.4 Duty of Secrecy of Suppliers

Suppliers and their respective employees shall be responsible for adopting adequate security measures to protect the non-public information owned by the Company and have the means necessary to safeguard it.

Information owned by the Company and disclosed to the supplier shall, as a general rule and unless otherwise indicated, be deemed to be confidential information.

The information provided by suppliers to their contacts within the Company shall be true and shall not be given with the intent to induce any deception.

1.5 Labour Practices of Suppliers

Suppliers shall reject all forms of forced or compulsory labour and modern slavery as provided in applicable law and international conventions, and shall adopt appropriate measures within their organisation for the elimination thereof. They shall also require their supply chains to take similar action.

Likewise, suppliers shall expressly reject the use of child labour, both within their organisation and in their supply chain, respecting the minimum hiring age limits in accordance with applicable law and international conventions, and shall have adequate and reliable mechanisms in place to verify the age of their employees.

Suppliers must reject:

- (i) all discriminatory practices due to any condition or characteristic in employment and occupational matters and treat their employees fairly and with dignity and respect; and
- (ii) any conduct that might be classified as harassment. To this end, they shall promote a culture of prevention that endeavours to reject any manifestation of workplace violence or harassment in any form, fostering a respectful and healthy working environment and applying the principle of zero tolerance towards any behaviour that might be classified as harassment or discrimination.

The working conditions of the suppliers' employees, which shall be communicated thereto in a language understandable to them, shall in any case respect the law, the collective bargaining agreement and the main international standards, as well as the international conventions applicable in each case, taking particular care to ensure appropriate terms regarding salaries, ordinary and overtime hours, and employee benefits.

The freedom of association and the right to collective bargaining of the suppliers' employees must be respected thereby, subject to the law and to the main international conventions applicable in each case.

Labour relations between suppliers and their employees must be based on equal opportunity, particularly between genders, on non-discrimination due to any condition or characteristic, and on the consideration of diversity and inclusion in all variables thereof.

Suppliers shall assess the implementation of reconciliation measures that promote respect for the personal life of their employees and facilitate the achievement of an optimal balance between the latter and work responsibilities, with respect for applicable laws and local practices, and shall not in any case eliminate the measures established at the time of becoming a supplier of the Company.

1.6 Health and Safety Commitments of Suppliers

Suppliers shall take the measures required to ensure the health and safety of their employees or of third parties providing services on their premises in all aspects related to the performance of their duties, reducing the hazards present in the workplace and minimising the associated risks by adopting effective preventive and protective measures, in accordance with the applicable international conventions and applicable law.

Suppliers shall identify and evaluate potential emergency situations at the workplace and shall minimise the possible impact thereof by implementing emergency preparation and response plans and procedures.

Suppliers shall provide their personnel with appropriate prevention training, assuming the cost of the training, as well as the cost of implementing other preventive and protective measures, and shall be liable for any damage or harm attributable to them by action or omission, especially as a result of not having adopted appropriate health and safety measures. They shall also actively work with the Company in managing prevention in the work and services performed at the work centres and workplaces of the Company, in

accordance with the requirements established for the coordination and monitoring of health and safety measures.

If the employees of the supplier or those of the subcontractors hired thereby must be posted elsewhere in order to carry out the work, the supplier shall ensure appropriate means of transport and decent accommodation.

1.7 Environmental Commitment of Suppliers

Suppliers must strictly comply with all environmental obligations applicable thereto, have effective environmental policy and due diligence systems based on the products and services supplied, in order to, among other objectives:

- (i) Reduce their greenhouse gas emissions through the efficient use of energy and resources, as well as minimise energy consumption in order to reduce their carbon footprint.
- (ii) Minimise the use of natural resources, fuels, chemicals and consumables, in order to reduce their corporate environmental footprint and prevent pollution.
- (iii) Identify and manage the substances, waste and other materials that present a hazard when released into the environment in order to ensure that they are handled, transported, stored, recycled or reused, and disposed of safely, ensuring the circularity thereof, in compliance with applicable legal provisions and ensuring the proper management of waste, all in order to prevent and minimise pollution, waste materials, waste water or emissions having the potential to adversely affect the environment.
- (iv) Prevent deforestation (ensuring that they do not supply products that cause it) and the loss of biodiversity, and ensure the conservation of land and water resources in those environments in which they operate or have an ability to influence.

Suppliers must act transparently and have appropriate reporting mechanisms to report on the performance of the aforementioned aspects in case the Company requests information in this regard.

1.8 Quality and Safety of Goods and Services Supplied

Goods and services delivered by suppliers shall meet the quality and safety standards and parameters required by applicable law, with special emphasis being placed on adherence to agreed prices, delivery dates, contractual technical specifications and safety conditions.

1.9 Commitment to Human Rights and to Sustainability Due Diligence

Suppliers shall respect the human rights and the environmental prohibitions set out in the main international agreements in these areas. In particular, they shall comply with applicable law regarding responsible mineral sourcing.

In accordance with existing legal requirements, when so requested by the Company, suppliers shall cooperate in the identification of the human rights and environmental impacts relating to the operations, products or services that they provide to the Company. Likewise, in accordance with applicable law, in their contracts with suppliers, the Company may establish clauses, guarantees and methods of independent verification related to compliance with the Supplier Code of Ethics, as well as the establishment of prevention plans or plans to correct impacts on human rights, in those cases in which it is determined that the severity or probability of occurrence thereof is high.

Suppliers shall establish the mechanisms required for their employees and third parties to make anonymous complaints or claims in the event of possible breaches of the first paragraph of this section. If such

complaints and claims affect products or services provided to the Company, suppliers shall inform the Company of the results of the investigation of the complaints received, as well as of the measures taken.

Suppliers shall inform their employees and the subcontractors of the existence of a complaint mechanism Company in accordance with Section 1.2. They shall also require their subcontractors to inform their employees thereof.

1.10 Subcontracting

Suppliers of the Company shall be responsible for ensuring that their own suppliers and subcontractors are subject to principles of conduct equivalent to those established in the Supplier Code of Ethics.

2 Internal Reporting System

2.1 Internal Reporting Systems and Internal Reporting Channels

In order to create an environment of transparency and to foster respect for the law and the rules of conduct established in the Supplier Code of Ethics by its directors, its employees, and its suppliers, and in accordance with applicable legal provisions, the Company has established an internal reporting system as a channel to encourage the reporting of potentially improper conduct or acts that are potentially illegal contrary to law, and particularly the rules of conduct of this Supplier Code of Ethics.

The aforementioned internal reporting system provides the directors, employees and suppliers (including subcontractors and their respective employees) of the Company, as well other third parties, with appropriate internal reporting channels for them to report any conduct or act of the kind indicated in Section 1.2 of this Supplier Code of Ethics, respectively, in relation to the Company, without prejudice to the ability of all of them to address their communications to the relevant national independent whistleblower protection authority or to any other competent institution, body or entity.

The Company has its own internal reporting systems and shall be coordinated in this area with the Company's Compliance Officer in accordance with the provisions of established internal rules and procedures.

Communications made through the internal reporting channels must always adhere to standards of truthfulness and proportionality, and may not be used for purposes other than seeking compliance with legal provisions and particularly this Supplier Code of Ethics.

In those jurisdictions in which applicable law so allows, grievances or reports channelled through the internal reporting channels may be submitted anonymously.

As established by legal provisions, the Company undertakes not to take (and to ensure that their employees do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against the directors, employees or suppliers who may use the internal reporting channels to report conduct or an act that must be reported under the provisions of this Supplier Code of Ethics, unless they have acted in bad faith or the grievance or report is false.

As established by legal provisions, they also undertake not to take (and to ensure that their employees do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against:

- (i) any natural person who, within the organisation in which the whistleblower works, assists him/her in the process, or is related to him/her, as a representative of the employees, co-worker or relative; and

- (ii) any legal person, for whom the whistleblower works or with whom he/she has another type of relationship in an employment context or in which he/she has a significant shareholding.

The identity of the person reporting the conduct indicated in Section 1.2 of this Supplier Code of Ethics through any of the internal reporting channels (if identified) shall be confidential and, therefore, it shall in no event be communicated to the affected party or to any other third party without the consent thereof, thus ensuring non-disclosure of the identity of the whistleblower.

Without prejudice to the foregoing, the details of the persons making the report, if known, may be provided to the administrative or judicial authorities, to the extent that they are requested by such authorities as a result of any proceedings arising from the subject matter of the grievance or report, and to the persons involved in any subsequent investigation or judicial proceedings commenced as a result of the investigation. Such transfer of data to administrative or judicial authorities shall always be carried out in full compliance with personal data protection legislation.

If the grievance or report is sent by a procedure other than that governed by this section of the Supplier Code of Ethics or to a person who is not responsible for the management thereof, the recipient of the information must immediately forward it to the Compliance Office of the Company, preserving the confidentiality of the sender and the content of the communication. A violation of the obligations set out in this section constitutes a very serious breach of the Supplier Code of Ethics.

The provisions of the preceding paragraphs of this Section of the Supplier Code of Ethics are deemed to be without prejudice to the operation of the internal reporting channels fully observing applicable law. The obligations and commitments assumed by the Company in its contractual relations with third parties, as well as the customs and good practices of the countries or territories in which it does business, shall also be observed.

2.2 Reporting a Concern

If you feel comfortable to do so, you should discuss your concern with your line manager in the first instance. You or your line manager should report any concerns relating to a breach of this policy in one of the following ways:

Your Line Manager	Line managers should contact the MarramWind Compliance Officer for assistance as required
MarramWind Compliance Officer	neil.corlett@shell.com

3 Common Provisions

3.1 Interpretation and Integration of Supplier Code of Ethics

The Company's Compliance Officer is the body responsible for the general interpretation and integration of the Supplier Code of Ethics.

The interpretative opinions of the Company's Compliance Officer, which must take into account the provisions of the Company's business principles, shall be binding on the employees and suppliers of the Company.

This Supplier Code of Ethics, by its nature, does not deal with all potential situations, but rather establishes the standards to guide the conduct of the persons subject thereto in their relations with the Company and with third parties by reason of their connection to the Company and to resolve any issues that might arise in the performance of their employee activities.

Any question that arises for the employees and suppliers (including subcontractors) of the Company regarding the interpretation of this Supplier Code of Ethics must be discussed with the Compliance Officer of the Company through the channels made available in the internal reporting system.

Employees and suppliers (including subcontractors) of the Company may also submit suggestions regarding the content of the sections of the Supplier Code of Ethics that are applicable to them.

3.2 Instructions in Contravention of the Code of Ethics

No third party, regardless of rank or position, shall request that a director or an employee of the Company commit an act that is unlawful, illegal or a breach of the provisions of this Supplier Code of Ethics.

In turn, no director, employee or supplier of the Company may justify improper, unlawful or illegal conduct or conduct that contravenes the provisions of the Company's business principles in reliance on an order from a superior or from any director or employee of the Company.

3.3 Acceptance

Directors, employees and suppliers of the Company that are subject to this Supplier Code of Ethics shall expressly accept the rules of conduct established herein that are applicable thereto.

In the case of suppliers of the Company, this Supplier Code of Ethics shall be annexed to their respective contracts.

3.4 Approval and Amendment

This Supplier Code of Ethics shall be periodically updated based on proposals made by the Company's Compliance Officer who shall review the content at least once per year, as well as on suggestions made by employees of the Company and suppliers thereof (including subcontractors) in relation to the content of the sections of the Supplier Code of Ethics applicable.

The approval of any amendment to this Supplier Code of Ethics shall in any case rest with the Joint Venture Board of the Company.

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