



## SUPPLIER CODE OF CONDUCT

### **Introduction**

Proterra Operating Co., Inc. and its affiliates (collectively, “**Proterra**”) is fully committed to promoting honest, ethical, and legally compliant business practices to pave the road towards clean transportation and sustainable energy solutions for all. Proterra recognizes that achievement of these core values requires the active participation of many other links in the global supply chain, including Proterra’s suppliers, service providers, consultants, and contractors (each, a “**Supplier**”). Accordingly, this Supplier Code of Conduct (the “**Supplier Code**”) sets forth various performance standards that a Supplier must meet or exceed as a condition of doing business with Proterra. By entering into any transaction with Proterra, or by providing any goods or services to Proterra, Supplier acknowledges and agrees that it will comply with the letter and spirit of the Supplier Code, as amended by Proterra from time to time.

### **Fair and Safe Working Environment**

Supplier shall abide by all applicable labor, employment, and occupational safety and health laws. Supplier shall maintain safe, sanitary, and healthy environments for all of its employees and visitors at its facilities and job sites. Supplier shall not utilize slavery, forced labor, bonded, indentured, or prison labor, human trafficking, or child labor. Supplier will honor its employee’s freedom of association in accordance with local laws. Supplier shall not discriminate against its employees based upon gender, race, color, religion, age, citizenship, sexual orientation, gender identity, gender expression, marital status, pregnancy, national origin, ancestry, physical or mental disability or condition, or any other protected class or characteristic under applicable federal, state, or local laws. Supplier shall also prohibit unlawful discrimination based on the perception that anyone has any of the aforementioned characteristics or is associated with a person who has or is perceived as having any of these characteristics. Supplier shall promptly investigate and take the appropriate actions to resolve any incident of discrimination, violence, intimidation, harassment, abuse, bullying, and other similar conduct, including implementing reasonable measures to prevent further violations. Furthermore, Supplier shall ensure that there is no retaliation against an individual who (1) exercises any legal right, or (2) in good-faith reports or cooperates with an investigation of a suspected violation of the Supplier Code or any law. Supplier will comply with data privacy, information security, and personal information laws and regulatory requirements whenever information is collected, used, stored, processed, transmitted, shared, or disposed of.

### **Honest and Ethical Business Practices**

Supplier shall comply with all anti-bribery, anti-corruption, and anti-money laundering laws and regulations, including but not limited to the U.S. Foreign Corrupt Practices Act, U.S. Anti-Money Laundering Act, and the U.K. Bribery Act. Supplier shall maintain the necessary internal controls, security measures, and technological safeguards to detect and prevent bribery, corruption, money laundering, embezzlement, extortion, fraud, espionage, data breaches and any other types of cyber-crimes. Supplier shall conduct reasonable due diligence regarding any third party which it conducts business with to verify its identity and legitimacy. Supplier shall not engage in any business in/with countries, territories, entities, and individuals that are sanctioned or embargoed by the U.S. government. Supplier will comply with all applicable restrictions and licensing requirements on the export, re-export, or other transfer of goods, services, information, and technology. Supplier shall not directly or indirectly offer, promise, solicit, or accept bribes, kickbacks, or any other form of illegal inducement when dealing with any party—including but not limited to Supplier’s customers, vendors, and competitors, any government official or political group, or any agent or representative of the aforementioned parties. This prohibition applies with equal force to payments sent to or through affiliates, business contacts, resellers, consultants, lobbyists, family members, or other intermediaries wherever they may be located in the world. Supplier shall keep accurate

books and records regarding its business activities. In addition, Supplier shall comply with all antitrust, competition, and trade laws. Supplier shall not engage in any illegal price fixing, bid rigging, boycotts, or allocation of customers, markets or territories.

The Supplier shall immediately disclose in writing to Proterra any circumstance or relationship with another party that could create an actual or apparent conflict of interest—i.e. something that interferes with or prevents Supplier from diligently and successfully performing all of its duties and obligations owed to Proterra. Supplier’s full disclosure of the facts and circumstances will allow Proterra to make an informed decision about whether it may provide a written waiver of the conflict with the appropriate safeguards in place to allow the continuation of the business with Supplier.

### **Environmental Protection, Sustainability, and Responsible Sourcing**

Supplier will comply with all applicable laws and regulations regarding or related to environmental protection, including but not limited to laws pertaining to toxic or hazardous substances. Supplier will obtain and keep current all required environmental permits, approvals, and registrations, and follow all administrative and reporting requirements. Upon Proterra’s request, Supplier will provide documents and information demonstrating Supplier’s (and its sub-supplier’s) compliance with this section. Furthermore, Supplier will pro-actively seek to minimize any negative environmental impacts of its business, including but not limited to eliminating or minimizing the use of toxic and hazardous substances, reducing pollution and waste generation, increasing the use of clean, renewable sources of energy, and reusing or recycling goods and materials in an environmentally friendly manner.

Supplier shall comply with all U.S. conflict minerals laws, including but not limited to Section 1502 of the Dodd-Frank Wall Street Consumer Protection Act. Supplier will conduct due diligence in accordance with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and collect Reasonable Country of Origin data. Supplier will take reasonable steps to avoid directly or indirectly financing armed conflict, violations of human rights, or environmental damage. Supplier will communicate and flow-down these requirements to its suppliers and sub-suppliers to ensure that the entire supply chain is compliant.

### **Record Keeping and Reporting of Compliance Matters**

In accordance with Proterra’s Partner’s Guide or upon Proterra’s request, Supplier shall certify and provide supporting documents and information reasonably needed to demonstrate that it has complied with this Supplier Code and all laws, rules, and regulations. In the event that Supplier knows or reasonable suspects that there has been a violation of the Supplier Code or applicable law, it shall promptly provide a written notice to Proterra regarding the facts and circumstances of the matter. Supplier agrees to cooperate in good faith with Proterra to resolve each compliance matter. The written notice may be provided to the Proterra representative that serves as the Supplier’s day-to-day contact, or alternatively may be reported by:

- Calling Proterra’s compliance hotline at 844-406-1635, or
- Submitting a report online by following the instructions at [proterra.ethicspoint.com](http://proterra.ethicspoint.com)

I understand and acknowledge Proterra's Partner Code of Conduct

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Company Name

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Representative (VP / CEO)

Contact Information:

Date:

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