

**MN8 ENERGY LLC**  
**AMENDED AND RESTATED**  
**CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS**

(Adopted as of January 10, 2024)

The Board of Directors (the “**Board**”) of MN8 Energy LLC (the “**Company**”) has adopted this Amended and Restated Corporate Code of Business Conduct and Ethics (this “**Code**”), which provides basic principles and guidelines to assist directors, officers, including, for the avoidance of doubt, the Chief Executive Officer, Chief Financial Officer (or other principal financial officer), Controller (or other principal accounting officer) and other senior financial officers (collectively, the “**Senior Officers**”), and other employees in complying with the legal and ethical requirements governing the Company’s business conduct. This Code covers a wide range of business practices and procedures but does not cover every issue that may arise.

The Company reserves the right to add to, modify, and rescind this Code or any portion of it at any time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Company. If a law conflicts with a policy in this Code, you must comply with the law.

You should read this Code carefully, ask questions of the Company’s General Counsel or such other officer designated by the Board (as applicable, the “**Compliance Officer**”), and promptly sign and return the certification attached as **Annex A**, acknowledging receipt of this Code to:

**MN8 Energy LLC**  
**1155 Avenue of the Americas, 27th Floor**  
**New York, NY 10036**  
**Attention: Compliance Officer**

or by such means as are specified in the instructions included with the distribution of the Code. The Company’s Compliance Officer is responsible for ensuring that all of the Company’s directors, officers, and other employees promptly sign and return the attached certification acknowledging receipt of this Code.

**I. Statement of Principles**

**A. Basic Standards**

The Company’s fundamental policy is to conduct its business with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, in accordance with the highest legal and ethical standards. The Company and its directors, officers and other employees must comply with all applicable laws, rules, and regulations of national, state, provincial and local governments, and private and public regulatory agencies (including the New York Stock Exchange (“**NYSE**”), once applicable) having jurisdiction over the Company.

## ***B. Individual Responsibility and Compliance***

This Code provides guidance for specific situations that may arise. However, each director, officer, and employee has the responsibility to exercise good judgment so as to act in a manner that will reflect favorably upon the Company and the individual.

The Company's directors, officers, and other employees must comply with the spirit as well as the letter of this Code. Directors, officers, and other employees must not attempt to achieve indirectly, through the use of agents or other intermediaries, what is prohibited directly by this Code. Each Senior Officer shall act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing his, her, or their independent judgment on behalf of the Company to be subordinated to other interests. Senior Officers shall also promote honest and ethical behavior by others in the work environment.

Enforcement of sound ethical standards is the responsibility of every employee, including officers, of the Company. Violations and reasonable suspicions of violations of this Code should be reported promptly in accordance with the Company's Policy for Complaint Procedures. Reporting employees should make full disclosure of all pertinent facts and circumstances, taking care to distinguish between matters that are certain and matters that are suspicions, worries, or speculation, and also taking care to avoid premature conclusions or alarmist statements since the situation may involve circumstances unknown to the reporting person. If the situation so requires, the reporting employee may report anonymously.

Employees will not be penalized for good faith reporting of violations or suspected violations of this Code or for cooperating with any Company investigation. Retaliation and threats of retaliation against any employee who reports or participates or assists in an investigation of a suspected violation are prohibited, and disciplinary action, including dismissal of any officer or other employee where warranted, will be taken if the Board determines that any such retaliation or threat of retaliation has taken place. Employees that knowingly make a report that is false or that willfully disregard its truth or accuracy, or engage in any other bad faith use of the reporting system, will be deemed to be in violation of the Code.

For the avoidance of doubt, nothing in this Code is to be interpreted or applied in any way that prohibits, restricts, or interferes with an employee's (a) exercise of rights provided under, or participation in, "whistleblower" programs of the U.S. Securities and Exchange Commission (the "**SEC**") or any other applicable regulatory agency or governmental entity (each, a "**Government Body**"), or (b) good faith reporting of possible violations of applicable law to any Government Body, including cooperating with a Government Body in any governmental investigation regarding possible violations of applicable law.

## II. Implementation

### A. *Condition of Employment*

Each employee must become familiar with and agree to comply with this Code as a condition of such employee's employment. All officers and other employees, regardless of level, must be provided with a copy of this Code at the time their employment commences with the Company; *provided, however*, that individuals already employed by the Company at the time of the adoption of this Code must be provided with a copy of this Code shortly after its adoption. All managers, including Senior Officers, are responsible for encouraging all employees under their supervision, regardless of level, to be familiar with this Code and accountable for promoting adherence with this Code.

### B. *Condition of Director Appointment / Election*

Each director must become familiar with and agree to comply with this Code. All directors must be provided with a copy of this Code at the time of their appointment or election to serve on the Board.

### C. *Compliance Certificate*

The following persons must execute compliance certificates substantially in the form of **Annex A** to this Code:

- Directors, officers, and other employees of the Company in managerial or supervisory positions;
- Employees who, in the ordinary conduct of their duties, have regular or significant contact with government(s) or any department, agency, instrumentality, or employee thereof;
- Facility managers or other employees who are in charge of a significant office, project site, or other significant facility;
- Employees whose regular responsibilities include the selection of contractors for the provision of significant goods or services to the Company;
- Employees whose regular responsibilities include the review, approval, or payment of invoices for significant goods and services supplied to the Company; and
- Any other employees requested by a vice president of the Company or any other officer to give a Compliance Certificate.

As provided above, each officer and other employee must become familiar with and agree to comply with this Code as a condition of such person's employment. Therefore, each new officer and other employee must execute the Compliance Certificate upon employment. In addition, each newly elected director must execute the Compliance Certificate upon election or appointment to serve on the Board as set forth above.

The Company's Compliance Officer is responsible for ensuring that all directors, officers, and other appropriate employees of the Company execute and return the Compliance Certificate to the Company's Compliance Officer or another officer designated by the Company's Compliance Officer.

***D. Association with Unaffiliated Enterprises***

The Company's employees associated or doing business on behalf of the Company with enterprises not controlled by the Company (including vendors, suppliers, contractors, and consultants) must be guided in their conduct by this Code's provisions. Such persons should encourage such enterprises to conduct their activities in conformity with all applicable laws and the spirit of this Code and must report any action or suspected action that would constitute a violation of this Code to the Company's Compliance Officer.

***E. Letter to Vendors, Suppliers and Contractors***

The Company shall periodically send to its significant vendors, suppliers, and contractors a letter that:

- Advises that it is against the Company's policy for directors, officers, and other employees to accept gifts or entertainment of more than nominal value from any entity that does, or is seeking to do, business with the Company;
- States that the provision of gifts and entertainment is not, and will not become, a condition of doing business with the Company; and
- Requests the recipient to identify any director, officer, or other employee or representative of the Company who pressures or solicits the recipient for gifts, entertainment, or other special favors.

***F. Interpretation Questions***

Directors, officers, or other employees who have questions on how to proceed or interpret this Code should consult their supervisor, the Company's Compliance Officer, or any other person(s) designated by the Board to supervise the application of this Code. In addition, please see **Annex B** for a listing of compliance procedures.

***G. Violation of Policy***

Compliance with this Code is essential. Violations will result in disciplinary action, including dismissal of any officer or other employee where warranted.

### III. Conflicts of Interest

#### A. General

A conflict of interest occurs when an individual's private interest interferes in any way — or appears to interfere — with the interests of the Company as a whole. This situation can arise when a director, officer, or other employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. It is important to remember that a conflict of interest can exist even where both the Company and the individual benefit. Conflicts of interest also arise when a director, officer, or other employee, or a member of such person's family or household, receives improper personal benefits as a result of the director's, officer's, or other employee's position with the Company. A conflict of interest is deemed to exist whenever, as a result of the nature or responsibilities of his or her relationship with the Company, a director, officer, or other employee is in a position to further any personal financial interest or the financial interest of any member of such person's family.

No director, officer, or other employee, regardless of level, is permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest. Directors, officers, and other employees should not permit themselves to be placed in a position that might give rise to the appearance that a conflict of interest has arisen.

While it is not possible to describe all circumstances where a conflict of interest involving a director, officer, or employee exists or may exist, the following situations may involve actual or potential conflicts of interest:

- An officer's or employee's interest in, or position with, any supplier, customer, or competitor of the Company (except for an investment in publicly traded securities as described below).
- The acceptance of gifts or favors of more than nominal value by a director, officer, or employee (or a member of such person's immediate family) from an actual or prospective customer, supplier, or competitor of the Company or any governmental official or other employee. This does not preclude the acceptance by a director, officer, or employee of reasonable business entertainment (such as a lunch or dinner or events involving normal sales promotion, advertising, or publicity).
- The disclosure or use of confidential information gained by reason of employment with the Company (or, in the case of a director, election or appointment to the Board) for profit or advantage by a director, officer or other employee or anyone else.
- Competition with the Company in the acquisition or disposition of rights or property.

The following situations should not be considered conflicts of interest:

- Ownership of publicly traded securities of a supplier, customer, or competitor of the Company that do not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer, or competitor.
- A transaction with one of the Company's banks, where the transaction is customary and conducted on standard commercially available terms (such as a home mortgage or bank loan).
- A transaction or relationship disclosed in accordance with this Code and determined by outside legal counsel not to be a prohibited conflict of interest.

These examples are given only to guide directors, officers, and other employees in making judgments about conflicts of interest. If any director, officer, or employee finds himself or herself in a situation where a conflict of interest exists or may exist, he or she should immediately report the matter as provided below.

***B. Reporting Conflicts of Interest Involving Non-Officer Employees***

Actual or potential conflicts of interest involving a non-officer employee, or a member of such person's immediate family, must be reported in writing by the affected person (or by others having knowledge of the existence of the actual or potential conflicts of interest) to the employee's immediate supervisor, who shall consult with the Company's Compliance Officer to determine whether a conflict of interest actually exists and to recommend measures to be taken to neutralize the adverse effect of the conflict of interest reported, if such measures are available or appropriate under the circumstances. This procedure will be applied so as to minimize its effect on the personal affairs of employees consistent with the protection of the Company's interests. The matter may also be referred to the Board for its approval or rejection.

***C. Reporting Conflicts of Interest Involving Directors or Officers***

An actual or potential conflict of interest involving a director or officer, or a member of such person's immediate family, must be reported by the affected person (or by others having knowledge of the existence of the actual or potential conflict of interest) to the Company's Compliance Officer, who shall promptly disclose the possible conflict of interest to the Board at the earliest time practicable under the circumstances. The possible conflict of interest will be made a matter of record, and the Board will determine whether the possible conflict of interest indeed constitutes a conflict of interest. The Board's approval will be required prior to the consummation of any proposed transaction or arrangement that is determined by the Board to constitute a conflict of interest.

Any member of the Board or any officer having a possible conflict of interest in any proposed transaction or arrangement is not permitted to vote (in the case of a member of the Board) or use his, her, or their personal influence on the matter being considered by the Board. Any member of the Board having a possible conflict of interest is not counted in determining the quorum for consideration and vote on the particular matter. Finally, any member of the Board or any officer having a possible conflict of interest must be excused

from any meeting of the Board during discussion (subject to the exception set forth in the paragraph below) and vote on the particular matter (in the case of an interested director). The minutes of the Board meeting should reflect the disclosure, the absence from the meeting of the interested director or officer, the abstention from voting (in the case of an interested director) and the presence of a quorum. The proposed transaction or arrangement is considered approved if it receives the affirmative vote of a majority of the disinterested members of the Board (even though the disinterested members are less than a quorum).

The foregoing requirements do not prohibit the interested director or officer from briefly stating his, her, or their position on the matter or from answering pertinent questions of the disinterested members of the Board, as the interested director's knowledge may be of assistance to the other Board members in their consideration of the matter.

#### **IV. Record Keeping**

##### **A. *Company Books and Records***

1. *Books and Records.* The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. As such, the Company's books, records, and accounts must accurately and fairly reflect the Company's transactions in reasonable detail and in accordance with the Company's accounting practices and policies. The following examples are given for purposes of illustration and are not intended to limit the generality of the foregoing in any way:
  - No false or deliberately inaccurate entries (such as overbilling or advance billing) are permitted. Discounts, rebates, credits, and allowances do not constitute overbilling when lawfully granted. The reasons for the grant should generally be set forth in the Company's records, including the party requesting the treatment.
  - No payment shall be made with the intention or understanding that all or any part of it is to be used for any person other than that described by the documents supporting the payment.
  - No undisclosed, unrecorded or "off-book" funds or assets are permitted.
  - No false or misleading statements, written or oral, shall be intentionally made to any internal accountant or auditor or the Company's independent registered public accounting firm with respect to the Company's financial statements or documents to be filed with the SEC or other governmental authority.
2. *Internal Accounting Controls.* The Company's principal executive officer and principal financial officer are responsible for implementing and

maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
  - Transactions are recorded as necessary to: (a) permit the preparation of financial statements in conformity with generally accepted accounting principles or any other applicable criteria and (b) maintain accountability for assets;
  - Access to assets is permitted only in accordance with management's general or specific authorization; and
  - The recorded accountability of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.
3. *Employee Conduct.* No director, officer, or other employee of the Company is permitted to willfully, directly or indirectly:
- Falsify, or cause to be falsified, any book, record, or account of the Company;
  - Make, or cause to be made, any materially false or misleading statement or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which the statements were made, not misleading to an accountant in connection with (a) any audit or examination of the Company's financial statements or (b) the preparation or filing of any document or report required to be filed by the Company with the SEC or other governmental agency; or
  - Take any action to fraudulently influence, coerce, manipulate, or mislead the Company's independent registered public accounting firm.

Director, officers, and other employees must exercise reasonable due diligence in order to avoid the events described above. If an employee believes that the Company's books and records are not being maintained in accordance with these requirements, the employee should follow the procedures outlined in the Company's Policy for Complaint Procedures.

**B. *Payments of Amounts Due to Customers, Agents, or Distributors***

1. *Payments for Third Party Services.* All commission, distributor, or agency arrangements shall be in writing and provide for the services to be



performed and for a fee that is reasonable in amount and reasonably related to the services to be rendered.

2. *Manner of Payment.* All payments for commissions, discounts, or rebates should be made by the Company's check or draft (not by cashier's check or in currency) in the name of the agent, distributor, or customer and should be (a) personally delivered to the payee in the country in which the business was transacted or (b) sent to the payee's business address or designated bank in the country in which the business was transacted.
3. *Payments Outside the United States.* When the payee represents in writing or presents a written opinion from a reputable local counsel that a payment outside the country in which the business was transacted does not violate any law of that country, that payment may be permitted upon approval from the Company's principal financial officer or other applicable officer.
4. *Credit Memoranda.* Credit memoranda are the preferred method of effecting a rebate and generally should be issued to the customer unless the Company's check or draft (not a cashier's check or currency) is necessary due to the nature of the transaction. Any check or draft should refer to the sales invoices involved and indicate the amount of discount or rebate and number of units.
5. *Accounting Records.* All payments or discounts, rebates and commissions shall be disclosed in the Company's accounting records. Proper documentation of contracts and agreements shall be maintained.

### **C. Foreign Payments**

The Company and its directors, officers, and other employees must comply with the United States Foreign Corrupt Practices Act, which makes it illegal for U.S. companies to win, retain, or direct business by offering, paying, or approving payments to foreign government workers, political parties, or their officials.

## **V. Use of Company Property and Resources**

### **A. Protection and Proper Use of Company Assets**

The use of any Company funds or assets for any unlawful or improper purpose is prohibited. All employees should endeavor to protect the Company's assets and resources, and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be reported immediately for investigation. Company equipment should not be used for non-business-related purposes, though incidental personal use may be permitted (such as occasional use of the Company's stationery, supplies, copying facilities, or telephone when the cost to the Company is insignificant).

The obligation of employees to protect the Company's assets and resources includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy and could also be illegal and result in civil or criminal penalties.

**B. *Questionable or Improper Payments and Gifts***

1. *Payments or Gifts Made.* No payments or gifts from the Company's funds or assets shall be made to or for the benefit of a representative of any domestic or foreign government (or subdivision thereof), labor union or any current or prospective customer or supplier for the purpose of improperly obtaining a desired government action or any sale, purchase, contract, or other commercial benefit. This prohibition applies to direct or indirect payments made through third parties and employees and is also intended to prevent bribes, kickbacks, or any other form of payoff.
2. *Payments or Gifts Received.* Directors, officers, and other employees of the Company shall not accept payments or gifts of the kinds described in this Section V.
3. *Gifts to Government Personnel.* In the United States, no gifts (for example, meals, entertainment, transportation, lodging, and gift items) may be provided to federal, state, or local government personnel unless permitted by law and any applicable regulation. These laws and regulations range from absolutely prohibiting such gifts to permitting them as long as there is no intent to influence a specific official decision with the gift.

To ensure the Company is in compliance with these laws, you must obtain approval from the Company's Compliance Officer prior to providing any gift to, at the request of, or for the benefit of, a federal, state, or local government official or employee, or his or her spouse or child.

4. *Proper Documentation.* All arrangements with third parties (such as distributors or agents) should be evidenced or memorialized in a written contract, order, or other document that describes the goods or services that are in fact to be performed or provided and should be for reasonable fees or costs.
5. *Extension of Credit by the Company.* No director, officer, or employee may seek or accept from the Company credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan. Any personal loan existing at the time of adoption of this Code shall not be materially modified, extended, or renewed.

### **C. Corporate Opportunities**

Without the written consent of the Board or as permitted by the Company's certificate of incorporation, directors, officers, and other employees are prohibited from taking for themselves an opportunity that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy or (2) discovered through the use of corporate property, information, or position. In addition, directors, officers, and other employees are prohibited from using corporate property, information or position for personal gain and competing with the Company directly or indirectly. Directors, officers, and other employees of the Company owe a primary duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **VI. Business and Trade Practices**

### **A. Compliance with Laws, Rules, and Regulations (including Insider Trading Laws)**

1. *Compliance with Laws.* Obeying the law, both in letter and in spirit, is the foundation upon which the Company's ethical standards are built. All directors, officers, and other employees must respect and obey the laws of the cities, states, and countries in which the Company operates. Although directors, officers, and other employees are not expected to know every law that is applicable to the Company, it is important that directors, officers, and other employees know enough to ask questions and seek advice from supervisors, managers, lawyers, or other appropriate personnel if they have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company. For this reason, the Company periodically organizes information and training sessions to promote compliance with laws, rules, and regulations applicable to the Company and all invited employees are expected to attend these information and training sessions.
2. *Insider Trading.* Purchasing or selling, whether directly or indirectly, the Company's securities while in possession of material non-public information is both unethical and illegal. Directors, officers, and other employees also are prohibited by law from disclosing material non-public information to others who might use the information to directly or indirectly place trades in the Company's securities. Directors, officers, and other employees also shall not recommend the purchase or sale of the Company's securities. All directors, officers, and other employees shall comply with the Company's Insider Trading Policy.
3. *Section 16 Reporting.* Pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, most purchases or sales of the Company's securities by directors, executive officers, and ten percent (10%) stockholders must be disclosed within two (2) business days of the transaction. Directors, officers, and other employees who are subject to

these reporting requirements must comply with the Company's Short-Swing Trading and Reporting Policy.

***B. Fair Dealing***

Directors, officers, and other employees should endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees. No director, officer, or other employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice involving unfair dealing. For the avoidance of doubt, nothing in this Code is to be interpreted or applied in any way that alters existing legal rights and obligations of the Company and its employees.

***C. Confidentiality***

Directors, officers, and other employees shall respect and maintain the confidentiality of information entrusted to them by the Company or its customers or otherwise acquired in the course of his, her, or their work, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its customers. Confidential information also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about the Company's suppliers and customers that is not in the public domain. The obligation to preserve confidential information continues even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the Company's property.

***D. Health, Safety, and Environmental Policy***

The Company is committed to conducting its business in compliance with applicable health, safety, and environmental laws, rules, and regulations in a manner that has the highest regard for the health and safety of human life and the environment. Each employee has the responsibility for maintaining a healthy, safe, and environmentally-friendly workplace by following health, safety, and environmental laws, rules, and regulations and reporting accidents, injuries, and unsafe equipment, practices, or conditions.

Directors, officers, and other employees should be aware that health and safety laws may provide for significant civil and criminal penalties against individuals and the Company for the failure to comply with applicable requirements. Accordingly, each director, officer, and other employee must comply with all applicable safety and health laws, rules, and regulations, including occupational safety and health standards.

Directors, officers, and other employees should be aware that environmental laws may provide for significant civil and criminal penalties against individuals and/or the Company for failure to comply with applicable requirements. Accordingly, each director, officer, and other employee must comply with all applicable environmental laws, rules, and regulations.

Employees should report to work in a condition allowing them to perform their duties free from the influence of drugs, alcohol, or other controlled substances. The use of illegal drugs in the workplace will not be tolerated.

Violence and threatening behavior are not permitted.

***E. Retention of Documents and Records***

It is the Company's policy to cooperate with all governmental investigative authorities. Each director, officer, and other employee shall retain any record, document, or tangible object of the Company that is known to be the subject of an investigation or litigation.

It is a violation of this Code for any director, officer or other employee to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any state, federal department, or agency or any bankruptcy, or in relation to or contemplation of any such matter or case.

**VII. Preparation and Certification of 1934 Act Reports**

***A. Internal Control Report***

Once public, the Company will file an Annual Report on Form 10-K, containing an internal control report that (1) states the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting; (2) contains an assessment, as of the end of the Company's most recent fiscal year, of the effectiveness of the Company's internal control structure and procedures for financial reporting; (3) includes a statement that the Company's independent registered public accounting firm has issued a report on the Company's internal controls and procedures for financial reporting; (4) includes the report of the Company's independent registered public accounting firm; and (5) otherwise complies with Section 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC.

***B. Disclosure Controls***

It is the Company's policy to, and therefore each Senior Officer should, promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company.

***C. Certifications***

The Company's principal executive officer and principal financial officer shall make the certifications required by Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, the text of which are set forth in Item 601(b)(31) and (32) of Regulation S-K promulgated by the SEC.

## **VIII. Employment Practices and Work Environment**

### ***A. Employee Relations***

All directors, officers, and other employees, regardless of position, shall do their best to work together to meet the following objectives:

- Respect each employee, worker, and representative of customers, suppliers, and contractors as an individual, showing courtesy and consideration and fostering personal dignity;
- Make a commitment to and demonstrate equal treatment of all employees, workers, customers, suppliers, and contractors of the Company without regard to race, color, gender identity or expression, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability;
- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender identity or expression, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability;
- Provide and maintain a safe, healthy, and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward, and retain quality employees.

In addition to the objectives set forth above, members of the management team are expected to:

- Use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors, and partners of the Company; and
- Keep other employees generally informed of the Company's policies, plans, and progress through regular communications.

### ***B. Non-Discrimination Policy***

The Company values the diversity of its employees and is committed to providing an equal opportunity in all aspects of employment to all employees without regard to race, color, gender identity or expression, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability. Directors, officers, and other employees should use reasonable efforts to seek business partners for the Company that do not discriminate in hiring or in their employment practices, and who make decisions about hiring, salary, benefits, training opportunities, work assignments,

advancement, discipline, termination, and retirement solely on the basis of a person's ability to perform the tasks required by their position.

**C. *Freedom of Association***

The Company recognizes and respects the right of employees to exercise their lawful rights of free association, including joining or electing not to join any association. The Company expects its business partners to also adhere to these principles.

**D. *Disciplinary Practices***

The Company will not condone any type of harassment, abuse, or punishment, whether corporal, mental, or physical, of an employee by a director, officer, or other employee or any partner, customer, or supplier of the Company.

**IX. *Political Contributions***

**A. *Political Contributions in U.S. Elections***

The Company recognizes the right of its directors, officers, and other employees to personally participate in, and financially support federal, state, and local elective processes.

The Company may elect to make certain political contributions to the extent permitted by law. Proposed political contributions by the Company require approval by the Company's Compliance Officer through an annual political contribution planning process. Any changes to the process or a given year's plan shall be approved in advance by the Company's Compliance Officer to ensure full compliance with applicable rules, regulations, and reporting requirements.

For the purposes of this policy, the purchase of tickets to attend dinners or advertising in political program booklets or other payments made in connection with events held by a political campaign or committee are deemed to be a political contribution. Also, any use of Company resources (such as conference room and office space, duplicating facilities, compensated employee activity, reimbursed employee contributions, and similar donations) in kind are considered political contributions. These are merely examples of political contributions, and the preceding list is not intended to be exhaustive.

**B. *Federal Elections***

Federal law prohibits the Company from making contributions to a candidate or candidate's campaign in any federal election. Many states also prohibit the use of corporate treasury funds to influence state elections.

**C. *Political Contributions in State and Local Elections***

The Company may contribute to state and local office candidates and committees and to state and local initiatives or referendum campaigns where the Company's interests are

directly involved and such activity is permitted by applicable state and/or local law, subject to the prior approval requirement noted in Section IX.A.

***D. Political Action Committees***

To the extent permitted by law, the Company's resources may be used to establish and administer a political action committee or separate segregated fund (a "PAC"). Once the Company's Board has approved establishment of a PAC, it will oversee PAC activities through receipt of periodic reporting on PAC activities and requests for allocation of Company funds in support of PAC activities through the Company's annual budget approval process.

***E. Foreign Elections***

In countries where corporate political contributions are permitted by law and encouraged by local custom, contributions may be appropriate and are permitted where approved by the proper corporate officer and the Board.

**X. Reporting Violations**

The Company, including its Senior Officers, proactively promotes ethical behavior in the work environment.

Directors, officers, and other employees should promptly report any violations or reasonably suspected violations of applicable laws, rules and regulations (including, without limitation, the listing requirements of the NYSE), this Code or any other code, policy, or procedure of the Company to appropriate personnel or follow the procedures outlined in the Company's Policy for Complaint Procedures (as appropriate).

Directors, officers, and other employees are expected to cooperate in internal investigations of misconduct.

**XI. Waivers of this Code**

Any waiver of a provision of this Code for executive officers or directors may be made only by the Board or a committee thereof. Any waiver for directors or executive officers will be disclosed, within four (4) business days, by the distribution of a press release, website disclosure, or, when applicable, by the filing of a current report on Form 8-K with the SEC, and, if applicable, as otherwise required by law or the listing standards.

**XII. Amendments to this Code**

Any amendment to this Code shall be made only by the Board or a committee thereof. If an amendment to this Code is made, appropriate disclosure will be made within two (2) business days after the amendment has been made in accordance with legal requirements and the listing requirements of the NYSE, once applicable.

\* \* \*



*This document states a policy of MN8 Energy LLC and is not intended to be regarded as the rendering of legal advice.*

**ANNEX A**  
**CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS**  
**CERTIFICATION**

I have read and understand the Corporate Code of Business Conduct and Ethics (the “**Code**”) of MN8 Energy LLC (the “**Company**”). I agree that I will comply with the policies and procedures set forth in the Code. I understand and agree that, if I am an employee of the Company or one of its subsidiaries or other affiliates, my failure to comply in all respects with the Company’s policies, including the Code, is a basis for termination for cause of my employment with the Company and any subsidiary or other affiliate to which my employment now relates or may in the future relate.

In addition, I agree to promptly submit a written report to the Company’s Compliance Officer describing any circumstances in which:

1. I have reasonable basis for belief that a violation of the Code by any person has occurred;
2. I or any member of my family has or may have engaged in any activity that violates the letter or the spirit of the Code;
3. I or any member of my family has or may have an interest that violates the letter or the spirit of the Code; and
4. I or any member of my family may be contemplating an activity or acquisition that could be in violation of the Code.

I am unaware of any violations or suspected violations of the Code by any employee except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

\_\_\_\_\_ No exceptions

To the best of my knowledge and belief, neither I nor any member of my family has any interest or affiliation or has engaged in any activity that might conflict with the Company’s interest, except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

\_\_\_\_\_ No exceptions

I am aware that this signed Certification will be filed with my personal records in the Company’s Human Resources Department.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Type or Print Name

**ANNEX B**  
**CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS**  
**COMPLIANCE PROCEDURES**

Directors, officers, and other employees must work together to ensure prompt and consistent action against violations of the Code. However, a director, officer or other employee may encounter a situation in which it is difficult to determine how to proceed while also complying with the Code. Since not every situation that will arise can be anticipated, it is important to have a way to approach a new question or problem. When considering these situations, a director, officer, or other employee should:

1. ***Make sure to have all the facts.*** In order to reach the right solution, all relevant information must be known.
2. ***Consider what he/she/they specifically is/are being asked to do and whether it seems unethical or improper.*** This will enable the individual to focus on the specific question and the alternatives he or she has. If something seems unethical or improper, it probably is.
3. ***Understand his/her/their individual responsibility and role.*** In most situations, there is shared responsibility. Are other colleagues informed? It may help to get other individuals involved and discuss the problem.
4. ***Discuss the problem with a supervisor.*** In many cases, supervisors will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to help solve problems and ensure that the Company complies with this Code.
5. ***Seek help from Company resources.*** In the rare case in which it may not be appropriate to discuss an issue with a supervisor or a supervisor is not available to answer a question, employees should discuss it locally with the office manager or Human Resources manager. If that is not appropriate or if a satisfactory resolution is not obtained, call or send concerns to the Company's Compliance Officer or follow the procedures outlined in the Company's Policy for Complaint Procedures.
6. ***Report ethical violations in confidence and without fear of retaliation.*** If the situation so requires, anonymity will be protected. The Company does not permit retaliation of any kind for good faith reports of ethical violations.
7. ***Always ask first, act later.*** When unsure of what to do in any situation, the individual should seek guidance and ask questions before the action in question is taken.