

SUNPOWER®

Code of Conduct

CODE OF CONDUCT

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CODE OF CONDUCT

Powering Awareness



Why Do We Have a Code?

SunPower believes in changing the way our world is powered. We do this through the caliber of the products we offer, the quality of our services, the diversity of our team, and by the decisions we make. For us, doing the right thing is more than a saying. It is who we are and critical to the success of our brand.

Our Code of Business Conduct and Ethics (“Code”) powers one of our company values: we do the right thing. It is a statement of SunPower’s expectations regarding personal and corporate conduct. It is here to guide you in those times where the “right” thing may not be clear. The Code links you to other policies to help you do your job at the highest level of integrity. The Code covers a wide range of topics, but it cannot cover all issues that may arise. It is your responsibility to understand the legal requirements of your job. If you need further guidance, please reach out to one of the [Resources](#) identified in the Code.

Updates and Waivers

We will periodically update this Code. Amendments to this Code (other than technical, administrative or non-substantive changes), must be approved by the Audit Committee of SunPower’s Board of Directors. Any waiver of this Code must be approved by the Audit Committee or a Board committee consisting only of independent directors and will be promptly disclosed as required by law.

The Code Helps You:

- Understand what SunPower expects of you
- Conduct yourself with integrity
- Make responsible decisions
- Comply with laws, regulations, and relevant policies
- Find where to go if you have questions or need further guidance

Who Must Comply With the Code?

All people representing SunPower, including employees, contractors, officers and directors of the company, must comply with this Code and avoid even the appearance of improper behavior. The Code also applies to controlled subsidiaries and entities in which SunPower has a majority interest or manages the operations (together, the “Company”).

All employees are required to certify to the Company on an annual basis that they have read, understand and agree to comply with the Code. Our Code is not a contract and does not grant any specific employment rights or guarantee.

Individual and Company Responsibility for Our Ethical Culture

Our culture of integrity is cultivated by the shared set of behaviors we expect all members of the SunPower team to demonstrate.

Guiding Behaviors

All SunPower **employees** must:

- Tell the truth
- Understand and comply with applicable law and SunPower policies
- Complete trainings and certifications
- Use good judgment and avoid even the appearance of improper conduct
- Seek guidance when questions arise about the right course of action to take
- [Raise concerns and report potential violations](#) of law or this Code

SunPower **managers** (employees who manage others at SunPower) must:

- Model ethical leadership and behavior
- Create an environment that encourages open and candid communications
- Review the Code with their team at least once a year
- Make sure their team members complete required trainings
- Prevent retaliation against those who speak up
- Report employee ethical concerns to SunPower's Compliance and Ethics Helpline



Consider This

In addition to individual employee accountability for creating and maintaining SunPower's ethical culture, SunPower will:

- Encourage a "Speak Up" culture of open and candid communications
- Protect employees who make a good faith report about a possible violation of this Code from any form of retaliation
- Diligently investigate all reports of possible violations and effectively resolve and remediate violations

Consequences for Violating the Code

Violating any law or this Code is a serious matter. If SunPower determines that an employee has violated the law or this Code, that individual will be subject to disciplinary action, including possible termination of employment, loss of employment-related benefits, and, if applicable, criminal or civil proceedings.

Our incentive plans and programs require compliance with the law and this Code as a condition of participation and receiving an award. An employee who violates the law within the scope of his or her employment, or who commits a serious violation of this Code, may not be entitled to incentive compensation, including annual or semi-annual cash bonuses, restricted stock units, or other awards, unless prohibited by law.

CODE OF CONDUCT

Powering Accountability



Asking Questions and Reporting Concerns

Identifying what is right may not always be clear. Anyone who is unsure about the appropriateness of an action should ask themselves the following questions:



Is it in line with the Code, our values and policies?



Is it legal?



Does it benefit the whole company—or just a certain group or person?



Does it reflect positively on you and SunPower?



Would you feel good if it became public?

If the answer to any of these is “no” or “I don’t know”, seek guidance from any of the following resources: your manager, Human Resources, the Chief Ethics and Compliance Officer or the [SunPower Compliance and Ethics Helpline \(“Helpline”\)](#).

Reporting Concerns

If you see or hear something that does not seem right or in alignment with the Code, our values or the law, you have a responsibility to report your concerns. Reporting allows us to investigate and correct or prevent issues. Failure to report a violation of the Code or law is itself a violation of this Code and may result in disciplinary action, including termination of employment.

Reporting Channels

If you have concerns, report them to any of the following:

- Your manager
- Any member of ELT
- Human Resources
- SunPower’s Chief Ethics and Compliance Officer
- SunPower’s Compliance and Ethics Helpline

The Helpline is run by an independent third party and is available 24 hours a day, 7 days a week online or by phone. Where allowed by local law, you may report anonymously.



What happens when I contact the Helpline?

An independent third party will take down the substance of your concern, which will be forwarded to SunPower’s Investigation Coordination Committee for investigation. If warranted, remedial action will be taken based on any findings.

We are committed to keeping your issues and identity confidential. Your information will be shared only with those who have a need to know, such as those answering your questions, or investigating and correcting the issues you raise. Matters involving finance, accounting or auditing issues may require the sharing of information with our Board of Directors. For more information about accounting and audit matters, please refer to our [Whistleblower Policy Regarding Accounting and Auditing Matters](#).

Receiving Reports

Anyone who receives a report of an actual or possible violation of this Code must:

- Forward the report to the Helpline
- Keep the report in confidence
- Refrain from personally investigating allegations

What Happens When a Report is Received?

SunPower’s [Investigation Coordination Committee](#), is responsible for conducting a thorough investigation and making recommendations on next steps.



What does non-retaliation mean?

Anyone who in good faith reports possible violation of the Code, or assists in the investigation of a reported violation of the Code, will be protected by SunPower. Similarly, any person who reasonably reports any possible violation of state or federal laws or regulations will be protected. This protection continues even if the report ultimately proves to be incorrect after it is investigated.

Non-Retaliation

SunPower will not tolerate retaliation of any form against an employee who makes a good faith report or participates in an investigation. Employees who believe that they have been subject to retaliation should promptly report it using appropriate reporting channels in this Code. Retaliating against an employee for reporting an issue in good faith is itself a violation of the Code. For more information, please review our [Whistleblower Policy](#).

Cooperation

SunPower personnel are expected to cooperate fully with any Company or governmental investigation of alleged violations of this Code, laws or regulations. SunPower personnel are required to keep their knowledge and participation in any investigation confidential to help safeguard the integrity of the investigation. However, nothing in this Code precludes an employee from reporting a violation of law to a government agency, or from cooperating in any governmental investigation.

No False Reports

SunPower does not tolerate knowingly false reports, lying during the course of an investigation or refusing to cooperate with an investigation. Report only what you believe in good faith is credible.



Contact the Helpline

Online at

sunpower.alertline.com

Toll free by calling

United States: 866-307-5679

Philippines: 855-832-7249

Canada: 855-832-7249

CODE OF CONDUCT

Powering Innovation



Protecting Assets and Information

Employees must always exercise good judgment in using SunPower's assets, which are varied. Personal use of Company physical assets (e.g., telephones, wireless networks, computers, printers, faxes, etc.) should be minimal, not interfere with job performance, and comply with law. These assets are monitored by SunPower, and you have a reduced expectation of privacy when using these assets. If you become aware of a theft or misuse of SunPower's property or services, promptly report it to your supervisor. For additional information, guidance and advice, read our statement on the [Acceptable Use of Information Resources and Processing of Personal Data](#) and the [Trade Secrets and Confidential Information Policy](#).

Confidential Information

Protecting Company non-public information is critical to our success. Confidential information must be held in the strictest confidence and may not be disclosed to any third party unless the third party has signed a nondisclosure agreement approved by management.

Even within SunPower, such information should be divulged only to persons having a need to know it to carry out their job responsibilities. Consistent with the foregoing, you should be discreet with confidential information and not discuss it in public places.

Obligations to maintain the confidentiality of SunPower's information extend beyond the termination of employment. If you are leaving SunPower, especially if going to a competitor, you are obligated to notify Human Resources and take all necessary steps to protect SunPower's proprietary and confidential information. Exiting employees are not allowed to copy, transfer or otherwise retain SunPower information without the written approval of SunPower's Human Resources and Legal departments.

Likewise, we respect the IP rights and confidential information of others. We do not tolerate the unauthorized use of these assets. Before soliciting, accepting, or using another company's IP, please seek guidance from the Chief Ethics and Compliance Officer to ensure that you have permission and that appropriate licensing documents are in place.

What is confidential information?

Confidential information can include a variety of materials and information regarding SunPower's products, operations and plans. For example, confidential information can include product development designs, patents, trademarks, copyrights, design and manufacturing processes, programming techniques and algorithms, source code, information regarding SunPower's financial health, salary and personnel information, and sales and marketing plans.

Example: After months of hard work leading to a breakthrough in functionality, a Design Engineer copies her work onto a personal external drive and takes it home in order to make sure that she retains her work, even if she later leaves the Company. This unauthorized use of intellectual property ("IP") is a violation of the Code.

Example Question

I have accepted a job with a competitor and I am concerned that if I disclose this information, I will not be allowed to stay and finish work that is important for SunPower. Do I need to disclose that I am leaving to go to a competitor?

Yes. Employees have a duty of loyalty to SunPower. If you are leaving the Company to go to a competitor, you must disclose this to us as soon as you have accepted your position. You may not disclose SunPower proprietary or confidential information to your new employer, and you must not copy, transfer or retain any SunPower confidential or proprietary information without the written approval of SunPower's Human Resources and Legal departments.

Competitive Intelligence Gathering

SunPower does not permit the unlawful use of trade secrets, and no one should attempt to improperly obtain proprietary or confidential information from competitors or any other company.



Example Questions

I received an e-mail containing confidential pricing information from a competitor against whom we are bidding for a government contract. Can I use this information to improve our bid?

No. If you receive confidential information from a competitor, you may not use it. You should send the information back to the owner and delete all copies of it on your own system. Do not share or otherwise use the information.

I believe disclosure of confidential Company information to a vendor or other third party is necessary and appropriate in connection with a potential transaction. Can I disclose the information?

First, verify that a business need for such disclosure exists. If it does, consult with your manager as well as ensure that a non-disclosure agreement (NDA) has been executed. Consult the Legal intranet page for NDA forms. If you still have questions, be sure to consult with the Legal department before making any disclosure.

Data Privacy and Protection

Customers, employees and others entrust us with their personal data. SunPower is committed to handling personal data in compliance with applicable privacy and data protection laws in each of the markets in which we do business.

Identifying Personal Data

Personal information is data that alone or in the aggregate may be used to identify an individual. Some examples of personal information are:

- Name
- Email address
- Employee ID number
- IP addresses
- Credit card information
- Financial information
- Government identifier
- Information about consumer habits, including internet browsing or purchase history

Certain pieces of information, such as social security numbers, credit card numbers or information about race, ethnicity or other protected classes are considered sensitive personal information. Sensitive personal information is subject to higher protection obligations.

Securing personal data is critical to people's confidence in us and our business. It is the responsibility of every employee to read and comply with SunPower's [Global Data Protection Policy](#) and to know and comply with the data protection and privacy laws that apply to your work at SunPower.

If you have questions as to whether or how data protection laws apply to your use of personal information, please contact the Chief Ethics and Compliance Officer before collecting or sharing personal information.

Know the Risks

Employees must be aware of cybersecurity risks and act accordingly. Employees should understand the risks posed by common frauds, including phishing, whaling and false payment instructions frauds. Employees must timely complete their data security training and know and understand the [Acceptable Use of Information Resources and Processing of Personal Data](#) policy.



Example Question

I accidentally emailed a list containing the social security numbers of several SunPower employees to a vendor. The vendor has confirmed that he didn't open the email and permanently deleted the document from his systems. Do I need to report this?

Yes. Personal information should only be shared with those individuals and business partners that need it as part of the scope of their work. This should immediately be reported to the Global Helpdesk for review and evaluation of our reporting obligations.

Report any incidents, including unauthorized access or viewing of personal data to the Global Helpdesk or the Compliance and Ethics Helpline.

Document Retention

Work product created by SunPower Personnel and information collected in furtherance of the Company's business are important Company assets. SunPower Personnel must always comply with all applicable records management policies and legal hold notices. These policies apply to all records created by SunPower, including hard copies, electronic files, emails, instant messages, video and backup tapes.

Example: A diligent HR Specialist saves copies of all correspondence, including all emails. In order to avoid losing emails due to automatic archiving and deletion, the HR Specialist saves work-related emails to a folder on his hard drive. The HR Specialist rarely deletes these emails. This practice likely violates SunPower's document retention policies, and creates additional legal risk for the company.

For additional information, guidance and advice, read the [Records Retention](#) policy and procedures for [Record Storage and Destruction](#) and be certain that you understand how they may apply to your work.

Maintaining Accurate Records

As a publicly traded company, SunPower has an obligation to maintain accurate business and financial records. Each one of us has an obligation to ensure the records we generate are accurate. Never misstate facts, omit critical information or modify records or reports in any way to mislead others, and never assist others in doing so. All financial transactions must be correctly and timely recorded in compliance with SunPower's internal controls and procedures. No unrecorded funds or assets may be created or maintained for any purpose. Creating false or misleading records is strictly prohibited and may violate a number of laws, including the Sarbanes-Oxley Act, which may trigger both financial and criminal liability for the employee and/or SunPower.

What Can You Do?

Accurately classify transactions. Always record and classify transactions, including sales, in the proper accounting period, and in the appropriate account and department. Never speed up or slow down the recording of revenue or an expense in order to meet a budgetary goal. For additional information on expense reporting, consult the [SunPower Corporate Travel and Expense Policy](#).

Understand relevant records. Expense reports, invoices, timesheets, benefits claim forms and budget forecasts are just some of the records that must be properly reported and managed to ensure financial and business integrity.

Properly manage records. Follow SunPower's Records Retention policy. Do not destroy information needed for an investigation, audit or legal action during the pendency of those actions or while a legal hold is in place.

Messaging matters. Be mindful of the tone you set. Avoid instructions or statements that encourage the misclassification of information like:

- Make the numbers work
- Hold back that transaction until next month, so we can make next quarter's numbers
- Can you clock me in, I am running a little late
- Sign in for me at that training, I will be there for the second half



Example Question

An employee in the sales department needs to make his numbers in Q4 to ensure that he receives his maximum bonus. He contacts dealers and encourages them to purchase excess inventory, saying that it can be returned in Q1 or Q2 of the next year. Is this a problem?

Yes. First, this is manipulating the recording of revenue, which is a violation of our Code. Additionally, by placing their interest in a bonus above the interests of SunPower, the salesperson also has a conflict of interest. Lastly, this request would also likely put the dealer in a terrible position and could damage the relationship between the dealer and SunPower.

CODE OF CONDUCT

Powering People



Who We Are Is Our Strength

We value a culture of respect and dignity and celebrate the differences of our employees. These differences make us stronger. We encourage the free exchange of ideas and strive to create an environment where employees feel comfortable expressing their ideas and opinions. Put yourself in the shoes of a colleague who may be advocating a position or strategy different than yours. Even if you disagree, consider their alternative view and competing pressures. Do not limit yourself to thinking only about what is best for your line of business or department but consider what is in the best interest for SunPower overall.

Commitment to Diversity, Inclusion and Non-Discrimination

The diversity of our employees is a tremendous asset. SunPower is committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination on the basis of race, creed, color, religion, national origin, sex, ability, sexual orientation, gender identity, age, or affiliation with a political, religious, union or minority group and will comply with all applicable laws. Employees should review and take to heart the mandates of SunPower’s [Diversity, Equality and Inclusion Statement](#).

We base employment decisions on merit, job qualifications, performance, and other business-related criteria and will make reasonable accommodations for the known physical or mental disabilities of an otherwise qualified applicant or employee.

We encourage employees to join SunPower-related affinity groups, including 34+ and TIDE. These groups are a valued and essential part of ensuring that SunPower’s culture of diversity and inclusion continues to develop and grow. For more information, please contact SunPower’s Director of Diversity, Equity and Inclusion.

Cultivating Respect

SunPower will not tolerate harassment of any kind. We expect all employees to behave in a respectful and professional manner. Employees must avoid engaging in a disrespectful, hostile, violent, intimidating, threatening or harassing manner towards one another. If you witness or experience harassment or discrimination of any kind, speak up, either directly to the person or through one of [our reporting channels](#).

Commitment to Health and Safety

Each of us is entitled to a safe, clean and healthy working environment that complies with all relevant rules, regulations and policies. To facilitate this type of environment, employees must comply with all security policies and procedures and promptly report any concerns or security threats. All jobs and processes should be planned and performed in a safe, healthy and environmentally sound manner.

Weapons are prohibited at work. Additionally, all business activities must be conducted with all necessary permits, approvals and controls. SunPower will not tolerate illegal drug use or intoxication on Company premises or when employees are conducting Company business. SunPower’s human resources policies are available internally on the Grid Employee Services page.

Political Activities

We respect the right of our employees to participate individually in the political process and to support candidates and political parties of their choice. However, U.S. laws strictly regulate using corporate resources to directly or indirectly support or oppose candidates or political committees. SunPower has adopted specific policies that must be followed if you plan on engaging in political activities on its behalf.

CODE OF CONDUCT

Powering Integrity



- POWERING AWARENESS
- POWERING ACCOUNTABILITY
- POWERING INNOVATION
- POWERING PEOPLE
- POWERING INTEGRITY
- POWERING TRUST
- POWERING COMMUNITY
- POWERING KNOWLEDGE

We Do the Right Thing, Every Time

Integrity means doing what is right, even when it's not the easiest path. It means putting in the work the honest way, and prioritizing the best interests of the Company over our own. We succeed based on our own merit, and we don't take shortcuts. Because how we get there matters as much as the result.

Conflicts of Interest

We are all expected to act in the best interest of the Company. This means we never allow our personal interests to influence or appear to influence the decisions we make for the Company. You should not use your position at SunPower to obtain favorable treatment for yourself, relatives, or others with whom you have a significant personal or financial relationship. This applies to product purchases (except for our employee purchase or friends and family purchase programs), sales, investment opportunities, hiring, promoting, selecting contractors or suppliers, or any other SunPower business matter. Even the appearance of a conflict is inappropriate and can damage the Company or our reputation.



What is a relative?

A "Relative" is anyone with whom you have a familial relationship. This includes a spouse, in-law, parent or stepparent, child, stepchild, sibling, step sibling, niece, nephew, aunt, uncle, grandparent, grandchild, and same or opposite sex domestic partner.

Identifying Conflicts of Interest

It may not always be easy to identify conflicts of interest. Very often they involve:

Employment of Relatives. Employees should not participate in any business decision that could benefit an individual with whom they have a close personal or financial relationship. For example, you may not influence employment-related decisions that affect a Relative.

Transitioning Employment. If you are considering transitioning from your position with SunPower, especially if it is to a competitor, customer, business partner or supplier, you have an obligation not to utilize SunPower resources, information or assets in connection with or for the benefit of any potential new employer. Your confidentiality obligations to SunPower are paramount.

Honoraria. You may occasionally be asked to speak at conferences or make presentation because you are a Company employee. This may present a conflict of interest if you are offered payment or reimbursement of expenses. Honoraria from suppliers, customers and other business partners are not allowed. If you cannot decline the honorarium, you should request that it be donated directly by the organization.

Outside Consulting. Some employees may be contacted by industry consulting companies to provide paid or free insights or consulting services relating to the solar industry. Many consulting companies aggregate and sell the information received from their consultants, including to competitors of SunPower. Because of this, and to protect its confidential and trade secret information, SunPower prohibits employees from providing paid or gratis industry consulting services. Employees contacted to provide such services should report the request using SunPower's conflict of interest declaration form available at www.sunpowercoi.ethicspoint.com.

Business Opportunities. SunPower Personnel may not take advantage of business opportunities that they learn about through their work with SunPower or direct those opportunities to a third party unless SunPower has already been offered and declined the opportunity.

Outside Employment

Full time employees must have prior written approval from their supervisor and the Human Resources Department before providing services to another for-profit business or participating in inventions or businesses that are in the same area as your work for SunPower. Employees cannot provide services to a competitor while they are employed by SunPower. Any employee who obtains additional outside employment, has an outside business, or is working on an invention in areas related to the work done at SunPower must comply with the following rules:

- You may not use any time at work or any SunPower assets for your other job, outside business or invention. This includes using SunPower workspace, phones, computers, internet access, copy machines and any other SunPower assets or services.
- You may not use your position at SunPower to solicit work for your outside business or other employer, to obtain favored treatment or to pressure others to assist you in working on your invention.
- You must not participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at SunPower.
- You may not use confidential SunPower information to benefit your other employer, outside business or invention.



Example Question

May I serve on the board of directors of an outside enterprise or organization?

Yes, as long as you obtain the appropriate approvals. SunPower Personnel must obtain written permission from their manager and Vice President of the Company before accepting any board positions for non-profit or for-profit organizations. Vice Presidents and above, including ELT, must obtain written permission from the CEO before accepting such positions. All employees should be mindful of and continue to comply with their obligations to maintain SunPower confidential information in strict confidence in connection with the service on any boards.

Disclosing Conflicts of Interest

Employees must disclose potential or actual conflicts of interest before taking any action that may be seen as impacting your ability to make an impartial decision in SunPower’s best interest. Declarations should be made using SunPower’s Conflicts of Interest Disclosure and Pre-Approval Form, which is available from the grid or via www.sunpowercoi.ethicspoint.com. You should not take any action until you receive approval from the Company.

Each member of the Company’s executive leadership team (“ELT”) must disclose to the General Counsel any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and the General Counsel shall notify the Audit Committee of any such disclosure. Conflicts of interest involving the General Counsel or any member of the Board of Directors of the Company shall be disclosed to the Audit Committee, who may approve them on a case-by-case basis.



Example Questions

What is a conflict of interest?

A situation in which a person has a private or personal interest that may influence, or appear to influence, his or her official duties.

How do I know if a conflict of interest exists?

It is important to keep in mind that it is the appearance of influence that triggers the conflict, not whether a particular person has been influenced in fact. If you are at all uncertain about a potential conflict of interest, seek guidance from your supervisor or the Chief Ethics and Compliance Officer.

Can you give an example of a conflict of interest or a situation of potential divided loyalty?

Example 1: Your niece applies for a summer internship with SunPower and you decide to hire her into your organization.

Example 2: Your brother-in-law owns a business that is being considered as a potential supplier for SunPower and you are one of the decision makers responsible for awarding the work.

Example 3: Your spouse works for a competitor.

Anti-Corruption

SunPower has zero tolerance for bribery or kickbacks. Regardless of local custom, industry, practice or pressure to close a deal, we will not compromise our standards or risk our reputation. Employees should be aware of and comply with the law and SunPower’s Global Anti-Corruption Policy.

This zero-tolerance policy applies to commercial relationships as well. We market our products and services based on their quality and price. No one is permitted to directly or indirectly (through third parties) offer or receive inappropriate gifts, excessive entertainment or anything of value as improper means to influence relationships with current or potential customers, dealers or suppliers.

Bribing a government official directly or indirectly is illegal in every country where we conduct business. Bribery can result in reputational harm, significant fines and even criminal penalties against you and/or SunPower. SunPower will not tolerate the offering or giving anything of value, directly or indirectly, to government officials to obtain or retain business.

Gifts and Government Officials

When interacting with government officials, it is important to avoid even the appearance of impropriety. Gifts and entertainment, including meals, of any kind should be avoided with officials from agencies or regions where SunPower has pending applications, proposals, bids or other business.

U.S. Government Officials

It may be illegal to give a gift, even one of nominal value, to a United States government employee. Rules may vary by position and locality, including state, school district and city, and there may be different rules for various elected and non-elected officials. To prevent any violations of law, any gifts to or entertainment of U.S. government officials must be pre-approved in writing by SunPower’s Chief Ethics and Compliance Officer.



What is a bribe?

Bribery is giving money or something else of value to another person so that they will do something for you. A “kickback” is a form of bribery where money or something of value is given in exchange for services rendered.

Non-U.S. Government Officials

In many countries, it is considered common courtesy to provide token/ ceremonial gifts or meals to government officials on certain occasions to help build relationships. All such gifts must:

- Be pre-approved in accordance with SunPower’s Global Anti-Corruption Compliance Policy
- Comply with the monetary limits set forth by market in SunPower’s Gifts and Entertainment Policy
- Be given openly and transparently
- Be properly recorded in the Company’s books and records
- Comply with local and U.S. law

Example: A Construction Project Manager urgently needs key suppliers for a project, and is worried about difficulties obtaining customs clearance in time. Hoping to keep the project moving and avoid delays, the Manager permits a local customs broker to make his “usual payment” to a customs officer, who will help ensure that the supplies are quickly pushed through customs. Even if it is a “local custom” to make such payments, and even if the payments are low in value, it is never acceptable to provide cash or other benefits to a government official in exchange for preferential treatment.

Money Laundering Laws

Criminal activities, like money laundering, may be difficult to spot. That’s why it is important for SunPower employees to be on the lookout for red flags of money laundering and report anything suspicious. Doing the right thing means being vigilant.

Money laundering is the process by which individuals or entities try to hide or “launder” illegally received funds or otherwise make the source of their illicit funds look legitimate. Preventing money laundering is about looking out for red flags and knowing with whom we do business. Any employee working with suppliers or business partners must ensure that appropriate checks are conducted to ensure that they follow the law.

Be alert for and report to the Compliance and Ethics Helpline any suspicious transactions or requests such as:

- Large cash payments
- Requests to accept payment from, or to make payments to, a third party who is not party to a contract or transaction
- Requests to send funds to a country other than where the buyer or seller is located

Competition Laws

We treat our competitors fairly and adhere to all laws designed to protect competition. Fair dealing and antitrust laws protect industry competition by generally prohibiting formal or informal agreements between competitors that seek to manipulate prices or unfairly impact competitors. Always avoid taking actions that could be interpreted as an illegal agreement with competitors (or suppliers) to restrict or diminish competition. For example, you should not:

- Agree with competitors to divide sales territories, assign customers
- Exchange information (or make agreements) with competitors regarding pricing, contract terms, costs, marketing plans or other terms that are competitively significant
- Violate fair bidding practices or bidding quiet periods

For more information, contact SunPower’s Chief Ethics and Compliance Officer.

Gifts and Entertainment

Giving and receiving modest gifts or entertainment can strengthen our business relationships—provided that they are appropriate for the situation, not offered to improperly influence a business decision and consistent with our policies.

While SunPower allows certain courtesies, entertainment, modest gifts and occasional meals for potential and existing customers, or others involved with aspects of our business, such expenses must be:

- Reasonable and in alignment with our Gifts and Entertainment Policy
- Authorized
- Properly declared and recorded in the books and records of the Company
- Consistent with applicable law
- Not for the purpose of obtaining special or favored treatment
- A customary business gift that would not embarrass SunPower if publicly disclosed
- Infrequent

Lavish or excessive gifts or entertainment are prohibited and giving or receiving cash or cash equivalents is viewed as a bribe or kickback and is always against SunPower policy. The Gifts and Entertainment policy requires the disclosure of Gifts and Entertainment above certain thresholds. Disclosures must be made using the SunPower gift disclosure portal available at www.sunpowergifts.ethicspoint.com.



Example Question

Do I have to follow SunPower policy with respect to gifts if I pay for them myself?

Yes. SunPower's policies regarding gifts and entertainment apply if the gift is given for business reasons and you are representing SunPower.

I am in sales and modest gifts can strengthen business relationships. What are some examples of reasonable gifts that I can give to a customer or potential customer?

It is important to remember that the value of a gift should always be modest and not tied to the expectation of receiving business. A few examples of acceptable gifts are:

- SunPower branded merchandise, e.g. mugs, cups, T-shirts, notepads
- A gift basket of modest value (in the US under \$100) intended to be shared by a group of customer's employees
- Cookies, or other baked goods of modest value

Before giving gifts, remember to ask a customer or potential customer if they have any policies that prohibit their receipt of gifts.

I just received Super Bowl tickets from a vendor. The face value of this is over \$1,000. Can I accept this gift?

You are right to be concerned about the value of this gift. Generally, a modest gift is one that is under \$100 in the US and \$50 in the Philippines. Gifts exceeding this threshold are strongly discouraged. Here are some examples of items to avoid:

- Gifts of cash or cash equivalents, e.g. gift cards, of any value
- Discounts not available to the general public
- Luxury goods, e.g. high-end handbags, cosmetics, liquor
- Trips and trip add-ons, like spa retreats, that are not directly tied to a commercial need, like auditing a vendor.

I struggle with returning or declining a gift. I don't want to upset anyone, can you give me some pointers on who to best do this?

It isn't always easy to turn down a gift. Here are some pointers:

- Politely inform the offeror that our policies don't allow this kind of gift.
- If you think this may upset your business relationship, declare the gift [here](#) and then send the gift to your HR representative.
- If you need further assistance, contact SunPower's Chief Ethics and Compliance Officer.

Insider Trading

We are exposed to information about SunPower and other organizations with which we conduct business that may not be known to the general public. Trading in SunPower securities, or the securities of another company, while you are in possession of material, non-public information, or providing a family member, friend, or any other person with a “tip,” is illegal. You should never use inside information for personal gain.

Insider information includes material, non-public information about:

- A significant divestiture, merger or acquisition
- Earnings information or sales results
- The gain or loss of a significant customer or supplier
- Pending regulatory or legal action
- A change in control of senior management
- New products

For additional information, read the [Insider Trading Policy](#).



Example Question

During a meeting, a potential SunPower supplier mentions that they just landed three huge customer accounts with extremely high volumes, which have not been publicly announced, but will ensure that they exceed their annual sales expectations. I want to purchase stock in the supplier because I think its value is going to soar. Does this present an issue?

Yes. This information is material, non-public information. You must not leverage material, non-public information belonging to SunPower or third-parties for investment purposes as it may be considered insider trading, and you may face legal liability for that conduct.

Corporate Approval Requirements and Delegation of Authority

Each employee is responsible for ensuring that contracts are properly negotiated and authorized. It is your responsibility to know the limits of your authority to obligate the Company. Never act outside the limits of your delegated authority.

Employees must review the [Corporate Approval Policy](#) annually.



Example Question

I am negotiating a Master Supply Agreement. I started with SunPower’s standard template, but have made changes, including to the indemnification section. Do I need to have these changes legally reviewed?

Yes. Our standard contractual templates are designed to ensure that SunPower binds itself to known and acceptable risks. Changes to these documents must be legally reviewed and approved, as must your use of another form of agreement, e.g. a supplier’s contracts.

Import-Export & Trade Laws

SunPower is accountable to laws and regulations in a number of different jurisdictions. Many countries periodically impose restrictions on exports and other dealings with certain countries, persons or groups. These laws include, among other things, embargoes, export controls anti-boycott regulation and prohibitions on traveling to or from a sanctioned country, and they may apply whether you are based in the U.S. or another country. In addition, these laws and regulations apply to several aspects of our business, not just the physical shipment of products. For example, these laws may apply to technology transfers, travel across country borders with technical specifications or when information is shared by foreign nationals during visits to the United States. For additional information contact SunPower's Chief Ethics and Compliance Officer.

Example: A Business Development Manager is contacted by a co-development partner with whom the Company has worked on a number of projects. The partner proposes opening a new sales channel into Iran, leveraging a new relationship the partner has formed with contacts there, to significantly increase sales. This pitch should raise a red flag and the Business Development Manager should (i) contact the Chief Ethics and Compliance Officer, as Iran is subject to significant trade sanctions and (ii) assess the proper scope of the relationship with the co-development partner.

CODE OF CONDUCT

Powering Trust



Speaking With Integrity

We are only as good as our word. Our statements and actions reflect who we are and should always reflect the highest level of integrity.

Communicating With Our Customers

We treat our customers fairly. All communications with customers should be accurate and free from misrepresentations. We market and service our products with candor, integrity and honesty.

Responsible Marketing

SunPower complies with all legal and regulatory requirements relating to marketing of its products and services. We market our products and services accurately and will not mislead our customers through ambiguity, exaggeration, omission or by otherwise making false or misleading statements. We earn our customers' business on our own merit and not by disparaging our competitors or by making false claims about their products or services. All public disclosures or statements made to the media will be clear, contain verifiable facts, and be made by authorized individuals and through authorized channels.

For additional information, guidance and advice, read the [External Communications Policy](#).

Public Speaking and Press Inquiries

Employees may not speak on behalf of SunPower, including to the media, unless they have been authorized to do so by the Corporate Communications staff. Employees permitted to speak on the Company's behalf must always be truthful, accurate and respectful in their communications.

All inquiries from the press or the financial analyst community must be referred to Corporate Communications or Investor Relations.

Example: A Senior Engineer is asked to give a short industry presentation during a conference on current trends in technology in the solar power industry. Before proceeding, the Senior Engineer must receive written approval in advance from the Corporate Communications staff.

Social Media

Social media has become an essential part of our business and personal lives. While SunPower respects personal privacy, it is important to remember that what you do or say through social media channels may be attributed to the Company, even when it is not your intention. Be careful when posting opinions on the Internet and never assume that your posts will be anonymous. Always act with integrity, honesty and fairness and never suggest that your posts are made on behalf of the Company unless you receive authorization prior to posting.

CODE OF CONDUCT

Powering Community



Our Commitment is Bigger Than Ourselves

Environmental Stewardship

As a renewable energy company, SunPower plays an important role in accelerating the transition to a regenerative economy. We are steadfastly committed to conducting a business that promotes a healthy, safe, clean and green environment. Accordingly, we have a responsibility to comply with all applicable environmental laws, rules and regulations and make every effort to employ environmentally positive and sustainable solutions while minimizing waste.

Community Involvement

To be successful, we must participate in the success of the communities we serve. SunPower, through its SunPower Foundation, and the [Brightfunds program](#) encourages charitable giving. SunPower’s Volunteer Time Off program creates space for our employees to take paid leave from work to give back to our communities. We strongly encourage employees to take advantage of these resources.

Labor Practices

SunPower is committed to human rights. This means that SunPower, as well as its business partners and third-party agents, complies with labor laws everywhere it operates. Importantly, we are firmly committed to fair labor standards and prohibit slavery, human trafficking, child or forced bonded, or any other exploited labor practices, both at SunPower and throughout our supply chain. If you see the signs of or suspect any issues, speak up. For more information, see our [Human Rights Statement](#).

Conflict Minerals

SunPower expects its suppliers and partners to know from where their resources originate and to verify that their products are not made using materials from areas of conflict, such as the Democratic Republic of Congo or neighboring countries (Sudan, Uganda, Rwanda, Burundi, Tanzania, Zambia, Angola and the Central Africa Republic). The Company

is committed to supply chain due diligence and fully supports efforts to eradicate the use of conflict minerals that may directly or indirectly finance or benefit armed groups.

CODE OF CONDUCT

Powering Knowledge



Resources

Referenced and Important Policies

- [Acceptable Use of SunPower Information Resources and Processing of Personal Data](#)
- [Access Control Policy and Procedures](#)
- [Cash Control Policy](#)
- [Cash Investment Policy](#)
- [Corporate Approval and Signature Policy](#)
- [Corporate Per Diem Meals Policy](#)
- [Corporate Purchasing Card Policy & Procedure](#)
- [Corporate Reporting and Investigation of Incidents and Accidents](#)
- [Corporate Travel and Expense Policy](#)
- [Data Breach Response Procedures](#)
- [Export Management and International Compliance Policy and Procedures](#)
- [External Communications Policy](#)
- [Gift and Entertainment Policy](#)
- [Global Anti-Corruption Compliance Policy](#)
- [Global Endpoint \(Laptop/Desktop\) Software Compliance Policy](#)
- [Global Data Protection Policy](#)
- [Human Rights Statement](#)
- [Information Access Control Security Policy](#)
- [Information Disclosure](#)
- [Information Systems Acceptable Use Policy](#)
- [Information Systems Security Policy](#)
- [Insider Trading Policy](#)
- [Investigations Coordination Committee Charter](#)
- [IP Policy](#)
- [IP Policy Statement](#)
- [IT Administrator Acceptable Use Agreement](#)
- [IT Policy on Travel to High Espionage Risk Countries](#)
- [Legal Hold Process](#)
- [New Employee Proprietary Information & Assignment Agreement](#)
- [Patent Policy](#)
- [Records Retention Policy](#)
- [Record Storage and Destruction](#)
- [Supplier Qualification, Disqualification and Evaluation Procedures](#)
- [Third Party Rights Policy](#)
- [Trademark Policy](#)
- [Trade Secrets and Confidential Information Policy](#)
- [US Immigration Policy \(Inbound\)](#)
- [Whistleblower Policy](#)

Roles, Responsibilities and Resources Chart

Resource	Responsibilities	grid Resources
Chief Legal Officer and Chief Ethics and Compliance Officer Deputy Chief Ethics and Compliance Officer	<ul style="list-style-type: none"> • Code of Conduct • Anti-Corruption • Data Privacy • Due diligence of suppliers, vendors and service providers for anti-corruption and data privacy • Conflicts of Interest • Compliance and Ethics Helpline • Whistleblower Policy • Export and International Trade 	<ul style="list-style-type: none"> • Compliance and Ethics Helpline • Conflicts of Interest Register • Data Privacy Main Page • Ethics and Compliance Main Page • Gifts and Entertainment Register
Associate General Counsel, Corporate	<ul style="list-style-type: none"> • Insider Trading • Government Contracting 	<ul style="list-style-type: none"> • Corporate Legal Group Main Page
Enterprise Architecture Committee (“EAC”)	<ul style="list-style-type: none"> • A cross-functional team with representatives from IT, Information Security and Compliance, which is tasked with reviewing new uses of personal information, changes to systems leveraging personal information, and reviewing suppliers/vendors that will receive personal information as part of their engagement. 	<ul style="list-style-type: none"> • Data Privacy Main Page • EAC grid Main Page
Vice President, Information Security	<ul style="list-style-type: none"> • Company-wide information security programs • Review of technology, including SunPower developed technologies, and review of service providers, vendors and suppliers. 	<ul style="list-style-type: none"> • Global Information Security Main Page
EVP, Chief People Officer	<ul style="list-style-type: none"> • Human Resources • Diversity, Equity and Inclusion • EHS&S 	<ul style="list-style-type: none"> • Diversity, Equity and Inclusion grid Main Page • EHS&S grid Main Page
Vice President of DEI, Workforce Development & Employee Relations	<ul style="list-style-type: none"> • Diversity, Equity and Inclusion programs, policies and initiatives 	<ul style="list-style-type: none"> • Diversity, Equity and Inclusion grid Main Page
Vice President, Corporate Audit and Advisory Services	<ul style="list-style-type: none"> • Audit Consulting • Compliance: Sarbanes Oxley Act (“SOX”) and Investigation Coordination Committee • Risk Management <ul style="list-style-type: none"> • Enterprise Risk Management • Business Transformation • Environmental, Social and Governance 	<ul style="list-style-type: none"> • Corporate Audit & Advisory Services