
DEALER CODE OF CONDUCT

TriSMART SOLAR, LLC

CONTENTS:

PURPOSE:.....	1
OUR FIVE CORE VALUES:.....	2
BUSINESS INTEGRITY & ETHICS:.....	2
MARKETING & SALES PRACTICES:.....	3
HUMAN RIGHTS & LABOR:.....	4
HEALTH, SAFETY, & ENVIRONMENTAL:.....	5
OPERATIONAL COMPLIANCE:.....	5
GENERAL COMPLIANCE:.....	5
REPORTING VIOLATIONS:.....	6
ACKNOWLEDGEMENT:.....	6

PURPOSE:

TriSMART Solar, LLC (“TriSMART”) and its network of dealers, including all those who sell, share the goal of ethical and compliant sales coupled with high-quality solar installations, which will enable all customers to enjoy the experience of going solar, and contribute to positive industry growth and reputation. Dealers are expected to comply with their agreement with TriSMART (“Applicable Agreement”) and with all applicable laws, rules, and regulations governing all of their business activities. In addition to said laws (and other items covered in the Applicable Agreement, but not covered here), this Dealer Code of Conduct (or “Code”) is designed to help dealers understand the way TriSMART conducts (and expects you to conduct) business, and is meant to be a resource to help ensure that Dealer actions align with our shared expectations and values. This Code is not meant to be exhaustive of the responsibilities of Dealers or TriSMART, or inclusive of all TriSMART policies and procedures which may apply to any given set of facts.

OUR FIVE CORE VALUES:

TriSMART believes that core values are important drivers of behavior, decision-making, and culture. Below are the five core values we have at TriSMART, accompanied by a brief description of what that value means to us. We expect every dealer to embrace these values and to consistently demonstrate them:

CONNECTED: I constantly seek an in-depth understanding of my role as it relates to the entirety of the organization and take actions that demonstrate my commitment to creating and maintaining strong professional and social relationships.

GENEROUS: I am a considerate listener and a thoughtful communicator. I consciously educate, support, forgive, and accept others while sharing my knowledge and experience with them.

RESPONSIBLE: I contribute to creating and honoring informed promises that produce breakthrough results. I can be counted on to be in communication and improve performance in myself and others.

INTEGRITY: I keep my promises by doing what I say I will do, on time, and in the way that it is meant to be done. When I do not keep my promises, I responsibly deal with the impact and communicate promptly to all those affected.

DRIVEN: I embrace promises with positive energy, urgency, and determination. I am relentless in completing the work that needs to be done and am a source of power for myself and others.

BUSINESS INTEGRITY & ETHICS:

Operating with the highest ethical standards, including competing fairly for contracts, avoiding any practice which might be construed to be a violation of the letter or spirit of antitrust laws, or violating any law governing the competitive process is paramount. Dealers must only sell in geographies where they have the technical competence, experience, registrations and licenses. Dealers are expected to ensure the safety of their employees, representatives, agents and the general public in their endeavors. We expect Dealers and their agents to use the highest degree of professional courtesy when dealing with potential customers, existing customers, and competitors. Fair and open treatment for the customer is a top priority. To that end, TriSMART will monitor and provide compliance guidance according to TriSMART's Dealer program and will take appropriate disciplinary action for any Dealer or agent who fails to treat customers in a fair manner or breaches the legal and ethical standards in these guidelines as well as the Applicable Agreement. Key ethics and compliance issues we expect our Dealers to follow are as follows:

Bribery, Corruption and Conflicts of Interests:

- not giving or accepting illegal payments or engaging in corruptions;
- complying with antitrust and competition laws;
- competing fairly and ethically for all business opportunities;

- avoiding conflicts of interest;and
- operating with financial integrity.

Business Records and Confidential Information:

- Protecting TriSMART’s intellectual property and confidential information;
- Protecting customers confidential information;
- Only accessing the Dealer’s own information available in any TriSMART access administered, system, software, web portal or the like and not the information of another dealer of TriSMART’s information at any time; and
- Refusing to seek additional log-in information for suspended or terminated personnel.

Competition and Sales Practices:

- Respecting known customer relationships with other TriSMART Dealers by refusing to sell TriSMART programs to customers that Dealers know have an established TriSMART contract with another TriSMART Dealer;
- Refusing to advocate that a customer cancel an existing TriSMART contract with another Dealer;
- Avoiding the targeted recruitment or solicitation of agents from another TriSMART Dealer, not to include general recruitment efforts which candidates may respond, all of which shall be permitted;
- Behaving ethically in contracting with customers;
- Implementing robust processes to prevent sales misconduct and restore integrity immediately if and when any misconduct is discovered;
- Requiring agents to comply with this Code and disciplining agents for any misconduct as applicable; and
- Identifying as an agent or representative of the Dealer (not an agent of TriSMART) and accurately describing the dealer’s relationship to TriSMART.

MARKETING & SALES PRACTICES:

Marketing and Sales Compliance

- Dealers are expected to understand the potential customer’s suitability for solar, including but not limited to the type, condition, age and physical integrity of the home and roof where a solar system is to be installed.
- No one in the Dealer’s organization will harass, threaten, or badger customers, or use high-pressure, abusive, deceptive or unfair sales practices.
- Dealers will not sell to customers who are not suitable or disqualified under TriSMART’s guidelines; nor to any customer who, due to language barriers, literacy, health, hearing, eyesight, etc., or any other evident conditions, is unable to fully understand the terms of the contract. Dealers must comply with TriSMART’s policies and compliance guidance materials, including any marketing and customer communications policies.

Key Customer Contract Terms

Sales agents must review and emphasize key terms of the contract to customers, including but not limited to:

- Their contract pricing and financing (if applicable),
- The products and any adders,
- Their right to cancel the contract,
- The significance of system size, production estimates, and guarantees,
- The effect of a UCC-1 notice filing (if applicable),
- Net metering benefits (if applicable and that TriSMART cannot predict or control net metering policies),
- The fact that the customer (if not paying cash) will receive two bills after interconnection, and
- The impact of moving and transfer of service/warranty options.

Door-to-Door Sales

Dealers must comply with all door-to-door state and local licensing and permitting requirements, including ensuring that all of their agents secure and carry all required permits while performing sales as well as abstaining from making solicitations at homes displaying a “No Soliciting” sign.

Branding

TriSMART’s image is supported by the correct and consistent use of the TriSMART brand. Repetition of brand standards creates familiarity and is the most immediate representation of our Company and our brand. Our brand is a valuable asset that must be used consistently in the proper, approved forms. Dealers must

- Have permission to use TriSMART’s brand and logo in writing, signed by an authorized marketing representative of TriSMART,
- Submit any TriSMART-branded and/or co-branded materials to TriSMART for approval prior to printing and/or dissemination,
- Adhere to TriSMART’s co-branding guidelines in all materials, and
- NEVER use branding or logos from any utility, municipality, government agency or quasi governmental entity on any materials without the express written consent of said organization and TriSMART.

TriSMART can provide access to marketing materials, co-branding asset opportunities, and legally-approved collateral materials. Using Pre-approved materials ensures Dealers stay within our guidelines. Dealers are expected to remind and train their employees, management and any third-party organization with whom they work on applicable laws, including the foregoing marketing, sales and branding practices policies and guidelines.

HUMAN RIGHTS & LABOR:

Dealers will demonstrate a work environment free from discrimination, abuse and harassment, force or coercion, illegal employment, or inhumane treatment. We expect our Dealers to comply

with all applicable benefits, leave, wage and hour and other employment laws. Dealers will pay agents and subcontractors in a timely manner. Additionally, Dealers will provide human resources for their employees and agents through an accessible, trusted and fair grievance process. The requirements set forth herein shall only apply to the extent consistent with applicable law, and no part of this Code constitutes legal advice.

HEALTH, SAFETY, & ENVIRONMENTAL:

We expect our Dealers to maintain safe working conditions and a healthy work environment for their workers, including with communication of hazards, preventing occupational injuries by providing appropriate personal protective equipment, establishing processes and programs that drive health and safety, and establishing safe work procedures. Dealers are required to anticipate and be prepared for emergency situations and reasonably mitigate risk. We rely on our Dealers to conduct themselves in a safe manner and provide safety support to all employees, agents, and representatives who are working with them. Dealers assume all risk and liability associated with these actions. Additionally, Dealers show a commitment to bettering the environment and will strive to reduce the impact of their operations by preventing pollution and waste, conserving natural resources, reducing their environmental footprint, and identifying methods to minimize packaging and shipping materials.

OPERATIONAL COMPLIANCE:

Dealers are expected to comply with each state and territory regulations governing licensing and permitting required to perform sales. Dealer's advertising or other customer-facing materials must comply with each jurisdiction's requirements, including (where applicable) stating the Dealer's license number as required (business cards, vehicles, flyers, billboards, etc.) along with other required information and in the format required by law. Dealers must consult with their legal counsel to ensure they and their sales personnel or vendors have the appropriate license(s) and registration(s), and display credentials properly in every state or territory in which they operate. Dealers must promptly notify TriSMART upon any change in license numbers, name, status, or qualifying agent.

GENERAL COMPLIANCE:

Dealers will designate one or more of its management staff to be responsible for assessing and monitoring its compliance with this Code of Conduct and the Applicable Agreement. Dealers are required to establish internal procedures that support compliance with this Code and review those procedures with its employees that perform any activities in relation to TriSMART's products. From time to time, TriSMART will ask Dealers to execute certifications of their compliance with the principles in this Code. Failure to promptly return executed certifications is a violation of the Code and may lead to termination of the business relationship with TriSMART. TriSMART or one of our third-party auditors may conduct announced visits to assess compliance with the Code or to confirm that necessary corrective action has been taken.

Refusing to grant auditors access to facilities or workers is a violation of the Code. Dealers will develop and maintain internal training, policies and/or codes to ensure that their workers and business partners assisting with TriSMART business understand how to comply with this Code. TriSMART may periodically require business dealers and their workers to attend compliance forums. Failure to participate in such training upon request is a violation of this Code. TriSMART is aligned with the [SEIA Solar Business Code](#) and said documented code, as the same may be modified or amended, is incorporated herein by reference as if it was set forth herein in its entirety.

REPORTING VIOLATIONS:

We expect our Dealers to always follow the law and the information in this Code. We also expect Dealers to promptly and responsibly report any actual or suspected violations, including violations by any team member or individual acting on behalf of Dealer or one of our other dealers. To report a violation or suspected violation there are several options:

- Contact your TriSMART account relationship manager
- Contact TriSMART's customer service line (888-485-5551)
- Send an email to compliance@trismartsolar.com
- Write to: TriSMART Solar, LLC, 600 Northpark Central, Suite 140, Houston, Texas 77073 Attn: Legal and Compliance Operations

Dealers may choose to remain anonymous if you call the TriSMART customer service line. All reported violations that include specific information will be investigated and appropriate action will be taken.

ACKNOWLEDGEMENT:

We have received this Code of Conduct and, in addition to our other contractual obligations to TriSMART, hereby agree to comply with it, and to ensure that our subcontractors and vendors engaged in any work related to TriSMART, comply with the principles in this Code. However, to the extent that any term contained herein is inconsistent with the terms of the Applicable Agreement or would create or extend any right or obligation beyond the scope of the Applicable Agreement, it shall be non-binding.

Dealer Name: _____

Representative Name: _____

Signature: _____

Date: _____