



Code of Ethics

Rev 2021



Message from Alex Hoffs - Living Our Values within PSM

Power Systems Mfg., LLC is committed to high standards of ethical, moral and legal business conduct.

We should all be living and applying these values in our daily work. Employees, together with other stakeholders, should report any perceived breach of the Code of Ethics per the PSM hotline.

I count on each of you to read and apply the Code of Ethics and to promote its values within your teams.

Kind regards

Alexander Hoffs

President

Power Systems Mfg., LLC

Code of Ethics

1. PREAMBLE

1.1. PSM

This Code of Ethics sets forth the commitments and the ethical responsibilities related to the conduct of business and corporate affairs undertaken by all directors, managers and employees of Power Systems Mfg., LLC (“PSM”), in line with the requirements set out below. The achievement of PSM’s goals are to be pursued by all employees through loyalty, integrity, honesty, competence and transparency, in strict compliance with applicable laws and regulations.

1.2. Relationships with the Stakeholders

PSM’s presence in national and international markets and operation in different fields makes the management of PSM’s relationships with its stakeholders very important (“stakeholder” meaning any public or private, U.S. or foreign, person, entity, company or institution, having any kind of relationship with PSM or any interest in PSM’s activity). PSM’s activities are to be undertaken in strict compliance with U.S. laws and regulations, the laws and regulations of all other countries in which PSM operates, and the principles of fair competition.

1.3. Key Principles

Compliance with law, transparency and proper management, good faith, and trust and cooperation with the stakeholders are the ethical principles by which PSM activity is directed - and from which PSM derives its models of conduct - aimed at effectively and fairly competing in the market, improving the level of satisfaction of its customers, adding value for its stakeholders and increasing the capabilities and the professional growth of its human resources. In this respect, being convinced that acting in any manner for the advantage of PSM does not justify conduct in conflict with the above-

mentioned principles, all PSM directors, managers and employees are therefore bound within their respective functions and responsibilities to comply with, and to cause any other party to comply with, these principles. Such commitment requires that any third party having any kind of relationship with PSM shall also comply with such principles and rules in their relations with PSM.

1.4. The Code of Ethics

PSM has deemed it appropriate and necessary to adopt and issue this Code of Ethics, setting forth principles and rules to be complied with by all PSM directors, managers and employees, who shall be personally liable, both in their internal relations within PSM and in their external relations on behalf of PSM, for any breach of these principles and rules, even in cases in which no PSM liability toward third parties is involved. Therefore, knowledge of and compliance with the Code of Ethics by all PSM's workforce constitute the fundamental conditions for PSM's transparency and reputation. In addition, the Code of Ethics is brought to the attention of all those persons and entities having a business relationship with PSM and such persons and entities shall conduct their relations with PSM in accordance with the Code of Ethics.

In compliance with the principles of this Code of Ethics, the PSM Board of Directors shall appoint one or more persons within PSM as the Code of Ethics Control Body (hereinafter referred to as the "Control Body") being in charge of the supervision of, the compliance with and monitoring of the PSM Code of Ethics. PSM directors, managers and employees are all responsible for the due implementation and application of the Code of Ethics and shall denounce any violation or non-application thereof to the Control Body. The PSM Board of Directors may put forward any modifications of or amendments to this Code of Ethics as it deems fit.

2. GENERAL PRINCIPLES

2.1 Compliance with Laws and Regulations

PSM operates in strict compliance with the laws and regulations in

force in each country in which its activity is carried out, in accordance with the principles of this Code of Ethics and with the procedures established by PSM's internal protocols.

Moral integrity is a constant duty for all those who work for PSM and is a distinctive feature of all behavior of the PSM organization. Therefore, all PSM directors, managers and employees, each within his or her area, shall be aware of and observe the laws and regulations in force in any country in which PSM operates including competition laws and regulations on national and international levels. All relationships between PSM and authorities must be based on the utmost degree of fairness, transparency and collaboration, in full compliance with the applicable laws and regulations and with the utmost respect for the institutional functions of those authorities.

2.2 Models and Rules of Conduct

All PSM directors, managers and employees shall work with professional care, moral rigor and proper management in order to protect the image of PSM. The behavior and relationships, both internally and outside PSM, of any person who works for PSM must be based on transparency, fairness and mutual respect.

In this regard, the directors and managers shall lead by setting good examples to all PSM employees through their own behavior and in performing their duties they shall comply with the principles of the Code of Ethics and with the corporate procedures and regulations, and they shall promote the application of these principles among the employees by asking the employees to submit, if necessary, requests for clarifications or proposals for updates.

In addition, the directors and managers are required by PSM to actively propose and realize projects, investments and industrial, commercial and management initiatives to preserve and increase the economical, technological and professional capabilities of PSM. PSM is obliged to make available information and support to and for the accounting and internal control bodies and the surveillance authorities to carry out thorough and effective control activities, which includes internal and external audits and reviews.

2.3 Application of and Compliance with the Code of Ethics

PSM promotes the knowledge and observance of the Code of Ethics

and of the internal protocols and their updates, among all directors, managers and employees as well as among its commercial and financial partners, its consultants, its customers and its suppliers, requiring that its suppliers observe the Code of Ethics and that they establish adequate disciplinary or contractual sanctions for any breach thereof.

Therefore, the above-mentioned directors, managers and employees, and suppliers, are required to know the contents of the Code of Ethics – by asking for and obtaining any clarification on the interpretation of such contents from the competent departments of PSM – to observe such contents and to cooperate in its implementation by denouncing any failure and/or violation (including any attempt at violating) which may have come to their knowledge. Furthermore, PSM requires the cooperation of its employees in spreading knowledge of, and in ensuring the implementation of and compliance with, the Code of Ethics and, within their respective areas and functions, of the internal protocols.

2.4 Corporate Governance

The PSM system of corporate governance is in compliance with laws and with best international practices. Such system of corporate governance is aimed at maximizing value for the stakeholders, at keeping the business risks under control and at maintaining transparency vis-à-vis the market.

3. HUMAN RESOURCES AND EMPLOYMENT POLICY

3.1 Main Requirements

Human resources are an essential component of PSM's business and a critical factor for successful competition in the market. PSM requires that its directors, managers and employees work with honesty, loyalty, skill, professionalism, rigor, technical knowledge and dedication, and these requirements are important factors for the achievement of PSM's goals.

3.2 Policy for Selection

For purposes of contributing to the development of the corporate

goals and of ensuring that such goals are pursued by everyone in compliance with PSM's ethical principles and requirements, the corporate policy is aimed at selecting each employee, consultant and business partner in accordance with the above mentioned principles and characteristics.

Within the context of such selections – to be carried out in compliance with the principles of equal employment opportunities and without any discrimination with regards to race, color, ancestry, national origin, gender, sexual orientation, marital status, religion, age, disability, gender identity, results of genetic testing, or service in the military – PSM shall ensure that human resources are selected consistent with PSM's needs, and not based on any kind of favoritism or any other inappropriate basis.

3.3 Development of Skills

Within the context of its labor relationships, PSM is committed to create and maintain all the necessary conditions for ensuring that the skills and knowledge of each employee may be increased in accordance with the above mentioned principles, through the accomplishment of a policy based on merit and equal opportunities and through the implementation of specific programs for professional training and for the acquisition of improved skills. In this respect, the employee is required to seek out and to cultivate the acquisition of new skills, capabilities and knowledge and the managers shall be focused on emphasizing and improving the professional skills of the workforce by creating the conditions for developing their capabilities and actualizing their potential skills.

3.4 Human Resources and the Code of Ethics

PSM constantly takes care of and promotes awareness of the Code of Ethics, the related protocols and any updates thereto, through the application of specific functions and dedicated resources, as well as through the areas of activity of the various departments, by setting responsibilities, hierarchic ranks, the description of the personnel's tasks and training programs.

Information on and knowledge of the Code of Ethics and the related specific protocols is ensured above all through the distribution of specific documentation to all those having relationships with PSM,

and in this respect, new employees and suppliers are required by PSM to sign – at the time of delivery of any materials containing information on the Code of Ethics – a statement of acknowledgement of such documentation.

Secondly, PSM provides its employees with training and professional updates on the Code of Ethics and its protocols, managed by the responsible departments. PSM's personnel are entitled to ask senior management at any time for clarifications on the contents of the Code of Ethics and the protocols, as well as on their own duties.

At the time of creation of new labor and supplier relationships, PSM shall timely provide the interested parties with the information necessary for their adequate acquaintance with the Code of Ethics and with the protocols, with particular regard to those related to the specifically involved functions.

3.5 Work Environment and Privacy Protection

PSM is committed to create a work environment which ensures, to whoever has any relationship with PSM, respect of personal dignity and freedom from discrimination and undue influences. In labor relations, gender discrimination and all other discrimination shall be prohibited, ensuring equal opportunities and promoting the professional growth of employees and collaborators, respecting the skills acquired by each person.

Also in this respect, in compliance with current legislation, PSM is committed to the protection of the individual's privacy in relation to the information on the private life and opinions of each employee and, more generally, of whomever may interact with PSM. In particular, the respect of the dignity of the employees shall be also ensured through the protection of confidentiality in correspondence and in interpersonal relationships between employees, through the prohibition of any improper behavior in meetings or discussions and through the prohibition of any abusive behavior.

4. CONFLICTS OF INTEREST

4.1 Corporate and Personal Interests

As part of the proper employment relationship between PSM and its employees, it is a fundamental duty of the employees to direct their utilization of PSM's assets and the employees' working skills to the realization of the corporate interests, in accordance with the principles of this Code of Ethics. In this perspective, PSM directors, managers and employees shall avoid any situation, and refrain from any activities, which may involve a conflict between a personal interest and the interest of PSM or which may create interference and obstacles to the ability to take decisions in the interest of PSM in an impartial and objective manner. Not only is the occurrence of situations of conflict of interest contrary to provisions of law and to the principles of the Code of Ethics but it also jeopardizes PSM's image and integrity. Therefore, the directors, managers and employees shall avoid any possibility of conflict of interest arising from their position or work within PSM and their personal or family interests.

4.2 Prevention of Conflict of Interests

In order to avoid any actual or even potential conflict of interest, PSM prohibits its directors, managers and employees to have, at the time of assignment of their functions or of the commencement of their labor relationships, any condition of conflict of interest between the individual and PSM. Such prohibition is supplemented by an ongoing obligation of the individual to timely make PSM – in the person of his/her top manager – aware of any actual or potential situation of conflict of interests in which the individual may find himself/herself. PSM also requires anyone who may become aware of any situation of conflict of interest to give timely notice – through the procedures provided for by the specific protocols – to the Control Body.

5. OPERATIVE PROCEDURES AND ACCOUNTING DATA

5.1 Specific Protocols

Specific protocols in furtherance of the Code of Ethics and aimed at preventing damaging events and any consequent potential negative impact on PSM's business situation have been prepared – and shall

be properly adopted and modified – pursuant to an analysis of PSM's situation, aimed at highlighting any risks for PSM and the existing control system and its adequacy.

Specific protocols must be adopted – by whoever plays any role at any level in the operating process – within the terms and pursuant to the procedures set forth and described by the competent PSM departments.

Their proper enactment makes it possible to identify the responsible persons/bodies within the context of the procedures for the decisions, authorizations and performance of operations. For these purposes – in accordance with the principle of segregation of duties – it is necessary that each operation be carried out in the various stages by different persons, whose duties are clearly defined and known within the organization in order to avoid that unlimited and/or excessive authority is given to individual subjects.

5.2 Compliance with the Procedures

PSM directors, managers and employees as well as PSM's suppliers are required to strictly observe the procedures provided for in the protocols. In particular, the corporate procedures shall regulate the conduct of operations and transactions and, in relation thereto, it must be possible to verify (by means of control elements, including but not limited to: matching tests, joint signatures, accounting support documentation, details on the activity of trade agents, consultants, suppliers, etc.), the legitimacy, authorization, consistency, congruity, proper recording and possibility of control, including the use of financial resources.

Each operation shall therefore be supported by adequate, clear and complete documentation, to be maintained in the records in such a way as to make it possible at any time to control the reasons and characteristics of such transaction as well as to identify those who, at the different stages of the process, have provided for the related authorizations, performance, recording and verification.

The observance of the instructions provided for by the specific protocols on the procedures to be followed for the formation, decision and recording of the corporate events and of the related effects makes it possible, inter alia, to foster and promote, at all corporate levels, the culture of control, which contributes to improve

management efficiency and represents a means for supporting the management activity.

Any violation of the procedures provided for by the protocols and by the Code of Ethics – which must be submitted without delay to the Control Body – compromises the relationship of trust between PSM and those that maintain relations with PSM in any capacity.

5.3 Accounting Transparency

Truthfulness, accuracy, completeness and clarity of basic information are the necessary conditions of transparency in accounting records and represent fundamental values for PSM, and necessary in order to provide its stakeholders and third parties a clear picture of PSM's assets and economic and financial situation. To protect those values, it is first necessary that the documentation of the basic events, as reported to accounting to support the basic recording, be complete, clear, truthful, accurate and valid, and be kept in the records and be auditable. The related accounting records shall reflect, in a complete, clear, truthful, accurate and valid manner, whatever may be described in the support documentation. In the case of economic and financial elements based on valuations, the entry must be made in accordance with the criteria of reasonableness and prudence, explaining clearly the criteria which guided the determination of the value of the asset in the underlying documentation.

Whoever may become aware of any possible omission, counterfeit or irregularity in the book-keeping, including the basic documentation or of any violation of the principles established by the Code of Ethics and/or by the specific protocols is required to timely denounce those facts to the Control Body.

Such violations constitute a breach of the fiduciary relationship with PSM, are relevant for disciplinary purposes and shall be adequately sanctioned.

6. PROTECTION OF PSM'S ASSETS

6.1 Custody and Management of Resources

PSM shall take all the necessary measures to ensure that the use of

available resources – in compliance with the current legislation and the contents of the corporate by-laws and in line with the principles of the Code of Ethics – are aimed at protecting, increasing and reinforcing the corporate assets and protecting PSM, its stakeholders, its creditors and its standing in the market.

6.2 Intellectual Property Rights

All PSM directors, managers and employees shall protect PSM's intellectual property rights (including but not limited to patents, rights in inventions, trademarks, trade names, logos, copyright, know-how and trade secrets and proprietary information). All PSM directors, managers and employees shall respect and not infringe the valid intellectual property rights of others.

7. EXTERNAL RELATIONSHIPS

7.1 Relationships with Authorities, Public Institutions and Other Bodies representing Collective Interests

7.1.1 Relationships with Authorities and Public Administrations

Relations with public officers or public servants (operating on behalf of central or local public administration or legislative bodies, institutions, international public organizations, or any foreign state), with the judicial authorities, with any public supervisory authority, with any other independent authority or with any private partners which may be in charge of public services, concerning PSM activities shall be conducted in full compliance with the laws and regulations in force and the principles of the Code of Ethics and the internal protocols, in such a way as to safeguard the integrity and reputation of both parties.

Attention and care must be taken in dealing with the subjects mentioned above, particularly in transactions relating to: tenders, contracts, permits, licenses, concessions, applications for and/or management and use of any financing however denominated from any public institutions (national or international), management of orders, relationships with any supervisory authorities or other independent authorities, social security institutions, tax collection

institutions, bankruptcy managing bodies, civil, criminal or administrative proceedings, etc. In order to avoid any action in conflict with the provisions of law or harmful to the image and integrity of PSM, the above mentioned transactions and the related management of financial resources shall be carried out by the competent officers of PSM with due compliance with the laws, the principles of the Code of Ethics and the internal protocols.

7.1.2 Relationships with Political Organizations and Trade Unions

PSM does not favor or discriminate against, directly or indirectly, any political organization or trade union. PSM does not provide any contribution, directly or indirectly, in any form, to any political party, movement, committees, political organization or any trade unions or their representatives or candidates, except as required by specific legislation.

7.1.3 Gifts, Benefits and Promises of Favor

PSM prohibits all directors, managers and employees from accepting, offering or promising, directly or indirectly, any money, gifts, goods, services, benefits or undue favors in their relations with public officials, persons in charge of public services or private persons or entities, for the purpose of influencing the decisions of those persons or entities in view of obtaining a more favorable treatment or undue services or for any other purposes. Any request or offer of money or favor of any kind (including gifts or presents of non-modest value) which may be unduly made to or by those operating on behalf of PSM in the context of relations with a U.S. or foreign public administration or with a private person or entity, whether U.S. or foreign, shall be immediately reported to the attention of the Control Body as well as to the competent officers of PSM to take appropriate actions.

7.2 Relationships with Customers and Suppliers

7.2.1 Business Conduct

In its business relations, PSM applies the principles of fairness, transparency, efficiency, compliance with the law and compliance

with the values expressed in this Code of Ethics and requires similar behavior by its customers and suppliers.

The selection of suppliers and the acquisition of assets, goods and services shall be made in accordance with the principles of this Code of Ethics and internal procedures and shall be made in writing and in accordance within the authority levels in PSM. In all cases any selection shall be made exclusively on the basis of objective criteria such as quality, convenience, price, capabilities and efficiency.

In commercial transactions, particular care is required and imposed (also in compliance with specific protocols) in relation to the collection and payment of money, notes, securities and any valuables in order to avoid any risk of putting into public circulation counterfeited or forged valuables.

7.2.2 Gifts, Donations and Benefits

In business relationships with customers and suppliers, benefits (direct or indirect), gifts, acts of courtesy and hospitality are prohibited, unless they are of such nature and value that do not compromise the image of PSM and cannot be interpreted as aimed at obtaining a favorable treatment. In any event, any gift, acts of courtesy and hospitality shall be reported to and subject to approval by the persons responsible.

Any director, manager or employee who receives a gift or is granted favorable treatment by a customer or a supplier which exceeds the ordinary business practice shall give immediate notice to his or her manager, who shall immediately inform the specific bodies and/or the competent departments of PSM which, after proper investigation, shall provide, through the offices in charge of external communications, to the person giving etc. the gift act, etc. with proper information on the relevant PSM policy.

8. CORPORATE INFORMATION

8.1 Availability and Access to Information

PSM, within the limits established by the current provisions of law and in compliance with the instructions of its parent company, shall provide for the timely release of complete information, clarifications,

data and documentation which may be requested by the stakeholders, any customer, supplier, public supervisory authorities, any institutions, bodies, entities and any other stakeholders in the course of performance of their respective functions. Any relevant corporate information shall be timely given to the corporate bodies in charge of the control over PSM's management.

Clear and complete corporate information ensures, among other things, the fairness of relationships: with the shareholders who in accordance with the legislation in force shall be granted easy access to the information; with third parties which may come into contact with PSM and which must be able to have a view of the economic and financial situation of PSM; with supervisory authorities, with bodies in charge of accounting control and internal control that have to perform efficiently their control activities for the protection of the shareholders and the market; in view of the preparation of the consolidated balance sheet and other corporate communications.

8.2 Relevant Communications and Market Solicitations

Pursuant to the measures and through the departments designated by the internal protocols, PSM grants access to information and ensures the transparency of any choices made to all parties interested in information on corporate events and PSM's expected economic and financial development. With reference to the stakeholders, communication of relevant corporate events or situations as well as of expected corporate developments shall be given timely.

Particular care and fairness must be applied in the disclosure of relevant communications on PSM's business which may significantly impact on the market or on the credibility or reliability of PSM in its relationships with companies and/or banks. In this respect, specific protocols shall provide for elements of verification and control so that the statutory corporate communications, the information to shareholders or to the public on the business situation of PSM and on the expected economic and financial developments are always truthful, with no omission and show facts which, notwithstanding that they are subject to evaluation, correspond to reality in such a way as to avoid that the addressees are misled.

9. RELATIONSHIPS WITH THE MEDIA AND INFORMATION MANAGEMENT

9.1 Mode of Conduct

Relations with the press and the media shall be handled only by those persons who have been expressly appointed to this task, in compliance with the procedures or regulations adopted by PSM. Any request for information coming from the press or media received by PSM's personnel shall be reported to the persons who are responsible for external communications before any commitment to reply is undertaken.

External communications shall be made in accordance with the fundamental principles of truthfulness, correctness, transparency, and prudence and shall be aimed at promoting awareness of PSM's programs and projects. The relationship with the media shall be based on compliance with the law, the Code of Ethics, the related protocols and the principles which have already been outlined with reference to the relationship with public institutions and which are aimed at safeguarding PSM's image.

9.2 Price Sensitive Information

It is strictly forbidden to make any form of investment, directly or through third parties, which originates from insider or confidential corporate information. Therefore, particular care and attention shall be paid in disclosing outside PSM any news and information relating to facts which may occur in PSM's business, which are not of public knowledge or intended to be so and which, if disclosed, are capable of materially influencing the price of individual securities or the trend of the stock market. The communication of such price sensitive information shall be made only through the channels and persons in charge of those communications and only after authorization by managers to disclose such information. No behavior which may favor insider trading and no behavior of any other nature which may cause the loss or weakening of the company assets or be aimed to obtain a favorable treatment for employees or for third parties shall be adopted under any circumstance in the management of information.

9.3 Commitment to Confidentiality

All directors, managers and employees shall keep strictly confidential - and, therefore, shall not disclose or unduly ask for information - all documents, know-how, research projects, transactions and in general all information obtained by reason of the performance of their working activities.

In particular, confidential and secret information includes information regulated by specific laws and regulations, for example, inventions, scientific findings, protected technologies or new industrial applications, as well as information to be kept confidential and secret on the basis of contractual arrangements. Confidential information also includes all information obtained during or in the performance of working activities, the disclosure and use of which may cause risks or damage to or for PSM and/or result in undue personal gains for an employee. The breach of the duty of confidentiality by any director, manager or employee would seriously harm the relationship of trust with PSM and may lead to the application of disciplinary or contractual sanctions.

10. HEALTH, SAFETY AND ENVIRONMENTAL

10.1. Health and Safety in the Workplace

In compliance with current legislation relating to health and safety at the workplace, PSM is committed to guaranteeing a suitably clean and safe place of work and to protecting the health and well-being of employees and collaborators, to this end taking all necessary measures under its responsibility. Addressees shall comply with accident prevention and safety measures implemented by PSM and shall behave in compliance with applicable regulations and PSM procedures.

10.2 Environmental Protection

PSM respects the environment and natural resources including in its investment decisions; to this end PSM uses environmental management procedures to prevent any environmental offences. PSM, in complying with applicable environmental regulations, shall adopt additional measures aimed at reducing any environmental

impact deriving from its activities where such additional measures are operationally and economically sustainable and PSM undertakes to implement awareness-building measures to foster respect for the environment by all major suppliers.

11. BREACHES OF THE CODE OF ETHICS - SANCTIONS

11.1 Reporting Breaches

Any suspected, requested or known breach of the rules contained in this Code of Ethics and in the related protocols shall be reported to the Control Body by contacting the following dedicated PSM Compliance Hotline:

Toll free phone: 1-844-480-0077

Website: www.lighthouse-services.com/psm

E-mail: reports@lighthouse-services.com.

PSM shall ensure that no one in his/her working activity suffers retaliation, improper treatment or discrimination of any kind, because he/she has denounced to the Control Body such violations of the Code of Ethics or of the internal procedures. Furthermore following such a reporting, PSM shall promptly perform all proper checks and apply appropriate sanctions.

11.2 Sanctions System

Any violation of the principles set forth in the Code of Ethics and in the procedures set forth by the internal protocols prejudices the relationship of trust between PSM and its directors, managers and employees, as well as its customers, suppliers, commercial and financial partners.

Such violations shall therefore be effectively, promptly and immediately pursued by PSM through suitable and adequate disciplinary measures, independent of any possible criminal relevance of such behavior and of the institution of criminal proceedings when such behavior also amounts to a crime.

The effects of violations of the Code of Ethics and of the internal protocols shall be seriously considered by all those who, in whatever capacity, have relationships with PSM: for this reason, PSM shall make known to the concerned persons the Code of Ethics, the

internal protocols and the information on the established sanctions including the mechanics and procedures for their application. PSM, in order to safeguard its image and its resources, shall not have any relationship with any person/entity which does not intend to operate in strict compliance with the laws in force and/or which refuses to behave in compliance with the principles set forth in the Code of Ethics and with the procedures and regulations contained in the related protocols.

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