



clean energy
services and solution

BUSINESS CODE OF ETHICS

of The meeco Group

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I. POLICY

The meeco Group "Business Code of Ethics" is based on the principles of personal integrity, fairness and obeying the law. While all employees and consultants are expected to conduct the business affairs of *The meeco Group* in strict accordance with these principles, the application of these general principles to specific situations may not always be obvious. In addition, laws and regulations may subject us to special rules and particular attentiveness is required to avoid unintentional violations.

Accordingly, this Business Code of Ethics sets forth our basic policies and is organized as follows:

- A. FUNDAMENTAL PRINCIPLES
- B. CONFIDENTIAL INFORMATION
- C. CONFLICTS OF INTEREST
- D. BUSINESS CONDUCT
- E. ACCURATE AND TIMELY PERIODIC REPORTS
- F. REPORTING AND EFFECT OF VIOLATIONS

meeco's Business Code of Ethics applies to all Employees at all times during their work for *The meeco Group*. "Employees" in this Business Code of Ethics refers to all *The meeco Group* directors, managers, officers, assistants, staff, consultants, interns, as well as all other individuals working under the name and legal status of *The meeco Group* and all its subsidiaries.

This Business Code of Ethics, whether signed or not, shall automatically form an integral part of all contracts of employment and conditions of service for all Employees with *The meeco Group* or any of its subsidiaries. Violations of this Business Code of Ethics are subject to appropriate disciplinary measures, and may even result in dismissal. In addition, *The meeco Group* reserves the right to recover from Employees all expenses incurred by *The meeco Group* as a result of any violation of this Business Code of Ethics by them.

II. IMPLEMENTATION

1. Employees responsibility

Employees are responsible for ensuring that they have read and understood meeco's Business Code of Ethics. They also have a duty to report any breach of this Business Code of Ethics to the appropriate person (see also Section F). All reports and concerns raised will be properly considered and treated with discretion. The organisation will take all necessary steps against any form of retaliation suffered by Employees reporting possible breaches of this Business Code of Ethics.

2. Management responsibility

Managers shall lead by example and are responsible for creating a culture of compliance within their areas of authority. They shall inform the Directors/ Board of all reports or concerns of breaches of this Business Code of Ethics that are raised to them. Management/Employees relations shall be guided by mutual respect and understanding, for which continuous dialogue is indispensable. Managers shall make themselves available to Staff who wish to raise concerns in confidence and shall deal with such requests in an impartial and sensitive manner. Managers are responsible for drawing the attention of the organisations and individuals with whom The meeco Group contracts to meeco's values and the specific conduct that it considers unacceptable and inconsistent with these values. If the acts of any organisation or individual with whom The meeco Group is associated could be considered serious breaches of this Business Code of Ethics, managers are responsible for taking appropriate action. Where possible, contracts should include provisions for replacement of individuals or termination in such cases – managers are invited to consult the Board for assistance.

3. Corporate responsibility

The Board and Directors are responsible for putting in place effective mechanisms to ensure the highest standards of conduct are observed in meeco's internal and external professional relations.

A. FUNDAMENTAL PRINCIPLES

1. **Honesty, Integrity and Fairness**

Ethical business conduct should exist at a level well above the minimum required by law. Honesty is not subject to equivocation at any time and we must always choose the course of highest integrity. A fundamental principle of business success is to treat all persons fairly. Everyone, including our competitors, are entitled to expect that our conduct will reflect the highest standards of honesty, integrity and fairness in all regards. When engaging the services of others, our choice should be made on the basis of the quality of the service and the competitiveness of the value.

Our reputation is dependent upon exercising fairness, honesty and integrity in all dealings and transactions. Appearances of misconduct or impropriety also must be avoided.

2. **Compliance with Laws and Regulations**

There are numerous laws and regulations, both domestic and foreign, which govern our operations. Laws and regulations of general applicability include but are not limited to equal employment, anti-trust, environmental, government procurement, unfair competition etc. We have the obligation, individually and as a corporation, to comply not only with the letter of all applicable laws and regulations, but also the intent.

Failure to comply with these laws and regulations can have serious consequences, including legal liability for damages and other penalties. Employees have the responsibility to learn and understand the legal provisions applicable to the activities of their department and their particular responsibilities within their departments.

Where unresolved legal questions are identified, or any uncertainties exist, they should be brought to the attention of the appropriate supervisor or department head. If further assistance is required, meeco's General Counsel and/or board – members should be consulted. See also Section F – Reporting and Effect of Violations.

3. **Non-Discrimination**

The meeco Group is committed to a policy of non-discriminatory treatment of all current and prospective employees. We must always be objective in dealing with others and in decision-making. Everyone we come in contact with must be treated fairly in all respects. Discrimination on the basis of an individual's nationality, race, gender, religious beliefs, sexual orientation, age, marital status, disability, class, political opinions or veteran's status is illegal. It is required that all employees refrain from any actions that cause discrimination as such factors are never proper considerations in making business decisions.

4. **Anti-Harassment**

The meeco Group is committed to a policy avoiding any form of harassment. Therefore, all employees will abstain from all acts which could be considered harassment, abuse, discrimination or exploitation.

B. CONFIDENTIAL INFORMATION

1. Information About The meeco Group Companies and Proprietary Data

Because of their positions or relationships, employees or consultants may obtain or become aware of information about *The meeco Group* or its companies not otherwise available to the public. This information includes, but is not limited to, financial records, customer lists, current or former employees, price lists, marketing plans, product developments, specifications, intangible assets, formulas and manufacturing processes.

Employees or consultants who have access to such information have the fiduciary duty and the obligation to protect this property. Business and confidential information concerning *The meeco Group* or any of its companies should never be disclosed until it has been published or disclosed or otherwise made generally available to the public. In addition, this information should never be disclosed to individuals within the Company unless such persons have a bona fide reason to know and are authorized to have access to such information.

2. Information About Customers

During the regular conduct of business, employees or consultants may become aware of information about customers, suppliers or other parties that is confidential and privileged. This information must not be disclosed to anyone either inside or outside the Company who does not have a legitimate reason to know the information. It is also strictly prohibited to seek or obtain proprietary or other information about customers, suppliers and other parties to which the Company is not legitimately entitled. Apart from routine credit or similar inquiries, no information concerning our customers' and suppliers' affairs should be released to outsiders, including law enforcement authorities, except in response to a valid subpoena or similar legal process

3. Treatment of Confidential Information

Particular care must be exercised when it is necessary to communicate confidential information to individuals in other departments or companies. These individuals may have conflicting obligations or different responsibilities. Such confidential information must not be misused and where possible, it should be used in such a manner as not to disclose that portion which is privileged or confidential.

C. CONFLICTS OF INTEREST

1. General Policy

A conflict of interest arises when an employee or consultant has a personal interest in a transaction, or an obligation they may owe to someone else, which comes into conflict with the employee's obligation to *The meeco Group* and its customers. Employees and consultants are prohibited from having personal, business or financial interests that are incompatible with their responsibility to the Company.

Accordingly, employees and consultants are prohibited from participating in transactions or events in which they may have an interest which could result in divided loyalties. Conflict of interest rules apply to all transactions and events, whether direct, or indirect through an employee's family or associates.

2. Misuse of Business and Personal Relationships

While employees have personal lives and interests, they must be managed to avoid conflicts of interest and the appearance of any conflicts of interest. Conflicts of interest between personal and *The meeco Group* responsibilities may arise in a variety of contexts and employees or consultants must always be alert for such conflicts.

Employees or consultants are not allowed to maintain a position of control or influence, or maintain an investment or financial interest in, a competitor, supplier or a customer where such relationship causes a situation to exist of a divided loyalty or appearance of an impropriety between the *The meeco Group* and the employee or consultant. Employees or consultants are also prohibited from engaging in activities for personal gain or profit outside the scope of their employment when such activities conflict, or appear to conflict, with any interest of *The meeco Group*. In addition, corporate assets cannot be used for the personal benefit or gain by employees and consultants or in situations that may conflict with the operations of the business.

3. Gifts from Suppliers or Customers

Employees or members of their families or consultants cannot accept money, gifts, or anything of value from customers, suppliers or anyone else with whom the employee or consultant maintains a relationship in his or her employment. Employees or consultants also cannot give money, gifts, or anything of value to customers, suppliers or anyone else that may be perceived as done to gain a business advantage. The following are recognized exceptions to the general prohibition against seeking or accepting anything of value:

Promotional or advertising gifts (calendars, pens, etc.) routinely distributed by the donors or items in connection with customarily recognized events (promotions, Christmas) which do not exceed € 50;

Customary entertainment provided in the ordinary course of business and directly related to the active conduct of a sound and ethical business relationship. Expense paid trips provided by others with whom there is a *The meeco Group* business relationship are prohibited without the approval of the employee's or consultant's supervisor.

4. Affiliations with Other Organizations

Employees are expected to devote their full attention and energies to Company responsibilities during regular working hours. Employees must insure that outside activities do not interfere with their duties at *The meeco Group*, reflect adversely on the Company or present potential conflict of interest problems.

Employees may not accept a position as a director, officer, partner or consultant of any business organized for profit without the written consent of the division director and at least one *The meeco Group* board member. All employees have the responsibility to notify their supervisor of any proposed outside employment, who will consider the nature and scope of the proposed outside employment and grant approval in writing while informing the *The meeco Group* board.

Consultants to *The meeco Group* have the responsibility to inform their respective *The meeco Group* supervisor about any new/additional material engagement while working for *The meeco Group* – in order to avoid the appearance of conflicting interests.

5. Public Service

The holding of public office, elective or otherwise, may give rise to a conflict of interest which may be illegal or which may prevent *The meeco Group* from having normal business relationships with the governmental body involved. Specific approval in writing from *The meeco Group* directors and/or board must be obtained before an employee seeks a public office or accepts an appointment to one.

D. BUSINESS CONDUCT

1. General Statements

Business conduct guidelines have been established to assist each employee or consultant in pursuing a proper course of conduct in carrying out his or her employment or consulting responsibilities and to call attention to certain legal problems inherent in our dealings.

The employment – or consultancy – relationship carries with it a fiduciary duty, or a position of trust, to act at all times in the best interest of *The meeco Group*. Each employee, agent or consultant under certain conditions may be considered an agent of *The meeco Group* and as such could bind *The meeco Group* to certain obligations or to incur certain legal liabilities as a result of actions or conduct taken. Failure to act properly and prudently as an agent of the Company may subject the employee, agent or consultant or the Company, or all, to legal liability, as well as harm meeco's business reputation.

Each employee agent or consultant is responsible for the propriety and consequences of his or her actions, no one will be excused for misconduct directed or requested by someone else.

2. Improper Payments

The meeco Group policy absolutely prohibits improper payments or bribes of any kind to any persons or organizations in order to secure a business advantage or to influence their policies or decisions, or for any other reason whatsoever. Nor may employees, agents or consultants offer or share any finders' fees, special rebates, allowances or discounts with customers, suppliers, or others that are improper or inconsistent with *The meeco Group* plans or policies and/or laws within countries where *The meeco Group* operates. Within many countries "Foreign Corrupt Practices Acts" have specific compliance provisions. *The meeco Group* is especially aware of those laws and its employees, agents or consultants are especially committed to comply with those legal requirements. The first may be the anti-bribery provision which prohibits unlawful payments, offers or promises to pay money or anything of value to any government official for the purpose of influencing any act or decision in order to assist in obtaining or retaining business. The record keeping provisions might require books and records be kept, which accurately and fairly reflect transactions and dispositions of assets. Unrecorded assets and disguising payments may be prohibited. The final provision may relate to internal control which might require entities to maintain a system of control sufficient to provide that internal control objectives are met.

3. Dealings with Public Officials

While employees are encouraged to participate in community organizations and activities, including dealing with public officials, our conduct should be at a standard to avoid compromising the integrity and reputation of the employee or *The meeco Group*. Employees must also be certain that any representations are consistent and compatible with meeco's publicly stated positions.

4. Governmental Investigations

From time to time, *The meeco Group* may be subject to inquiries from federal, state or local governmental agencies. All employees or consultants must cooperate fully with any agency making an investigation. Responses to inquiries, however, must be coordinated by meeco's board. If an employee or consultant receives an inquiry from a governmental agency (other than for routine report filings as required by law) they should contact the division director immediately, who will in turn, advise *The meeco Group* board.

5. Government Procurement

The countries *The meeco Group* operates in as well as their state and local governments have laws and regulations as well as governing procurement applicable to direct and indirect sales of products and services. These laws might involve disclosure of product information, use of consultants and use of confidential procurement information. Employees, agents or consultants must adhere to all of these laws and are urged to contact the Director(s) or board of *The meeco Group* regarding adherence to this policy.

6. Environmental Laws

The meeco Group is committed to a safe environment and full compliance with all environmental laws and regulations relating to the use of our manufacturing processes and products. All rules regarding the measurement, recording and reporting of discharges and emissions into the environment, the safe storage of hazardous materials and obtaining proper permits must be strictly adhered to. If employees or consultants become aware of any violation of any environmental law, they should report the matter immediately in accordance with Section F – Reporting and Effect of Violations. If employees or consultants become aware of any violation of any environmental law, they should report the matter immediately in accordance with Section F – Reporting and Effect of Violations.

E. ACCURATE & TIMELY PERIODIC REPORTS

The meeco Group is committed to providing their shareholders with full, fair, accurate, timely and understandable disclosure in the periodic reports that it is required to file. In order to achieve this goal, employees shall take all appropriate action to enable *The meeco Group* and companies belonging to *The meeco Group* to:

- i. comply with generally accepted accounting principles at all times;
- ii. maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- iii. maintain books and records that accurately and fairly reflect meeco's or companies' that belong to meeco's transactions;
- iv. maintain a system of internal disclosure controls that will provide reasonable assurances to management that material information about *The meeco Group* is made known to management, particularly during the periods in which meeco's periodic reports are being prepared. Employees have to present information in a clear and orderly manner for being easily useable within meeco's periodic reports.

F. REPORTING AND EFFECT OF VIOLATIONS

Corporate officers shall report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Business Code of Ethics to meeco's Directors or board. All other employees ,agents or consultants shall report any known or suspected violations to their immediate supervisor, *The meeco Group* director or board *The meeco Group* will not allow any retaliation against a director, officer or employee, agent or consultant who acts in good faith in reporting any such violation. In addition, any concern regarding questionable accounting or auditing matters may be reported confidentially and anonymously to the *The meeco Group* board by any type of communication that seems to be appropriate.

Meeco's board or other appropriate personnel will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Corporate officers and employees who violate any laws, governmental regulations or this Business Code of Ethics will face appropriate disciplinary action, which may include demotion or discharge. In these similar cases consultant's contracts might be terminated immediately.

Any questions concerning this Business Code of Ethics, including the reporting of known or suspected violations, should be directed to meeco's directors or board.

ACKNOWLEDGMENT

I _____, confirm that I have read and understood this Business Code of Ethics, and I agree to abide by its terms, which form part of the conditions of my employment/service with *The meeco Group*.

Signature _____

Place _____

Date _____

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Returning your signed copy

To whom?
To the attention of Konstantin Wolf

How?
Fax this page with your signature and stamp to +41 (41) 712 14 54
or
Email a digital copy (scan) of this page duly signed at info@meeco.net

Is that all?
Please send also the original copy to meeco's Head Office in Zug.
Thank you.

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CORE BUSINESS

- Developing and implementing clean energy business strategies and governmental programs.
- Creating and financing bankable renewable energy projects.
- Providing management services to ensure on-going operational and financial success.

OUR MISSION

ABOUT The meeco Group

Our mission is to serve the world with clean, sustainable and affordable energy. Being on the forefront of creating and developing highly customised solar power generation and storage solutions, we contribute to a greener and cleaner environment.

By keeping the financial profitability in mind, we consider it our commitment to reduce carbon emissions worldwide. With our long-lasting experience in the field of renewable energy investments we develop flexible and tailor-made clean energy solutions while providing attractive returns on investment for our clients and partners. Via our regional offices and joint venture companies we already delivered 450 MW across three continents.

For more information, please email info@meeco.net or visit meeco.net

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