

CODE OF BUSINESS CONDUCT AND ETHICS

Our Code has traditionally embodied policies encouraging individual and peer integrity, ethical behavior and our responsibilities to our employees, customers, suppliers, stockholders and the public, and includes:

- Prohibiting conflicts of interest (including protecting corporate opportunities)
- Protecting our confidential and proprietary information and that of our customers and vendors
- Treating our employees, customers, suppliers and competitors fairly
- Encouraging full, fair, accurate, timely and understandable disclosure
- Protecting and properly using company assets
- Complying with laws, rules and regulations (including insider trading laws)
- Encouraging the reporting of any unlawful or unethical behavior

The information below are those portions of our code of business conduct and ethics, which address the issues listed above.

Transmittal letter from CFO and VP of People

A Message About our Code of Business Conduct:

To All Officers, Directors and Employees:

One of our company's most valuable assets is its integrity. Protecting this asset is the job of everyone at Fast Radius. To that end, we have established a Code of Business Conduct and Ethics. The Code applies to every officer, director and employee. We also expect that those with whom we do business (including our agents, consultants, suppliers and customers) will also adhere to the Code. Our Code is designed to help you comply with the law and maintain the highest standards of ethical conduct. The Code does not cover every issue that may arise, but it sets out basic principles and a methodology to help guide you in the attainment of this common goal.

All officers, directors and employees of Fast Radius must carry out their duties in accordance with the policies set forth in this Code and with applicable laws and regulations. To the extent that other Fast Radius policies and procedures conflict with this Code, you should follow this Code. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action up to and including termination. Disciplinary action also may apply to an employee's supervisor who directs or approves the employee's improper actions, or is aware of those actions but does not act appropriately to correct them. In addition to imposing its own discipline, Fast Radius may also bring suspected violations of law to the attention of the appropriate law enforcement personnel. If you become aware of a situation which you believe may violate or lead to a violation of this Code, follow the procedures described in Sections 9 and 10 of the Code.

Prith Gandhi
Chief Financial Officer

Heather Baker
Vice President of People

FAST RADIUS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

1. Policy Statement

The Nasdaq rules require that Fast Radius, Inc. (the “*Company*”) provide a code of conduct for all of its directors, officers and employees. The Company is committed to being a good corporate citizen. The Company’s policy is to conduct its business affairs honestly and in an ethical manner. That goal cannot be achieved unless you individually accept your responsibility to promote integrity and demonstrate the highest level of ethical conduct in all of your activities. Activities that may call into question the Company’s reputation or integrity should be avoided. The Company understands that not every situation is black and white. The key to compliance with this Code of Business Conduct and Ethics (this “*Code*”) is exercising good judgment. This means following the spirit of this Code and the law, doing the “right” thing and acting ethically even when the law is not specific. When you are faced with a business situation where you must determine the right thing to do, you should ask the following questions:

- Am I following the spirit, as well as the letter, of any law or Company policy?
- Would I want my actions reported on *60 Minutes*?
- What would my family, friends or neighbors think of my actions?
- Will there be any direct or indirect negative consequences for the Company?

Managers set an example for other employees and are often responsible for directing the actions of others. Every manager and supervisor is expected to take necessary actions to ensure compliance with this Code, to provide guidance and assist employees in resolving questions concerning this Code and to permit employees to express any concerns regarding compliance with this Code. No one has the authority to order another employee to act in a manner that is contrary to this Code.

2. Compliance with Laws and Regulations

The Company seeks to comply with both the letter and spirit of the laws and regulations in all countries in which it operates.

The Company is committed to full compliance with the laws and regulations of the cities, states and countries in which it operates. You must comply with all applicable laws, rules and regulations in performing your duties for the Company. Numerous federal, state and local laws and regulations define and establish obligations with which the Company, its employees and agents must comply. Under certain circumstances, local country law may establish requirements that differ from this Code. You are expected to comply with all local country laws in conducting the Company’s business. If you violate these laws or regulations in performing your duties for the Company, you not only risk individual indictment, prosecution and penalties, as well as civil

actions and penalties, you also subject the Company to the same risks and penalties. If you violate these laws in performing your duties for the Company, you may be subject to immediate disciplinary action, including possible termination of your employment or affiliation with the Company. The laws, rules, and regulations that impact the Company's fundamental business operations include the following:

- Antitrust Laws. U.S. antitrust laws seek to protect consumers and competitors by prohibiting unfair business practices and promoting competition. Generally, that means you cannot share, or enter into contracts or other agreements with competitors that include, pricing or other information that could be construed as you seeking an unfair, competitive advantage. Violations of antitrust laws may result in severe penalties against the Company (and you), so you should seek guidance from the General Counsel of the Company regarding any questions you may have concerning compliance with antitrust laws.

- Health, Safety and Environment. The Company works to conduct its business activities and operations in a manner that promotes protection of people and the environment to the extent practicable. Employees are responsible for complying with all applicable laws, rules and regulations governing health, safety and the environment.

- Fair Employment Practices. The Company strives to maintain a work environment in which all individuals are treated with respect and dignity. Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and where discriminatory practices, including harassment, are prohibited. Please review our employee handbook and related policies that outline our standards expectations for employees.

- Foreign Corrupt Practices and Anti-Bribery Laws. The Company has a "zero tolerance" policy and strictly prohibits all forms of bribery and corruption, regardless of whether they involve a public official or a private person. Bribery and corruption are antithetical to the Company's commitment to operating with the utmost integrity and transparency and are also prohibited under the laws of most countries around the world.

- Insider Trading. Under federal and state securities laws, it is illegal to trade in the securities of a company while in possession of material non-public information about that company. It is an employee's responsibility to comply with these laws and not to share material nonpublic information. Please see the Company's Insider Trading Policy for more information about our policies and procedures relating to insider trading.

- Relationships in the Workplace. Intimate, romantic or close family relationships among employees in the same reporting chain can create real or potential conflicts of interest, lead to a perception of bias or favoritism, impair job performance and adversely affect other employees. Unless the Vice President of People has been notified and consents in writing, an employee in an intimate, romantic, or close family relationship with another employee: may not be at any level above or below the other employee in a reporting chain, may not be in a role that requires working regularly and closely with the other employee, or may not be in a role that affects the other employee's performance evaluation, compensation or other terms and conditions of employment. Employees must promptly notify Human Resources when they become aware that they have (or will have) an intimate, romantic or close family relationship with any employee who works directly

or indirectly under their supervision or over whom they have decision-making authority regarding hiring, performance evaluation, retention, advancement, promotion, or changes to compensation or benefits.

- International Business Laws. U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. If, as part of your work for the Company, you are dealing with companies or individuals outside the U.S., you are required to comply with U.S. laws, rules, and regulations that apply to any of your activities outside of the United States. These laws, rules, and regulations include:

- o Travel, customs and export controls;
- o Antiboycott regulations;
- o Anti-money laundering; and
- o U.S. embargoes and economic sanctions.

As explained below, you should always consult your manager or the General Counsel of the Company with any questions about the legality of you or your colleagues' conduct.

3. Full, Fair, Accurate, Timely and Understandable Disclosure

It is of paramount importance to the Company that all disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "**SEC**"), and in other public communications made by the Company is full, fair, accurate, timely and understandable. You must take all steps available to assist the Company in fulfilling these responsibilities consistent with your role within the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company's preparation of its public reports and disclosure.

The Company's Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of the Company's disclosure controls and procedures (as such term is defined by applicable SEC rules). The Company's CEO, CFO and such other Company officers designated from time to time by the Audit Committee of the Board of Directors shall be deemed to be the "Senior Officers" of the Company. Senior Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by the Company, is full, fair, accurate, timely and understandable.

Senior Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Senior Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior Officers will ensure that the

Company makes and keeps books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Senior Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization;
- transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;
- access to assets is permitted, and receipts and expenditures are made, only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company's financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

4. Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Each Senior Officer bears a special responsibility for promoting integrity throughout the Company. Furthermore, Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

Because of this special role, Senior Officers are bound by the following Senior Officer Code of Ethics, and by accepting this Code each agrees that they will:

- perform their duties in an honest and ethical manner;
- handle all actual or apparent conflicts of interest between their personal and professional relationships in an ethical manner;
- take all necessary actions to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications;
- comply with all applicable laws, rules and regulations of federal, state and local governments; and
- proactively promote and be an example of ethical behavior in the work environment.

5. Conflicts of Interest and Corporate Opportunities

You must avoid any situation in which your personal interests conflict or even appear to conflict with the Company's interests. You owe a duty to the Company not to compromise the Company's legitimate interests.

You shall perform your duties to the Company in an honest and ethical manner. You shall handle all actual or apparent conflicts of interest between your personal and professional relationships in an ethical manner.

You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of the Company. You may not engage in activities that compete with the Company or compromise its interests. You should not take for your own benefit opportunities discovered in the course of employment that you have reason to know would benefit the Company. The following are examples of actual or potential conflicts:

- you, or a member of your family, receive improper personal benefits as a result of your position in the Company;
- you use the Company's property for your personal benefit;
- you engage in activities that interfere with your loyalty to the Company or your ability to perform Company duties or responsibilities effectively;
- you divulge or use the Company's confidential information – such as financial data, customer information, or computer programs – for your own personal or business purposes;
- you make gifts or payments, or provide special favors, to customers, suppliers or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier or competitor to make a purchase, or take or forego other action, which is beneficial to the Company and which the customer, supplier or competitor would not otherwise have taken; or
- you are given the right to buy stock in other companies or you receive cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company.

When you make business decisions on behalf of the Company, your decisions must be based on uncompromised, objective judgment. You must never accept gifts or other benefits if your business judgment or decisions could be affected. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, are not excessive in value, and are given and accepted without an understanding that you are in any way obligated by your acceptance of the gift. If you are uncertain as to whether acceptance of such a gift is appropriate, you should ask your supervisor, Vice President of People or the General Counsel.

Any gifts provided in connection with Fast Radius business must be in accordance with the Company's Gifts & Entertainment policy. Gifts may be given only in compliance with the Foreign Corrupt Practices Act.

Conflicts are not always clear-cut. If you become aware of a conflict described above or any other conflict, potential conflict, or have a question as to a potential conflict, you should consult with your manager or the Company's General Counsel and/or follow the procedures described in Sections 9 and 10 of this Code. If you become involved in a situation that gives rise to an actual conflict, you **must** inform your supervisor or the Company's General Counsel of the conflict.

Notwithstanding the foregoing, in recognition and anticipation that certain directors, principals, officers, employees and/or other representatives of ENNV Holdings, LLC (the "**Sponsor**") and its affiliates may serve as directors, officers or agents of the Company, the Sponsor and its affiliates may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the Company, directly or indirectly, may engage or propose to engage and/or other business activities that overlap with or compete with those in which the Company or any of its affiliates, directly or indirectly, may engage or propose to engage. To the fullest extent permitted by law, none of the Sponsor, its affiliates or any of their respective directors, principals, officers, employees and/or other representatives (the "**Identified Persons**") will have any duty to refrain from, directly or indirectly engaging in the same or similar business activities or lines of business in which the Company or any of its affiliates now engages or proposes to engage or otherwise competing with the Company or any of its affiliates. To the fullest extent permitted by law, no Identified Person will be liable to the Company or its stockholders or to any affiliate of the Company for breach of any fiduciary duty solely by reason of the fact that such Identified Person engages in any such activities. To the fullest extent permitted by law, the Company hereby renounces any interest or expectancy in, or right to be offered an opportunity to participate in, any business opportunity that may be a corporate opportunity for an Identified Person and the Company or any of its affiliates. In the event that any Identified Person acquires knowledge of a potential transaction or other business opportunity that may be a corporate opportunity for itself, herself or himself and the Company or any of its affiliates, such Identified Person will, to the fullest extent permitted by law, have no duty to communicate or offer such transaction or other business opportunity to the Company or any of its affiliates and, to the fullest extent permitted by law, shall not be liable to the Company or its stockholders or to any Affiliate of the Company for breach of any fiduciary duty as a stockholder, director or officer of the Company solely by reason of the fact that such Identified Person pursues or acquires such corporate opportunity for itself, herself or himself, or offers or directs such corporate opportunity to another Person or does not communicate information regarding such corporate opportunity to the Company unless such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Company.

6. Confidentiality

All confidential information concerning the Company obtained by you is the property of the Company and must be protected.

You must maintain the confidentiality of information entrusted to you by the Company, its customers, suppliers or partners, except when disclosure is authorized by the Company or required by law. Each employee is also required to execute and abide by the Employee Confidential Information and Inventions Assignment Agreement.

Information that conveys something that is not public about any aspect of our business is considered confidential information. Information can be generated by the Company or may be acquired from another party under conditions of confidentiality. Examples of confidential information include, but are not limited to: the Company's trade secrets; business trends and projections; information about financial performance; new product or marketing plans; research and development ideas or information; manufacturing processes; information about potential acquisitions, divestitures and investments; stock splits, public or private securities offerings or changes in dividend policies or amounts; significant personnel changes; and existing or potential major contracts, orders, suppliers, customers or finance sources or the loss thereof.

Your obligation with respect to confidential information extends beyond the workplace. In that respect, it applies to communications with your family members and continues to apply even after your employment or director relationship with the Company terminates.

Notwithstanding the foregoing, the Company understands and agrees that any director designated by ECP Environmental Growth Opportunities Corp. ("**ECP**") may disclose information he or she obtains while serving as a member of the Board to the Sponsor and its affiliates.

7. Fair Dealing

Our goal is to conduct our business with integrity.

You should endeavor to deal honestly with the Company's customers, suppliers, competitors and employees. Under federal and state laws, the Company is prohibited from engaging in unfair methods of competition, and unfair or deceptive acts and practices. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.

Examples of prohibited conduct include, but are not limited to:

- bribery or payoffs to induce business or breaches of contracts by others;
- acquiring a competitor's trade secrets through bribery or theft;
- making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
- mislabeling products or services.

8. Protection and Proper Use of Company Assets

You should endeavor to protect the Company's assets and ensure their proper use.

Company assets, both tangible and intangible, are to be used only for legitimate business purposes of the Company and only by authorized employees or consultants. Intangible assets include intellectual property such as trade secrets, patents, trademarks and copyrights, business, marketing and service plans, engineering and manufacturing ideas, designs, databases, Company records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure or distribution of Company assets violates Company policy and this Code. Theft or waste of, or carelessness in using, these assets have a direct adverse impact on the Company's operations and profitability and will not be tolerated.

The Company provides computers, voice mail, electronic mail (e-mail) and Internet access to employees for the purpose of achieving the Company's business objectives. As a result, the Company has the right to access, reprint, publish, or retain any information created, sent or contained in any of the Company's computers or e-mail systems of any Company machine. You may not use e-mail, the Internet or voice mail for any illegal purpose or in any manner that is contrary to the Company's policies or the standards embodied in this Code.

You should not make copies of, resell or transfer copyrighted publications, including software, manuals, articles, books and databases being used in the Company, that were created by another entity and licensed to the Company, unless you are authorized to do so under the applicable license agreement. In no event should you load or use, on any Company computer, any software, third party content or database without receiving the prior written permission of your manager and the IT Department to do so. You must refrain from transferring any data or information to any Company computer other than for Company use. You may use a handheld computing device or mobile phone in connection with your work for the Company in accordance with the Company's employee handbook and related policies. If you should have any question as to what is permitted in this regard, please consult with Human Resources or the Company's Head of IT.

9. Reporting Violations of Company Policies and Receipt of Complaints Regarding Financial Reporting or Accounting Issues

You should report any violation or suspected violation of this Code to the appropriate Company personnel or via the Company's anonymous and confidential reporting procedures.

The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that you promptly bring to the attention of your manager and/or a more senior employee of the Company, any material transaction, relationship, act, failure to act, occurrence or practice that you believe, in good faith, is inconsistent with, in violation of, or reasonably could be expected to give rise to a violation of, this Code. You should report any suspected violations of the Company's financial reporting obligations or any complaints or concerns about questionable accounting or auditing practices in accordance with the procedures set forth below.

Here are some approaches to handling your reporting obligations:

- In the event you believe a violation of this Code, or a violation of applicable laws and/or governmental regulations, has occurred, or you have observed or become aware of conduct which appears to be contrary to this Code, immediately report the situation to your supervisor. Supervisors who receive any report of a suspected violation must report the matter to the General Counsel.
- If you have or receive notice of a complaint or concern regarding the Company's financial disclosure, accounting practices, internal accounting controls, auditing, or questionable accounting or auditing matters, you **must** immediately advise your supervisor.
- If you wish to report any such matters anonymously or confidentially, then you may do so as follows:
 - Submit a report online at: <https://www.whistleblowerservices.com/FSRD>
 - Call our toll-free Compliance Hotline at: 833-869-0480
 - Mail a description of the suspected violation or other complaint or concern to:

General Counsel
Fast Radius, Inc.
113 N May Street
Chicago, IL 60607

or

Audit Committee Chair
Fast Radius, Inc.
113 N May Street
Chicago, IL 60607
- Use common sense and good judgment; Act in good faith. You are expected to become familiar with and to understand the requirements of this Code. If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Please alert your supervisor or use the resources listed above to submit a suspected violation of this Code. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. The circumstances should be reviewed by appropriate personnel as promptly as possible, and delay may affect the results of any investigation. A violation of this Code, or of applicable laws and/or governmental regulations, is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.
- Internal investigation. When an alleged violation of this Code, applicable laws and/or governmental regulations is reported, the Company will take appropriate action in

accordance with the compliance procedures outlined in Section 10 of this Code. You are expected to cooperate in internal investigations of alleged misconduct or violations of this Code or of applicable laws or regulations.

- No fear of retaliation. The Company strictly prohibits discrimination, retaliation or harassment of any kind by any Company officer, director, employee or agent against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation or Company policy, including this Code. Persons who discriminate, retaliate or harass may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, the Company may find it necessary to share information with others on a “need to know” basis. No retaliation shall be taken against you for reporting alleged violations while acting in good faith.

10. Compliance Procedures

The Company has established this Code as part of its overall policies and procedures. To the extent that other Company policies and procedures conflict with this Code, you should follow this Code. This Code applies to all Company directors and Company employees, including officers, in all locations.

This Code is based on the Company’s core values, good business practices and applicable law. The existence of this Code, however, does not ensure that directors, officers and employees will comply with it or act in a legal and ethical manner. To achieve optimal legal and ethical behavior, individuals who are subject to this Code must know and understand this Code as it applies to them and as it applies to others. You must champion this Code and assist others in knowing and understanding it.

- Compliance. You are expected to become familiar with and understand the requirements of this Code. Most importantly, you must comply with it.
- CEO Responsibility. The Company’s CEO shall be responsible for ensuring that this Code is established and effectively communicated to all employees, officers and directors. Although the day-to-day compliance issues will be the responsibility of the Company’s managers, the CEO has ultimate accountability with respect to the overall implementation of and successful compliance with this Code.
- Corporate Compliance Management. The CEO shall select an employee to act as the Compliance Officer. The Compliance Officer is currently the Company’s General Counsel. The Compliance Officer is charged with ensuring communication about, training on, monitoring of, and overall compliance with this Code. The Compliance Officer will, with the assistance and cooperation of the Company’s officers, directors and managers, foster an atmosphere where employees are comfortable in communicating and/or reporting concerns and possible Code violations.

- Internal Reporting of Violations. The Company's efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code mandate that all employees, officers and directors of the Company report suspected violations in accordance with Section 9 of this Code.
- Screening of Employees. The Company shall exercise due diligence when hiring and promoting employees and, in particular, when conducting an employment search for a position involving the exercise of substantial discretionary authority, such as a member of the executive team, a senior management position or an employee with financial management responsibilities. The Company shall make reasonable inquiries into the background of each individual who is a candidate for such a position. All such inquiries shall be made in accordance with applicable law and good business practice.
- Access to this Code. The Company shall ensure that employees, officers and directors may access this Code on the Company's website. In addition, each current employee will be provided with a copy of this Code. New employees will receive a copy of this Code as part of their new hire information. From time to time, the Company will sponsor employee training programs in which this Code and other Company policies and procedures will be discussed.
- Monitoring. The officers of the Company shall be responsible for reviewing this Code with all of the Company's managers. In turn, the Company's managers with supervisory responsibilities should review this Code with their direct reports. Managers are the "go to" persons for employee questions and concerns relating to this Code, especially in the event of a potential violation. Managers or supervisors will immediately report any violations or allegations of violations to the Compliance Officer. Managers will work with the Compliance Officer in assessing areas of concern, potential violations, any needs for enhancement of this Code or remedial actions to effect this Code's policies and overall compliance with this Code and other related policies.
- Auditing. An internal audit team selected by the Audit Committee will be responsible for auditing the Company's compliance with this Code.
- Internal Investigation. When an alleged violation of this Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a stockholder or other interested person regarding the Company's financial disclosure, internal accounting controls, questionable auditing or accounting matters or practices or other issues relating to the Company's accounting or auditing, then the manager or investigator should immediately notify the Compliance Officer, who, in turn, shall notify the Chair of the Audit Committee, as applicable. If a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, any person who

received such report should immediately report the alleged violation to the Compliance Officer, if appropriate, the Chief Executive Officer and/or Chief Financial Officer, and, in every such case, the Chair of the Audit Committee. The Compliance Officer or the Chair of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action. At a point in the process consistent with the need not to compromise the investigation, a person who is suspected of a violation shall be apprised of the alleged violation and shall have an opportunity to provide a response to the investigator.

- Disciplinary Actions. Subject to the following sentence, the Compliance Officer, after consultation with the Vice President of People, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated this Code. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. Any employee engaged in the exercise of substantial discretionary authority, including any Senior Officer, who is found to have engaged in a violation of law or unethical conduct in connection with the performance of their duties for the Company, shall be removed from their position and not assigned to any other position involving the exercise of substantial discretionary authority. In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel.
- Retention of Reports and Complaints. All reports and complaints made to or received by the Compliance Officer or the Chair of the Audit Committee shall be logged into a record maintained for this purpose by the Compliance Officer and this record of such report shall be retained for five (5) years.
- Required Government Reporting. Whenever conduct occurs that requires a report to the government, the Compliance Officer shall be responsible for complying with such reporting requirements.
- Corrective Actions. Subject to the following sentence, in the event of a violation of this Code, the manager and the Compliance Officer should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and

prevent it from occurring in the future. Such corrective action shall be documented, as appropriate.

11. Publication of this Code; Amendments to and Waivers of this Code

The most current version of this Code will be posted and maintained on the Company's website. The Company's Annual Report on Form 10-K shall disclose that the Code is maintained on the website and shall disclose that substantive amendments and waivers will also be posted on the Company's website.

Any substantive amendment to or waiver of this Code (i.e., a material departure from the requirements of any provision) particularly applicable to or directed at executive officers or directors may be made only after approval by the Board of Directors, which may occur upon the recommendation of the Audit Committee after consultation with the Nominating and Corporate Governance Committee, as applicable, and will be disclosed within four (4) business days of such action on the Company's website as well as via other means then required by the listing standards of the national securities exchange on which the Company's securities are listed, or other applicable law. Such disclosure shall include the reasons for any waiver. The Company shall maintain disclosure relating to such amendment or waiver on its website for at least twelve (12) months and shall retain the disclosure relating to any such amendment or waiver for not less than five (5) years.