

# SUNPOWER®

## CODE OF BUSINESS CONDUCT AND ETHICS

Revised November 3, 2009; Revised July 28, 2011; Revised November 28, 2012; Revised October 22, 2013; Revised October 22, 2014; Revised October 21, 2015; Revised October 26, 2017.

### Introduction

It is the policy of SunPower Corporation (together with its subsidiaries, the “**Company**” or “SunPower”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. In carrying out this policy, the Company has adopted the following Code of Business Conduct and Ethics (the “**Code**”).

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers, and directors of the Company (individually, a “**Company Related Person**,” and collectively, the “**Company Related Personnel**”), as well as other parties who represent SunPower. All Company Related Personnel must comply with this Code and seek to avoid even the appearance of improper behavior. Those who violate the standards in this Code will be subject to disciplinary action, and violations involving illegal behavior may be reported to the appropriate authorities. All employees of the Company are required to certify to the Company on an annual basis that they have read, understand and agree to comply with the terms of this Code. If you have any questions regarding this Code, you should address these questions to the Company’s Legal Department.

## A MESSAGE FROM CEO TOM WERNER



At SunPower we have a special purpose – to change the way our world is powered. Our company is part of a global movement to provide clean, renewable solar energy solutions that create a better future for our planet. With a highly talented team, we are relentlessly innovating to develop groundbreaking technology and products to meet customer needs.

HOW we do this is as important as the ultimate outcome. Just as we invest in differentiating technology and operations, we invest in providing our people with guiding principles for how we conduct business. We have a responsibility to uphold the highest ethical standards and do the right thing, in line with our company values. This ensures we are all operating with integrity, which is fundamental to the way SunPower does business.

It's critical that our employees, consultants, vendors and suppliers, and all others who represent SunPower, take the time to read and understand our Code of Business Conduct and Ethics. This should guide our behavior in everything we do.

You'll find answers to many of your questions in this document. And, if you can't find it here, we have other resources to assist you. You may ask your manager for guidance, or one of the members of the Legal Department, or call the SunPower Compliance & Ethics Helpline. Together, we can make a positive difference by bringing our best selves to changing the way our world is powered.

A handwritten signature in black ink, appearing to read "Tom Werner". The signature is fluid and cursive, written in a professional style.

Tom Werner  
President and CEO, SunPower Corporation

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## OUR CODE BRINGS OUR CORE VALUES TO LIFE

SunPower's core values are the foundation of this Code of Business Conduct and Ethics. We put our customers first, win together, lead decisively, innovate relentlessly, and always do the right thing.



This Code is a statement of SunPower's expectations regarding personal and corporate conduct. The Code applies to all members of the SunPower team, including employees, officers, and directors, including SunPower's Board of Directors, as well as to our suppliers, vendors, partners, and other parties who represent SunPower. None of the provisions in this Code can be waived. Although this Code is not a contract of employment, compliance with it is a condition of employment unless prohibited by local law.

It is your responsibility to understand the legal requirements surrounding your job and areas of expertise and responsibility. While this Code covers a wide range of business practices and procedures, it does not cover every issue that may arise. More specific day-to-day procedures are outlined in SunPower's policies – you will find links to many of these policies throughout this document, or refer to the **Policies and References** section at the end of the Code.

This Code and our values should guide the decisions you make on behalf of the Company. If you are ever unsure whether a particular course of action is ethical, ask yourself:

- Is it consistent with SunPower's core values?
- Is it legal, and consistent with this Code and the Company's policies, procedures, and guidelines?
- Will it harm the Company's reputation or my own?

If, after reviewing our policies and procedures and considering the questions above, you are still uncertain, discuss the issue with your supervisor or a member of the Legal Department, or contact the [Compliance and Ethics Helpline](#). While we expect that you and your supervisor will be able to resolve most issues, you may also use any of the other reporting options described at the end of this Code to raise questions and obtain guidance.

## INDIVIDUAL AND COMPANY RESPONSIBILITY FOR OUR ETHICAL CULTURE

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

### Leadership Behaviors

We expect all SunPower employees to:

- hold themselves and other employees accountable for choosing to do the right thing over all else;
- be courageous in communicating openly and challenging the status quo;
- work together to create an inspiring environment where employees are supported and motivated; and
- take decisive action when necessary to preserve our culture of integrity.

### Guiding Behaviors

SunPower *Employees* must:

- always tell the truth;
- understand and comply with applicable law and SunPower policies;
- read this Code at least once a year;
- complete trainings and certifications required by SunPower;
- use good judgment and avoid even the appearance of improper conduct;
- seek guidance when questions arise about the right course of action to take;
- intervene to prevent others from acting if you become aware that they are contemplating violating the law or this Code; and
- raise concerns and report possible violations of the law or this Code to their supervisor, the [Compliance and Ethics Helpline](#), or through one of the other reporting channels outlined under the “Reporting Violations” section of this Code.

*Annual Compliance Training and Acknowledgment:* All SunPower Personnel are required to complete annual training and sign the accompanying Annual Acknowledgment of Support. Completion of this training is required and failure to do so in a timely manner may result in disciplinary action. As part of the acknowledgement, you will be asked to confirm that you are not aware of any violations of the Code or existing personal conflicts of interest.

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

- create and foster an environment that encourages open and candid communications;
- create and foster an environment that empowers employees to make ethical decisions;
- periodically, but no less than once a year, discuss this Code with their team to ensure that they understand their ethical and legal responsibilities;
- make sure all of their team members complete required trainings;
- monitor and correct the conduct of all employees under their supervision; and

- make a report to SunPower’s [Compliance and Ethics Helpline](#) if an employee raises a concern constituting a possible violation of this Code, the law, or any SunPower policy, and take all necessary steps to protect that employee from retaliation.

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

- encourage a “Speak Up” culture of open and candid communications;
- make sure that employees who make a report about a possible violation of this Code are protected from any form of retaliation; and
- diligently investigate all reports of possible violations and effectively resolve and remediate violations.

### **DO THE RIGHT THING BY COMPLYING WITH THE LAW**

As a global company headquartered in the United States, SunPower and its local subsidiaries and affiliates are responsible for at all times complying with both United States laws and the local legal, regulatory, and institutional frameworks wherever it does business. This means that you must follow the laws in all countries and jurisdictions to which you conduct business on SunPower’s behalf, as well as U.S. laws applicable to doing business abroad.

In particular, you should be aware of the following legal areas that impact our business:

#### **Anti-Corruption Laws**

SunPower has no tolerance for bribery or kickbacks of any kind. Regardless of local custom, industry practice, or pressure to close a deal, we will not compromise our standards or risk our reputation. Employees should be aware of and comply with the law and SunPower’s [Global Anti-Corruption Compliance Policy](#).

**Commercial Bribery:** We market our products on the basis of quality, service and price. No one is permitted to directly or indirectly (through third-parties) offer or use inappropriate gifts, excessive entertainment, or anything of value as improper means to influence customers or prospective customers.

**Official Bribery:** Bribing a government official directly or indirectly (through third parties) is illegal in every country where we conduct business. Bribery can result in reputational harm, significant fines and even criminal penalties against you and/or SunPower. As set forth in greater detail in SunPower’s [Global Anti-Corruption Compliance Policy](#), SunPower has zero tolerance for offering or giving anything of value, directly or indirectly, to government officials in order to obtain or retain business.

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

**Gifts to U.S. Governmental Officials:** It may be illegal to give a gift, even one of nominal value, to a United States' governmental employee. The rules vary depending on the location and job position of the governmental employee. For example, rules may vary by state, school district, and city, and there may be different rules for various elected and non-elected officials. To prevent violations of law, any gifts to United States governmental officials must be reviewed and approved by the General Counsel prior to giving.

**Gifts to Non-U.S. Governmental Officials:** In many countries, it is considered common courtesy to provide token/ceremonial gifts or meals to governmental officials on certain occasions to help build relationships. All such gifts should:

- comply with the monetary limits set forth by market in SunPower's [Gifts and Entertainment Policy](#);
- be given openly and transparently;
- be properly recorded in the Company's books and records; and
- comply with local and U.S. law.

Gifts and entertainment, including meals, of any kind should be avoided with officials from agencies or regions where SunPower has pending applications, proposals, bids, or other business.

Q&A:

*What is a bribe?*

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

*Is it still a violation of the Code to give gifts when they are a local custom and expected as part of doing business?*

Yes. SunPower's policies regarding gifts and entertainment apply equally in all countries, regardless of local customs.

For additional information, guidance and advice, read the [Global Anti-Corruption Compliance Policy](#) and the [Gifts and Entertainment Policy](#).

### **Import-Export & Trade Laws**

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

SunPower has reviewed all products that it exports and maintains a matrix with appropriate classification for each product and part. If your work involves travel to countries outside the U.S., or the sale of products, technologies, or services across international borders, review the [Export Management and International Trade Compliance Policy and Procedures](#) to be sure you understand how export laws may apply to your work.

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

### **Money Laundering Laws**

Money laundering is the process by which individuals or entities try to hide or “launder” illegally received funds or otherwise make the source of their illicit funds look legitimate. No SunPower Personnel should attempt to conceal or “launder” illegally received funds or make the source of any funds appear legitimate.

Be alert for and report to the [Compliance and Ethics Helpline](#) any suspicious transactions or requests such as:

- large cash payments;
- requests to accept payment from or to make payments to a third party, who is not party to a contract; or
- requests to send funds to a country other than where the buyer or seller are located.

### **Competition Laws**

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

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

Examples of prohibited behaviors include price fixing, limiting production, or allocating markets or territories.

If you have questions or concerns, consult the Legal Department.

## ALWAYS ACT WITH INTEGRITY

Relationships are built on the quality of our products, the services that we provide and the fact that we serve our customers honestly and with integrity. Having integrity requires that we embrace good corporate practices and never allow personal interests to influence (or appear to influence) us when performing our duties. You should always act honestly, be transparent and avoid conflicts of interest.

### Personal Relationships & Conflicts of Interest

All Company Personnel have a duty of loyalty to SunPower to further its goals, to work on behalf of its best interests, and to avoid any apparent and actual conflicts between our personal interests and those of the Company. You should not use your position at SunPower to obtain favorable treatment for yourself, family members, or others with whom you have a significant relationship. This applies to product purchases (with the exception of our employee purchase or friends and family purchase programs), sales, investment opportunities, hiring, promoting, selecting contractors or suppliers, or any other SunPower business matter.

SunPower Personnel should not participate in any business decision that could benefit an individual with whom they have a close personal relationship. For example, SunPower does not allow employees to influence employment-related decisions that affect a relative. If you believe that your participation in any activities or decision making may give rise to a conflict of interest, inform your manager prior to taking any actions.

You should report actions that may involve a conflict of interest in writing to the Legal Department or the [Compliance and Ethics Helpline](#). Each of the Company's executive leadership team ("ELT") must disclose to the General Counsel any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and the General Counsel shall notify the Audit Committee of any such disclosure. Conflicts of interests involving the General Counsel or any member of the Board of Directors of the Company shall be disclosed to the Audit Committee, who may approve them on a case-by-case basis.

#### Q&A:

*What is a conflict of interest?*

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

*How do I know when a conflict of interest exists?*

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

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

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

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

*Example 3:* Your spouse works for a competitor.

## **Gifts & Entertainment**

Giving and receiving modest gifts or entertainment can strengthen our business relationships – provided that gifts and entertainment are appropriate for the situation, not offered to improperly influence a business decision, and consistent with SunPower’s policies. While the Company allows certain courtesies, entertainment, modest gifts, and occasional meals for potential and existing customers or others involved with aspects of our business, such expenses must be:

- reasonable and of nominal value (in alignment with our [Gifts and Entertainment Policy](#));
- authorized;
- properly recorded in the books and records of the Company;
- consistent with applicable law;
- not for the purpose of obtaining special or favored treatment;
- a customary business gift that would not embarrass SunPower if publicly disclosed; and
- infrequent.

Lavish or excessive gifts or entertainment are prohibited, and giving or receiving cash or cash equivalents is viewed as a bribe or kickback and is always against SunPower policy. Extra care should be given if the recipient of the gift or entertainment is a government official. SunPower has set specific guidelines relating to gifts and entertainment being provided for the benefit of government officials.

### **Q&A:**

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

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

For additional information, guidance and advice, reference the [Gifts and Entertainment Policy](#).

## **Business Opportunities**

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

## **Outside Employment and Inventions**

Full time employees must have prior written approval from their supervisor and the Human Resources Department before providing services to another for-profit business or before participating in inventions or businesses that are in the same area as your work for SunPower. Employees must never provide services to a competitor while they are employed by SunPower. Any employee who obtains additional outside employment, has an outside business, or is working on an invention in areas related to the work done at SunPower must comply with the following rules.

- You may not use any time at work or any SunPower assets for your other job, outside business, or invention. This includes using SunPower workspace, phones, computers, Internet access, copy machines, and any other SunPower assets or services.

- You may not use your position at SunPower to solicit work for your outside business or other employer, to obtain favored treatment, or to pressure others to assist you in working on your invention.
- You must not participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at SunPower.
- You may not use confidential SunPower information to benefit your other employer, outside business, or invention.

Q&A:

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

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

**Insider Trading**

Trading in SunPower securities while you are in possession of material non-public information, or providing a family member, friend, or any other person with a “tip,” is illegal. You should never use inside information for personal gain. Contact Stock Administration or the Legal Department with any questions about your ability to buy or sell securities.

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

**Competitive Intelligence Gathering**

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

**Political Activities**

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

For additional information, guidance and advice, read the Political Activity FAQ.

**MANAGE CORPORATE ASSETS AND INFORMATION RESPONSIBLY**

**Protecting Company Assets**

Employees must always exercise good judgment in using SunPower’s assets. Personal use of Company assets (such as telephones, computers, printers, faxes, etc.) should be minimal, not interfere with job performance, and must comply with all laws. If you become aware of a theft or misuse of SunPower’s property or services, promptly report it to your supervisor.

For additional information, guidance and advice, read the [Acceptable Use of Information Resources and Processing of Personal Data](#) Policy.

### **Confidential Information**

Confidential information can include a variety of materials and information regarding SunPower's operations and plans. For example, confidential information can include product development designs, patents, trademarks, copyrights, design and manufacturing processes, programming techniques and algorithms, source code, information regarding SunPower's financial health, salary and personnel information, and sales and marketing plans. Confidential information must be held in the strictest confidence and may not be disclosed to any third party unless the third party has signed a nondisclosure agreement approved by management. Even within SunPower, such information should be divulged only to persons having a need to know it in order to carry out their job responsibilities. Consistent with the foregoing, you should be discreet with confidential information and not discuss it in public places.

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

Likewise, we respect the IP rights of others and do not tolerate the unauthorized use of anyone else's IP. Before soliciting, accepting, or using another company's IP, please seek guidance from the Legal Department to ensure that you have permission and that appropriate licensing documents are in place.

#### **Q&A:**

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

No. If you receive confidential information under unusual circumstances, send the information back to the owner and delete all copies of it on your system. Do not share the information further.

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

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

For additional information, guidance and advice, read our statement on the [Acceptable Use of Information Resources and Processing of Personal Data](#) and the [Trade Secrets and Confidential Information Policy](#).

### **Document Retention**

Work product created by SunPower Personnel and information collected in furtherance of the Company's business are important Company assets. Accordingly, SunPower Personnel must always comply with all

applicable records management policies and legal hold notices. These policies apply to all records created by SunPower, including hard copies, electronic files, emails, instant messages, video, and backup tapes.

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

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

### **Delegated Authority**

It is your responsibility to know the limits of your authority to obligate the Company. Never act outside the limits of your delegated authority.

For additional information, guidance and advice, consult the [Corporate Approval Policy](#) and/or your manager.

## **REPRESENT YOURSELF AND THE COMPANY ACCURATELY**

### **Accurate Records and Reports**

Accurate records are critical to meeting SunPower's legal, financial, and management obligations. Never misstate facts, omit critical information or modify records or reports in any way to mislead others, and never assist others in doing so. We maintain books and records that are accurate, complete, and fairly stated. As such, all financial transactions must be correctly and timely recorded in compliance with SunPower's internal controls and procedures. No unrecorded funds or assets may be created or maintained for any purpose. Creating false or misleading records is strictly prohibited and may violate a number of laws, including the Sarbanes-Oxley Act, which may trigger both financial and criminal liability for the employee and/or SunPower.

### **Business Expenses**

All SunPower Personnel must comply with policies and procedures relating to business expenses, such as meal and travel expenses, and are obligated to submit accurate expense reimbursement requests supported by valid documentation.

For additional information, guidance and advice, consult the [Corporate Travel and Expense Policy](#).

### **Communicating with our Customers**

We treat our customers as we would expect to be treated ourselves. This means that we treat all customers fairly. All communications with customers should be transparent, accurate, and free from misrepresentations. We market and service our products with candor, integrity, and honesty.

### **Responsible Marketing**

SunPower complies with all legal and regulatory requirements relating to marketing of its products and services. We market our products and services accurately and will not mislead our customers through

ambiguity, exaggeration, omission, or by otherwise making false or misleading statements. We will earn our customers' business on our own merit and not by disparaging our competitors or by making false claims about their products or services. All public disclosures or statements made to the media will be clear, contain verifiable facts, and be made by authorized individuals and through authorized channels.

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

### **Public Speaking and Press Inquiries**

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

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

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

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

### **Social Media**

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

## **TAKE RESPONSIBILITY FOR IMPROVING THE PLANET AND THE COMMUNITIES IN WHICH WE OPERATE**

### **Environmental Stewardship**

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

### **Labor Practices**

SunPower is committed to human rights. This means that SunPower, as well as its business partners and third party agents, complies with labor laws everywhere it operates. Importantly, we are firmly committed to fair labor standards and prohibit slavery, human trafficking, child or forced bonded, or any other exploited labor practices, both at SunPower and throughout our supply chain.

For more information, see our [Human Rights Statement](#).

## **Conflict Minerals**

SunPower expects its suppliers and partners to know from where their resources originate and to verify that their products are not made using materials from areas of conflict, such as the Democratic Republic of Congo or neighboring countries (Sudan, Uganda, Rwanda, Burundi, Tanzania, Zambia, Angola, and the Central Africa Republic). The Company is committed to supply chain due diligence and fully supports efforts to eradicate the use of conflict minerals that may directly or indirectly finance or benefit armed groups.

For more information, see our [Conflict Minerals Policy](#).

## **WORK TOGETHER FOR BETTER SOLUTIONS**

We value a culture of respect and have a long-standing commitment to a work environment that respects the dignity of each individual. We encourage the free exchange of ideas among our employees and strive to create an environment where employees feel comfortable expressing their ideas and opinions. We respect everyone's perspective on how to grow our business and will be open and honest with one another. Put yourself in the shoes of a colleague who may be advocating a position or strategy different than yours. Even if you disagree, consider their alternative view and competing pressures. Do not limit yourself to thinking only about what is best for your line of business or department, but consider what is in the best interest for SunPower overall.

## **Workplace Safety and Health**

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

Under no circumstances should anyone bring a weapon to work. Additionally, all business activities must be conducted with all necessary permits, approvals, and controls. SunPower will not tolerate illegal drug use or intoxication on Company premises or when employees are conducting Company business.

SunPower's human resources policies are available internally on the Grid [Employee Services](#) page.

## **Non-Discrimination**

The diversity of our employees is a tremendous asset. We base employment decisions on merit, job qualifications, performance, and other business-related criteria and will make reasonable accommodations for the known physical or mental disabilities of an otherwise qualified applicant or employee. SunPower is committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination on the basis of race, creed, color, religion, national origin, sex, disability, sexual orientation, gender identity, age, or affiliation with a political, religious, union organization, or minority group and will comply with all applicable laws.

## **Harassment-Free Work Environment**

SunPower will not tolerate harassment of any kind. We expect all employees to behave in a respectful and professional manner at all times and avoid engaging in a disrespectful, hostile, violent, intimidating, threatening or harassing manner towards one another.

## ASKING QUESTIONS, RESPONDING TO CONCERNS, AND REPORTING VIOLATIONS

### Seeking Guidance

Situations that may concern a violation of ethics, laws, or this Code may not always be clear and may require difficult judgments. Anyone who is unsure about the appropriateness of an action should ask the following questions:

- Is it legal?
- Is it in line with this Code, and with SunPower's policies and values?
- How does it appear?
- How does it feel?
- Does it reflect positively on SunPower?

If the answer to any of these is "no" or "I don't know," you should ask for guidance in resolving the situation.

Remember, the Code cannot address every situation that SunPower and its Personnel may encounter. Accordingly, you should always seek guidance whenever you are unsure of how to proceed when you have concerns. You are encouraged to contact your immediate supervisor. However, if you are uncomfortable discussing the matter with him or her, or if the response to your query is insufficient, you should contact your local HR manager, your supervisor's supervisor (and up the reporting structure, as necessary), the Legal Department, or the [Compliance and Ethics Helpline](#).

### SunPower Compliance & Ethics Helpline

The [Compliance and Ethics Helpline](#) is available 24 hours a day, 7 days a week online or by phone to answer your questions on business conduct issues, policies, regulations and compliance with legal requirements. It also allows you to report known or potential violations of the law or this Code to SunPower. When making a report, the more information you can provide, the easier it will be for SunPower to investigate and appropriately respond to your report.

Reports may be made in multiple languages. An independent third party administers the Helpline, including web-based reports. Where permitted, you may report anonymously. Caller ID is never used and there will be no effort to trace your call.

The Helpline is committed to keeping your issues and identity confidential. Your information will be shared only with those who have a need to know, such as those involved in answering your questions or investigating and correcting issues you raise. If your information involves, finance, accounting, or auditing, the law may require that necessary information be shared with the Board of Directors.

For violations of accounting and audit matters in particular, please refer to the [Whistleblower Policy Regarding Accounting and Auditing Matters](#).

### Reporting Violations

You may report actual or possible violations of the law or this Code through any of the following channels:

- SunPower's [Compliance and Ethics Helpline](#);
- Any member of ELT;

- Your immediate supervisor;
- The appropriate Legal Counsel for your region, the General Counsel, or any other member of the Legal Department; or
- A member of Human Resources.

**Receiving Reports of Violations:** Anyone who receive a report of an actual or possible violation of this Code must:

- forward the report to SunPower’s [Compliance and Ethics Helpline](#);
- retain the report in confidence; and
- refrain from personally investigating the report.

**Failure to Report Violations:** Failure to report a violation of the law or this Code is itself a violation of this Code and may result in disciplinary action, including possible termination of employment.

### Cooperation

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

### Non-Retaliation

SunPower will not tolerate retaliation against any employee who makes a report in good faith about a violation or possible violation of applicable law or the Code, or who participates in any investigation conducted internally or by a government enforcement agency. Employees who believe that they have been subject to retaliation should promptly report it using appropriate reporting channels listed below. This non-retaliation policy applies to:

- all complaints received by the Company about accounting, internal controls, or auditing matters; and
- the reporting of information about any possible violation of applicable laws or the Code that the reporter reasonably believes has occurred, is ongoing, or is about to occur.

#### Q&A:

##### *What does non-retaliation mean?*

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

### **Consequences for Violating the Code**

Violating any law or this Code is a serious matter. If SunPower determines that an employee has violated the law or this Code, that individual will be subject to disciplinary action, including possible termination of employment, loss of employment-related benefits, and, if applicable, criminal or civil proceedings. Further, SunPower's incentive plans and programs require compliance with the law and this Code as a condition of participation and receiving an award. An employee who violates the law within the scope of his or her employment, or who commits a serious violation of this Code, is not entitled to incentive compensation, including annual or semi-annual cash bonuses, stock options, restricted stock units, or other awards, unless prohibited by law.

### **Waivers and Amendments**

Any waiver of this Code for executive officers or directors may be made only by the Audit Committee, or a Board committee consisting only of independent directors, and will be promptly disclosed as required by law or regulation. Amendments to this Code must be approved by the Audit Committee and amendments of the provisions in this Code (other than technical, administrative, or non-substantive changes) will also be promptly disclosed to the Company's shareholders.

## SunPower's Compliance and Ethics Helpline

### Web Addresses

Employees in countries outside of Europe	<a href="https://sunpower.alertline.com">https://sunpower.alertline.com</a>
Employees in Europe, other than Spain	<a href="https://sunpowereu.alertline.com">https://sunpowereu.alertline.com</a>
Employees in Spain	<a href="https://sunpowersp.alertline.com">https://sunpowersp.alertline.com</a>

### Country-Specific Toll-Free Numbers

United States	1-866-307-5679
Australia	1-800-658-107
Belgium	0800-7-7401
Canada	1-855-832-7249
Chile <sup>^</sup>	855-832-7249
China	10-800-711-0707, 10-800-110-0648
Dominican Republic	704-526-1166
France	800914368
Germany	0800-181-2932
Italy	800-788266
Japan	0066-33-830362, 00531-11-0129, 0034-800-900448
Malaysia	1-800-81-2601
Malta <sup>*</sup>	866-307-5679
Mexico <sup>+</sup>	855-832-7249
Morocco <sup>¶</sup>	855-832-7249
Philippines <sup>**</sup>	866-307-5679
South Africa <sup>***</sup>	55-832-7249
Spain	900-99-1219
Switzerland	0800-83-6101
United Arab Emirates <sup>^^</sup>	855-832-7249
United Kingdom	0808-234-0240

<sup>^</sup>Chile: Callers from Chile must first dial their country's access number and then dial the above-listed toll-free number for Chile. The access numbers for Chile are: 800-360-312 for ENTEL customers, 800-800-288 for Telefonica customers and 800-225-288 for Telmex customers.

<sup>\*</sup>Malta: Callers from Malta must first dial their country's access number, which is 800-90110, and then dial the above-listed toll-free number for Malta.

<sup>+</sup>Mexico: Callers from Mexico must first dial their country's access number, which is 01-800-288-2872, 001-800-658-5454 or 001-800-462-4240, and then dial the above-listed toll-free number for Mexico.

<sup>¶</sup>Morocco: Callers from Morocco must first dial their country's access number, which is 002-11-0011, and then dial the above-listed toll-free number for Morocco.

<sup>\*\*</sup>Philippines: Callers from the Philippines must first dial their country's access number and then dial the above-listed toll-free number for the Philippines. The access numbers for the Philippines are: 105-114 for Digitel, Globe, Philcom and Smart customers; and 1010-5511-00 for PLDT customers.

<sup>\*\*\*</sup>South Africa: Callers from South Africa must first dial their country's access number, which is 0-800-99-0123, and then dial the above-listed toll-free number for South Africa.

<sup>^^</sup>United Arab Emirates: Callers from the United Arab Emirates must first dial their country's access number and then dial the above-listed toll-free number for the United Arab Emirates. The access numbers for the United Arab Emirates are: 8000-555-66 for du customers and 8000-021 for all other callers.

## POLICIES AND REFERENCES

- 001-04870: Corporate Approval Policy
- 001-03113: Corporate Travel and Expense Policy
- 001-54792: Cash Control Policy
- 001-52428: US Immigration Policy (Inbound)
- 001-03088: Records Retention Policy
- s100998: Record Storage and Destruction
- s100932: Global Anti-Corruption Compliance Policy
- s101136: Whistleblower Policy
- 001-58774: Insider Trading Policy
- 001-58775: External Communications Policy
- s100997: Legal Hold Process
- s103415: Trade Secrets and Confidential Information Policy
- 001-64242: Information Systems Security Policy
- 001-64240: Information Access Control Security Policy
- 001-62158: Proprietary Information & Assignment Agreement
- 001-64244: Information Systems Acceptable Use Policy
- 001-64262: Acceptable Use of SunPower Information Resources and Processing of Personal Data
- s103411: IP Policy Statement
- s103412: IP Policy
- s103413: Patent Policy
- s103416: Trademark Policy
- s103414: Third Party Rights Policy
- 001-53587: Corporate Purchasing Card Policy & Procedure
- s103752: Gift and Entertainment Policy
- 001-72483: Global Endpoint (Laptop/Desktop) Software Compliance Policy
- s101886: SPML/SPRQ Purchasing Card Policy
- 001-64245: IT Administrator Acceptable Use Agreement
- 001-79296: IT Policy on Travel to High Espionage Risk Countries
- 001-78566: Corporate Per Diem Meals Policy
- 001-16296: Cash Investment Policy
- 001-64684: SPMM Contractors Safety and Environmental Policy
- 001-70608: Access Control Policy and Procedures
- s101135: Export Management and International Compliance Policy and Procedures
- s104892: U.S. Offices Emergency Action and Response Plan
- 001-05104: Corporate Reporting and Investigation of Incidents and Accidents

- s100510 – Data Breach Response  
Procedures
- 001-72013 – Information Disclosure
- 001-03260 – Supplier Qualification,  
Disqualification and Evaluation Procedures