

## **ENPHASE ENERGY, INC.**

### **ANTI-BRIBERY POLICY**

#### **INTRODUCTION**

Enphase Energy, Inc. (“Enphase”) must comply with the terms of the U.S. Foreign Corrupt Practices Act, as well as the UK Bribery Act and similar laws in other countries (collectively, “Anti-Bribery Laws”). Violation of Anti-Bribery Laws can result in severe civil and criminal penalties and reputational damage for both Enphase and individuals involved. Penalties for violation of Anti-Bribery Laws include unlimited fines for companies, and unlimited fines and imprisonment for up to fifteen years per violation for individuals. Purposeful ignorance will not shield an individual or entity from prosecution under Anti-Bribery Laws.

Enphase is committed to the highest standards of ethical conduct and full compliance with all Anti-Bribery Laws.

If you have any questions regarding this policy, or as to the propriety of any proposed payment or transaction, consult Enphase’s “Compliance Officer,” who is the head of the Legal Department.

#### **SCOPE**

This policy applies to all employees, directors, officers, contractors and consultants (collectively “Representatives”) of Enphase and its subsidiaries, each of whom is responsible for their own personal conduct. The policy also applies to agents, distributors, resellers, joint venture partners, and any other third parties acting on our behalf (collectively, “Business Partners”), wherever located.

#### **POLICY**

Enphase policy prohibits our Representatives and Business Partners from offering, promising, or giving anything of value or any advantage to another person or entity with the intent of inducing that person or entity to take any improper action, or rewarding that person or entity for taking an improper action. This prohibition applies to the use of Enphase, as well as personal, funds or assets. No Representative shall use Enphase assets to make any charitable or political contributions unless approved in advance by the Compliance Officer, and Representatives shall take care that any personal charitable or political contributions are not made for purposes that would be improper under this policy.

For purposes of this policy, the term “anything of value” includes not only cash, but items such as gifts, gift cards, electronic equipment, clothing, meals, entertainment, travel, lodging, transportation, loans, use of property or equipment, charitable contributions, and job offers.

The policy also requires that Enphase maintain books and records that accurately and fairly reflect our corporate transactions.

Representatives involved in retaining Business Partners are also required to have such Business

Partners certify compliance with this policy.

### **PERMISSIBLE PAYMENTS**

Certain payments to foreign officials may be permitted under some Anti-Bribery Laws. However, it can be very difficult to distinguish between payments that are legal and illegal. Therefore, every proposed payment to a foreign official must be approved by the Compliance Officer before such payment is made, and must be accurately documented as a business expense.

### **BUSINESS PARTNERS**

As discussed above, the prohibitions of Anti-Bribery Laws include corrupt offers, promises and payments made by Business Partners on a company's behalf. Representatives should be careful to avoid situations involving third parties that might lead to a violation of Anti-Bribery Laws. Before hiring any Business Partner to represent Enphase in any foreign country, the manager responsible must notify the Compliance Officer and obtain written approval.

All contracts with Business Partners that are to be carried out in whole or in part outside the United States, shall contain provisions mandating compliance with Anti-Bribery Laws, and shall include the Business Partner's agreement to certify compliance with this policy.

### **BOOKS AND RECORDS**

It is the responsibility of all Representatives and Business Partners to ensure that Enphase's books and records accurately reflect the transactions in which we participate. Any perceived failure of Enphase books and records to meet Anti-Bribery Laws' requirements, must be reported to the Compliance Officer.

### **ANNUAL CERTIFICATIONS**

All Representatives shall certify, on an annual basis, that they have reviewed and understood this policy, and will comply with it. New Representatives shall make such certification as part of their orientation process.

### **CONSEQUENCES OF NONCOMPLIANCE**

Failure to comply with any aspect of this policy or any Anti-Bribery Laws will be grounds for disciplinary action up to and including termination of employment or contract.

Enphase will seek to recoup any losses we might suffer as a result of a violation of this policy or Anti-Bribery Laws from the individual or entity who carried out the prohibited activity. In addition, noncompliance may subject a Representative or Business Partner to fines and imprisonment under Anti-Bribery Laws.

### **REPORTING**

Any Representative who believes that a violation of this policy has occurred must report it immediately to: their supervisor; the Compliance Officer, or anonymously via the Whistleblower

Hotline at (866) 388-3117 or <https://www.openboard.info/ENPH/>

Certain “red flag” situations may arise which may indicate a potential violation of Anti-Bribery Laws or this policy, including:

- payments to persons or entities outside the normal scope of business;
- doing business with a partner who has a family or business relationship with a government official;
- doing business with a partner who requests that its agreement with Enphase or payments under that agreement be kept secret, or who refuses to identify its owners;
- a government customer who insists that Enphase use a particular consultant;
- a Business Partner requests fees that are out of line with industry standards, submits inflated or inaccurate invoices, refuses to submit details related to the work performed, or seeks payment in cash;
- a Business Partner requests exorbitant travel and entertainment expenses or gifts for foreign officials;
- a Business Partner requests authority to make agreements with third parties without Enphase’s approval;
- payments are not recorded in Enphase’s records in a way that accurately reflects the nature of the payment;
- requests for unusual payment or financial arrangements, such as payments to a numbered bank account or to accounts in countries other than where the Business Partner is located or the business is to be performed;
- a history of or reputation for corruption in the country; or
- a close relationship between the Business Representative and the foreign government or contracting individual