



EL ESPINAL “XTIPA BII” WIND FARM

JUCHITAN “BII NISA” WIND FARM

EOLICA DEL SUR CODE OF CONDUCT



ENERGIA EOLICA DEL SUR S.A.P.I. DE C.V.

Paseo de las Palmas #735-301 Col. Lomas de Chapultepec, III-Sección; Del. Miguel Hidalgo.
C.P. 11000, México D.F.

INTEGRATED SOCIAL MANAGEMENT PLAN

In order to encourage a positive relationship based on mutual trust and constant communication between the Project and the Stakeholders (mainly those of El Espinal, Juchitán, Asuncion Ixtaltepec and Ciudad Ixtepec communities), Eolica del Sur shall adopt a code of conduct designed to provide guidance for all personnel and staff related to the project, each of whom is expected to maintain high ethical standards of conduct and to comply fully with all Applicable Laws during the performance of the Works.

The code of conduct shall consist of general principles determining the rules for acceptable ethical behavior with an emphasis on interaction with Local Communities. The code of conduct will establish the standards to be followed all personnel to preserve the Project reputation.

In case of any doubt, the staff shall consult Eolica del Sur Management about the conduct that should be adopted.

Eolica del Sur shall cause all personnel and staff to:

- Perform all Works in a manner consistent with the applicable World Bank Guidelines and the Voluntary Principles on Security and Human Rights
- Behave in ways that promote mutual respect between those involved in the Project and all Stakeholders.
- Not hold any public office or have any powers of a Governmental Authority that Eolica del Sur determines, in company's sole judgment, could cause a conflict of interest to the Project.
- Not use/consume illegal drugs.
- Not use/consume or keep any kind of alcoholic beverages on the Site or the Transmission Line Site.
- Refrain from any form of harassment or abuse, whether direct or indirect, physical or psychological, verbal or nonverbal.
- Protect and preserve wildlife and cultural heritage. No animal, birds, plants and/or fruits shall be collected, possessed, purchased or sold if prohibited by Applicable Laws.
- To promptly inform Eolica del Sur representatives of any encounter on the Site or the Transmission Line Sight with findings pertaining to cultural heritage.
- Uphold fundamental human rights and respect cultures, customs and values in dealings with employees and others who are affected by their activities.

INTERACTING WITH COMMUNITIES

During interaction with Local Communities and Stakeholders, personnel shall not, and shall cause all staff not to, make commitments on behalf of the Project, other than commitments made in accordance with the provisions of the Stakeholder Action Plan or as otherwise adopted by Eolica del Sur and notified to all Suppliers and that could not reasonably be misunderstood or could not reasonably be expected to create false expectations; provided that Supplier and the other Supplier Responsible Parties may, with the prior written consent of the Eolica del Sur (not to be unreasonably withheld, conditioned or delayed) contract with Landowners adjacent to the Site to allow for Access Roads to the Site.

Eolica del Sur shall, and shall cause the Supplier and Responsible Parties, to:

- Prevent personal issues from interfering with, or being in contravention of, their obligations to perform the Work. Supplier shall promptly report any such Conflict to Buyer.
- Treat each other Supplier Responsible Party, all Eolica del Sur personnel and all people from the Local Communities with courtesy, fairness and equity, including showing respect for the opinions of others.
- Engage in conduct that is non-discriminatory on the basis of gender, race, disability, social or economic background, ethnic background, religion, marital status, sexual preference, union affiliation or political conviction.
- Not demand or accept any bribes. Personnel shall inform to Eolica del Sur of any situation in which a Supplier Responsible Party has received or requested a bribe.
- Avoid behavior that may be reasonably perceived as harassing, intimidating, overbearing, bullying or physically or emotionally threatening.
- Refrain from acting in a way that would unfairly harm the reputation and career prospects of other employees.
- Be responsive, courteous and prompt in dealing with other employees, clients, and members of the community.
- Refrain from insulting the personal beliefs of other employees and community members and accept their legitimate right to practice their beliefs and customs.
- Carry out official directions and policies in a faithful, impartial and transparent manner;

- Refrain from any conduct including alcohol or substance abuse or misuse, which could adversely affect personal work performance or the safety and well-being of others, especially within the community
- Avoid the use of inappropriate language when interacting with community members, representatives or Governmental Authorities.
- Not engage in any corrupt practices.

Neither Supplier nor any Subcontractor shall enter into any written agreement or contract with any Landowner or occupant of real property at or adjacent to the Site or the Transmission Line Site without the prior written consent of Eolica del Sur Senior Management, not to be unreasonably withheld, conditioned or delayed.

All personnel shall in good faith cooperate with the Eolica del Sur and its community relations consultants in their attempts to create and execute plans and proposals for community relations. For the avoidance of doubt, this cooperation shall not include investments of any kind by Supplier.

Eolica del Sur shall cause the Supplier and Supplier Responsible Party to, use commercially reasonable efforts to conduct the Work and its affairs in a manner that does not cause conflict with the Local Communities or the Local Unions.