

ads-tec Energy plc

Group Charter

WHISTLEBLOWER POLICY AND PROCEDURES

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Version	Date	Author	Changes
1.0	22.12.2021	N.N.	Creation and release of first
1.1	08.08.2023	CnTh	Update of policy due to introduction of the whistleblower system and the digitalisation of the process
2.0	20.09.2023	CnTh	Change of effective date and Board approval date; copy page for receipt confirmation to company
2.1	9.10.2023	CnTh	Supplements in the case of no chairman of the audit committee; change of effective date and board approval date

WHISTLEBLOWER POLICY AND PROCEDURES

Effective date: 16th October 2023

Last update: 8th August 2023

ADS-TEC ENERGY PLC, (the "Company") and the corporate group comprised of the Company and its direct and indirect subsidiaries (the "Group") are committed to high business and ethical standards. In line with this commitment, the Board of Directors (the "Board") of the Company have established the following Whistleblower Policy and Procedures for:

- (i) receipt, retention and treatment of any concerns, issues or complaints (collectively "Concerns") regarding: (1) accounting, financial, internal controls, and auditing matters; and (2) legal, compliance or regulatory matters (1 and 2 collectively, "Reportable Matters"), and
- (ii) submission of Concerns by any employee, service provider or consultant of the Company (each a "Party") regarding Reportable Matters.

1 Whistleblower and Reporting Procedure

Any Party having Concerns may report such Concerns to the Chairman of the Audit Committee or, if not designated, to the Audit Committee itself. Report of Concerns may be submitted in writing, by whistleblower reporting system, or by e-mail, telephone or in-person, at the option of the reporting Party. Reports may be anonymous at the option of the reporting Party, in the guaranteed case via the whistleblower reporting system. Reporting Parties who are willing to provide their names should indicate if they want their names kept confidential. Any Party may submit Concerns under this Whistleblower Policy.

This procedure governs allegations by any employee, volunteer, vendor, or agent who reports suspected illegality, fraud, abuse, or violations of law (including those described above). Open and accessible lines of communication are essential to the effectiveness of the Company's compliance program. Employees are encouraged to ask questions about policies or practices that they do not understand and are also encouraged to report suspected violations of laws and/or Company policies. **Any of the following resources may be used for questions or for reporting suspected misconduct and all employees are encouraged to do so:**

- Encrypted Whistleblower System
 - Link for external whistleblowers is made available on the website under "Contacts",
 - Link for internal whistleblowers is made available on the intranet,
 - Barcode printouts will be displayed in the branches to lead employees who do not have a PC directly to the reporting page,
- The Company's Compliance Officer, or
- The Company's Chief Executive Officer.

Employees are also free to report perceived violations to appropriate law enforcement authorities. The letter or e-mail (each a "Communication") should contain as much specific detail as possible to allow for proper assessment. The Communication should be candid and include all of the information that the Party knows regarding the Concerns. To the extent possible, the Communication should include sufficient corroborating information to support the commencement of an investigation.

The Company may, in its reasonable discretion determine to not commence an investigation if the Communication contains only unspecified or broad allegations without appropriate support.

2 Scope of Matters Covered by These Procedures

These procedures relate to Concerns relating to any Reportable Matters including, without limitation, the following:

- (i) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- (ii) fraud or deliberate error in the recording and maintaining of financial records of the Company;
- (iii) deficiencies in or noncompliance with the Company's internal controls over accounting or financial reporting;
- (iv) misrepresentation or false statement to or by an officer, accountant or external auditor regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- (v) deviation from full and fair reporting of the Company's financial condition or results of operations; and
- (vi) non-compliance with applicable legal, compliance and regulatory matters.

3 Treatment of Concerns

Upon receipt of any Communication, the Chairman of the Audit Committee or another suitable person, if so designated by the Chairman of the Audit Committee or, in his or her absence, by the Audit Committee (each an "Investigating Officer"), shall make a determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing a formal investigation. The determination by the Investigating Officer will be provided to the Party who sent the Communication (and even if the anonymous option has been selected when the whistleblower reports via the digital system, the information is provided via the Whistleblower Reporting System - the whistleblower receives a unique code that ensures the anonymous exchange of information) to the Audit Committee and to relevant management.

If the Investigating Officer determines that a reasonable basis exists for commencing a formal investigation, the Investigating Officer will promptly notify the Audit Committee. The Audit Committee will then determine, in its reasonable judgment, whether to commence a formal investigation. If the Audit Committee decides that a formal investigation is warranted, it will instruct the Investigating Officer to proceed with such formal investigation. The Audit Committee shall ensure coordination of the investigations and shall have overall responsibility for the implementation of this policy. The Audit Committee shall have the authority to retain outside legal, accounting or other relevant expertise in any investigation, as it deems necessary to conduct the investigation in accordance with its Charter and this policy.

At each meeting of the Audit Committee or Investigating Officer shall present a report containing the following information with respect to each Communication received during the quarter: a description of the Communication; whether or not the Communication resulted in the commencement of a formal investigation; and the status of each formal investigation.

4 Corrective Action

The Audit Committee, with the input of the Investigating Officer and Company management, if requested, will determine the validity of Concerns and the appropriateness of any corrective actions. It is the responsibility of the Audit Committee to report to the Board of Directors and to management any non-compliance with accounting, legal, compliance or regulatory requirements, and to assure that the Company takes appropriate corrective action. Directors, officers and employees that are found to have knowingly materially violated any laws, regulations or Company policies may be subject to disciplinary action.

5 No Retaliation

This Policy and Procedures is intended to enable individuals to raise Concerns for investigation and appropriate action. With this goal in mind, consistent with the policies of the Company, the Audit Committee or Investigating Officer shall not retaliate or tolerate any retaliation by management of the Company directly or indirectly, including encouraging retaliation by others, against anyone who, in good faith, makes a report of a Concern or provides assistance to the Audit Committee, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating a report of a Concern. If the Investigating Officer or Chairman of the Audit Committee becomes aware of a retaliatory action against a reporting person, the Investigating Officer or Chairman of the Audit Committee shall inform the Audit Committee of such action.

Nothing in this Policy and Procedures shall limit the authority of the Company to discipline, penalize, suspend or terminate any employee for good and sufficient reasons, which reasons shall not include having in good faith made a report of a Concern or provided assistance to the Audit Committee, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating such report. A person's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Concerns or any ensuing investigation.

6 Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The Investigating Officer or Chairman of the Audit Committee shall take reasonable steps necessary to protect the identity of any person making a report of a Concern so as to prevent any officer, employee, contractor, sub-contractor or agent from being in a position to take any retaliatory action against such person making such report, including encouraging others to take retaliatory action. In no event will information be released to persons without a specific need to know about the Communication.

7 The Employee's Role in Compliance

The Company expects every employee to adhere to the following:

- (i) **Conduct all business activities with integrity and apply these compliance guidelines to his/her work.** Know the laws, policies, and standards that apply to his/her specific job and level of responsibility. Do not be afraid to ask questions if unsure. Know that the Company will never expect employees to violate any laws or any ethical standards of their profession.
- (ii) **Report potential violations of laws or the Company's policy.** Employees should consult with their supervisor or any member of management with questions and/or concerns about the legal or policy implications of any situation. Do not assume that senior management is aware of a situation or does not care about an issue.
- (iii) **Report exclusions and convictions.** Employees must inform their supervisor, the SVP, or Human Resources if they are convicted of a felony, have sanctions against their professional license or are informed by the Office of Inspector General ("OIG") that they are no longer eligible to participate in federal or state funded healthcare programs or contracts.

8 Special Note for Supervisors and Managers

Not only are supervisors and managers responsible for their own actions and compliance, but supervisors and managers must ensure that those employees who report directly to them understand and apply Company policy and these compliance guidelines. Supervisors and managers must:

- (i) **Be Proactive.** Supervisors and managers must make sure employees are properly trained and understand their obligations.
- (ii) **Be Available and Receptive.** Supervisors and managers must maintain an “open door” policy and make it clear that they are open to employee questions or concerns about compliance issues.
- (iii) **Be Responsive.** Supervisors and managers must take swift and appropriate action when a suspected violation is brought to their attention. Supervisors and managers must take employee reports seriously and follow up with them.
- (iv) **Do Not Allow Retaliation.** Supervisors and managers must ensure that anyone who, in good faith, reports a suspected violation is not subject to retaliation.

9 Retention of Complaints and Documents

The Chairman of the Audit Committee or, in his or her absence, a member of the Audit Committee will maintain a log of all Communications, tracking their receipt, investigation and resolution - the Whistleblower Reporting System is used for this purpose. All Communications will remain confidential to the extent possible. All documents relating to the Communications and the investigations stored in the whistleblower reporting system shall be maintained and available for a minimum of seven years after the closure date of a case. After three years, all documents will be archived.

Personal data will be retained for as long as is necessary for the clarification and final assessment and beyond that, insofar as country-specific legal, contractual or statutory retention periods exist.

After the conclusion of the investigation processing and the procedure, the data and documentation are deleted or anonymized in accordance with the state-specific legal requirements - according to the Whistleblower Protection Act of May 31, 2023 (BGBl. 2023 I No. 140) § 11 para. 5, this is 3 years. The documentation may be kept longer in order to meet the requirements under the HinSchG or other legal provisions, as long as this is necessary and proportionate. In the case of anonymization, the reference to your identity as a whistleblower is permanently and irreversibly removed.

10 Date of Most Recent Board Consideration

This revised Whistleblower Policy was approved by the Board on October 13, 2023.



ACKNOWLEDGEMENT OF RECEIPT (for employee)

I acknowledge receipt of my personal copy of the Company’s Legal Compliance and Whistleblower Protection policies. I understand that it is my responsibility to read, become familiar with, and abide by the rules and guidelines contained in these policies. I understand and agree that the Company reserves the right to interpret, apply, alter, amend, modify, or discontinue any of the policies and benefits described at any time and that I shall be bound by such change. I further understand that management retains the right to apply the provisions of these policies with flexibility as it alone deems appropriate.

I understand that my employment with ads-tec Energy GmbH (the “Company”) can be terminated by either the Company or myself under the existing contractual and legal conditions. I further understand that these policies do not constitute any contract of employment between the Company and me and that no supervisor or representative of the Company other than the Chief Executive Officer has any authority to enter into any agreement for employment for any specific time.

I understand that if I have any questions regarding these policies or the information contained in it, I may discuss them with Human Resources or Compliance Office.

Employee’s Name (printed): _____

Employee’s Signature: _____

Date: _____

ACKNOWLEDGEMENT OF RECEIPT (for company)

I acknowledge receipt of my personal copy of the Company’s Legal Compliance and Whistleblower Protection policies. I understand that it is my responsibility to read, become familiar with, and abide by the rules and guidelines contained in these policies. I understand and agree that the Company reserves the right to interpret, apply, alter, amend, modify, or discontinue any of the policies and benefits described at any time and that I shall be bound by such change. I further understand that management retains the right to apply the provisions of these policies with flexibility as it alone deems appropriate.

I understand that my employment with ads-tec Energy GmbH (the “Company”) can be terminated by either the Company or myself under the existing contractual and legal conditions. I further understand that these policies do not constitute any contract of employment between the Company and me and that no supervisor or representative of the Company other than the Chief Executive Officer has any authority to enter into any agreement for employment for any specific time.

I understand that if I have any questions regarding these policies or the information contained in it, I may discuss them with Human Resources or Compliance Office.

Employee’s Name (printed): _____

Employee’s Signature: _____

Date: _____