

ACUITY INTERNATIONAL CORPORATION

ETHICS COMMITTEE CHARTER

I. PURPOSE

The Ethics Committee (the “Committee”) is established by the Board of Directors (the “Board of Directors”) of Acuity International (the “Company”) to oversee the Company’s Ethics and Compliance function and the Company’s compliance with legal and regulatory requirements. The Committee will review the Company’s implementation of its Code of Business Conduct and Ethics and monitor related training and awareness initiatives. The Company’s Chief Compliance Officer will report directly to the Committee any allegations or the results of investigations that present significant legal risk. The Committee will exercise oversight to ensure such matters are remediated as appropriate.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall consist of three or more members.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification, or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet prior to each meeting of the Board of Directors and additionally as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee may conduct regular private sessions with the Chief Compliance Officer as deemed appropriate.

Subject to specific rules on committees set forth in the Company's bylaws, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of its stated purpose and business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to review any matter of interest or concern that the Committee deems appropriate in light of its stated purpose and responsibilities and may, in its sole discretion, retain, obtain the advice of and terminate any consultant, outside legal counsel or other adviser for this purpose. The Committee shall be directly responsible for the appointment of any such consultant, outside counsel or other adviser retained by the Committee and shall have the authority to approve the fees payable to any such adviser and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel, or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall have the following authority and responsibilities:

1. Provide guidance and oversight to the Company's Chief Compliance Officer ("CCO") who reports directly to the Committee on matters relating to ethics, compliance, and business conduct.
2. Review Company policies and practices and monitor legal and regulatory compliance and, when appropriate, report and make recommendations to the Board of Directors with respect to policies and practices including those involving:
 - reporting and investigating concerns and anti-retaliation;
 - government contracting and procurement;
 - anti-corruption and foreign and domestic consultants and representatives;
 - environmental protection;
 - health and safety of employees;
 - human rights;
 - export control;
 - government relations and legislative policy; and,
 - oversight of compliance with legal and regulatory requirements (except matters relating to financial reporting, accounting, internal accounting controls and auditing under the authority of the Audit Committee).
3. Review, monitor and provide recommendations to the Board of Directors regarding the Company's ethics and compliance programs and policies.
4. Review allegations of misconduct by the Company's executive leadership team and ensure that investigations relating to allegations against the CEO, General Counsel, and CCO are conducted by qualified outside counsel reporting directly to the Committee, unless the Committee decides otherwise.
5. Review and monitor the Company's government relations strategy and the manner in which the Company conducts its government relations activities, including the Company's policies and practices with respect to political contributions and lobbying.
6. Review and make recommendations to the Board of Directors regarding stockholder proposals relating to government relations (including political contribution activities), corporate responsibility, public policy and public interest matters.
7. Monitor compliance by employees of the Company with all provisions of the Company's Code of Business Conduct and Ethics, other than with respect to provisions relating to financial reporting, accounting, internal accounting controls and auditing matters.
8. Oversee management of such risks as may be assigned periodically to the Committee by the Board.
9. Report regularly to the Board of Directors including:

- following meetings of the Committee. and
- with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

10. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation from time to time of the performance of the Committee and its members, including by reviewing its compliance with this Charter. In addition, the Committee shall review and reassess from time to time the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

*Approved by the Committee
December 2020*