

GRID INFRASTRUCTURE INC.

REGULATION FD POLICY

I. Regulation FD

The Securities and Exchange Commission (the “SEC”) adopted Regulation Fair Disclosure (“Regulation FD”) to prohibit the selective disclosure by issuers of material nonpublic information to securities market professionals or holders of the issuer’s securities who may trade on the basis of such nonpublic information, including but not limited to (1) broker-dealers and persons associated with them, including investment analysts, (2) investment advisers, certain institutional investment managers and their associated persons, and (3) investment companies, hedge funds, and affiliated persons. Information is material if it is likely that a reasonable stockholder would consider it important in making an investment decision. Possible material information or events include, but are not limited to:

- Earnings information and quarterly results.
- Mergers, acquisitions, tender offers, joint ventures, or changes in assets.
- Equity or debt financings or developments regarding equity or debt financings.
- Changes in auditors or auditor notification that the issuer may no longer rely on an audit report.
- Guidance or statements on earnings estimates.
- Events regarding the issuer’s securities (such as defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of stockholders, public or private sales of additional securities or information related to any additional funding).
- Bankruptcies or receiverships.

Regulation FD mandates that issuers that intentionally provide material nonpublic information to securities professionals or such holders must release such information concurrently to the public and, if such information is provided to such securities professionals or holders unintentionally, the issuers must disseminate, promptly, but in no event after the later of (i) 24 hours or (ii) the start of the next day’s trading on the New York Stock Exchange (“NYSE”), such information to the public at large. If, for example, an unintentional selective disclosure of material nonpublic information is discovered after the close of trading on Friday, then the issuers must release such information to the public by the beginning of trading on NYSE on Monday.

II. Policy

It is contrary to this Regulation FD Policy (this “Policy”) to engage in any selective disclosure in violation of Regulation FD. Directors, officers, and other employees are prohibited from disclosing material nonpublic information to securities analysts, fund managers, media, stockholders of GRID Infrastructure Inc. (the “Company”) and others who are not bound by a

duty of confidentiality to the Company (generally referred to in this Policy as the “investment community”) without simultaneously disseminating the information to the public in accordance with this Policy (provided that, for the avoidance of doubt, and notwithstanding anything to the contrary contained herein, directors of the Company may disclose material nonpublic information to their employers provided such employers maintain such information in confidence and do not trade in securities of the Company on the basis of such information). Violations of this Policy are subject to enforcement actions by the SEC and may constitute grounds for removal from one’s position or termination of employment. All directors, officers, and other employees shall assist the Company in meeting its obligations under this Policy.

III. Scope

This Policy applies to all communications by directors, officers and other employees of the Company with the investment community, whether such communications are made directly, at investment conferences, on conference calls or otherwise. Although Regulation FD does not apply to communications with the media, it is the Company’s policy to publicly disclose material information before engaging in discussions with the media relating to that information.

IV. Compliance

1. Company Spokespersons

Only the Chief Executive Officer and the Chief Financial Officer of the Company (together, the “Company Spokespersons”) are authorized to communicate with the investment community, unless one of the Company Spokespersons authorizes disclosure by another employee in advance. While others may be designated in writing from time to time to speak on behalf of the Company, it is essential that the Company Spokespersons and the General Counsel have knowledge of the information being disseminated by those individuals to facilitate the Company’s compliance with other applicable legal and regulatory requirements in its external communications. Directors, officers, or other employees must avoid discussions with the investment community.

2. Day-to-Day Communications

Inquiries from the investment community and members of the media to Company personnel other than Company Spokespersons must be forwarded to a Company Spokesperson. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from a Company Spokesperson. Further, to the extent practicable, Company Spokespersons should contact the General Counsel and external counsel before engaging in such conversations in order to review as much of the substance of the intended communication as possible, including slides and other prepared materials.

3. Quiet Period

The Company will observe a “quiet period” beginning one week prior to the planned filing of a Form 10-Q or Form 10-K. During the quiet period, management may not engage in formal

or informal discussions with the investment community. However, answers to fact-based questions may be answered via email by a Company Spokesperson upon request. Exceptions may occur at the Company's discretion based on need to discuss breaking news or otherwise. In addition, during the quiet period, Company Spokespersons may, on a case-by-case basis, meet with potential investors or attend investor conferences to discuss the Company's business, provided that any information provided at such meetings has previously been publicly disclosed by the Company.

4. Analyst Meetings/Conference Calls

All analyst conference calls to discuss quarterly and annual financial and business information should be simultaneously broadcast via webcast or telephone conference call to all interested members of the public. Appropriate advance notice of the meeting, and the simultaneous broadcast, should be made in a press release or other method of communication in compliance with Regulation FD.

5. Earnings Calls and Press Release

Adequate advance public notice must be given of any quarterly earnings conference calls or webcasts. Notice shall include a press release issued to all major news wires and a posting on the Company's website with information including the date, time, telephone number and webcast URL for the earnings call. The press release must also state the period, if any for which a replay of the webcast will be available.

A quarterly earnings conference call or webcast must be open to analysts, media representatives and the general public. Any such conference call must be recorded and kept by the Company for at least one year. The Company will make certain that the date of the conference call and the oral forward-looking statement safe harbor legend is recited at the beginning of the call or webcast and included in the recording.

In addition, the Company will include on its archive site the forward-looking statement safe harbor language for written communications. Web replay of such a call must be available for at least seven days after the conference call.

Earnings press releases will be released to a nationally recognized distributor of press releases, furnished to the SEC on a Form 8-K, and posted on the Company's website at or prior to the commencement of any meeting/call as determined by the Chief Financial Officer and in compliance with applicable SEC and NYSE rules.

6. Guidance

Guidance, and modifications to prior guidance, may be provided in the earnings press release. Generally, the Company will not update this guidance or provide additional guidance during the quarter, except as deemed necessary by the Chief Financial Officer and Chief Executive Officer in consultation with the Audit Committee of the Board of Directors of the Company and then only in a public forum in accordance with Regulation FD. If any analyst inquires as to the

reliability of prior guidance or the Company's intention to update guidance, a Company Spokesperson should respond that it is the Company's policy not to comment on guidance during the quarter. If any analyst inquires as to the reliability of a previously, publicly disseminated projection, the Company Spokesperson should follow the "no comment" policy.

7. Approval of Press Releases, Presentations and Other Public Communications

All press releases, presentation materials (slides, etc.) at investor conferences and meetings, and other public communications must be reviewed and approved in advance by the Chief Executive Officer and legal counsel. Similarly, no approval shall be given to any third party (such as a partner, customer or supplier) to issue a press release or make any other public disclosure about the Company (such as an alliance, acquisition, or other contractual arrangement) without the prior approval of the Chief Financial Officer.

8. Communications with Analysts

When asked to review analyst draft reports, Company Spokespersons should limit review and comment to the following:

- Correcting historical factual information only;
- Pointing out information that is in the public domain;
- Providing non-public information that Company believes is clearly not material;
- Discussing generally the factors that might influence the underlying assumptions used for future projections; and
- Not embracing or commenting on long-term projections or conclusions.

Company Spokespersons should not review earnings models and may not endorse or adopt revenue or earnings projections made by the investment community.

9. Responding to Rumors

The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, Company Spokespersons should state only that it is Company policy not to comment on rumors. If the source of the rumor is found to be internal, the Chief Executive Officer should be consulted to determine the appropriate response.

10. Use of Social Networks

Use of social networks, including corporate blogs, employee blogs, Facebook, LinkedIn, Twitter, YouTube and any other non-traditional means of communication to disclose material nonpublic information is considered selective disclosure and would not satisfy Regulation FD.

11. Inadvertent Disclosure

In the event of an inadvertent disclosure of information that might be considered material nonpublic information, the disclosing person will consult immediately with the Company

Spokespersons and the Company's outside legal counsel to determine whether prompt dissemination of such information is required. Any prompt public disclosure following an inadvertent disclosure will be made as soon as reasonably practicable (but no later than 24 hours thereafter or the beginning of the next trading day) after an officer of the Company learns of the disclosure and that it was both material and nonpublic.

12. Cautionary Language

All press releases, presentation materials and other written statements relating to the Company's future performance, including all disclosures of forward-looking statements, will include cautionary language or disclaimers that identify important factors that could cause the Company's actual results to differ materially from any expected results or other forward-looking information. Cautionary language will be prominently disclosed on the Company's website adjacent to any transmission of presentations or meetings which include such information and that the Company posts on its website. Cautionary language will also be provided on an oral basis at earnings conference calls and other oral presentations encompassing forward-looking information about the Company. In those forums, the statement should reference written materials, usually SEC filings, which identify the important factors that could cause the Company's results to differ materially from those described in the forward-looking statements. In connection with a completed meeting or conference call, the cautionary language will be revised as appropriate to address matters raised at the meeting or conference call that were not anticipated in advance.

V. Additional Guidance

Any person who has a question about this Policy or its application to any proposed transaction may obtain additional guidance from the Chief Financial Officer or the General Counsel.

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