



CODE OF CONDUCT

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Replaces: This is the first version prepared jointly for Panama and Costa Rica

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INITIAL CONSIDERATIONS

EnfraGen, LLC and each of its subsidiaries and affiliates in Panama and Costa Rica (collectively, "EnfraGen" or the "Company"), are committed to moral conduct, ethical behavior, and operating within the framework of the letter and spirit of the law. This Code of Conduct, Conflicts of Interest, and Ethics Policy (the "Code of Conduct" or "Code") shall be binding on the Company's employees, officers, and directors, as well as any consultants, agents, contractors, vendors, third parties, joint venture partners, and other individuals or entities operating on behalf of the Company (collectively, "Team Members").

The Company recognizes that it is not possible to document a Code of Business Conduct and Ethics that can define proper conduct and ethical behavior for every situation that may arise. However, as a general policy, the Company expects Team Members to always act with honesty and integrity.

The Code provides a set of basic principles to guide Team Members regarding the behaviors expected of them. In addition to compliance with the Code, Team Members must comply with all other procedures and policies of the Company (as amended and reformulated, and together with all new policies and procedures to be implemented by the Company in the future, the "Company Policies"). It is important that you carefully read this Code and understand the principles described in this Code, as you must comply with them. If you have questions about the Code, please direct them to EnfraGen's Legal or Human Resources Team.



Taking action to prevent problems is part of our company culture. If you observe potentially illegal or considered as an unethical conduct, you should report your concerns to your direct supervisor, the CEO of Central America, the Legal or Human Resources Team, through the transparency line or by accessing the Incident Reporting and Investigation link of the Navex system. If you report in good faith what you suspect to be illegal or unethical activities, you should not worry about retaliation from others. Any Team Members involved in retaliation may be subject to serious disciplinary action by the Company.

For Central America, reports can be made through the following communication channels:

Panama:

Transparency Line: (833) 800-0109

Incident Reporting and Investigation Link: enfrogenpanama.ethicspoint.com

Costa Rica:

Transparency Line: (800)-460-0023

Incident Reporting and Investigation Link: enfrogencostarica.ethicspoint.com

You will also be able to access the Incident Reporting System through the EnfraGen website via the Navex system or by submitting your report to the following email address:
etica.centroamerica@enfrogen.com

Failure to comply with the guidelines addressed in this Code will result in disciplinary action, including the possibility of dismissal where appropriate. If you encounter or are confronted with a situation that you believe violates or leads to a violation of this Code, you are urged to follow the guidelines outlined in Section VIII of this Code.

GENERAL ETHICAL PRINCIPLES

The following guidelines are the standard for governing our behavior:

- Everyone must understand that integrity is a personal responsibility.
- Each must comply with the Company Policies, Company agreements, and all applicable laws of Panama, Costa Rica, the U.S., local jurisdictions, and each of the countries in which we operate.
- Everyone is responsible for knowing what ethical behavior is in the places where we operate and asking for clarification when necessary.
- Everyone should promote ethical behavior and understand that the appearance of any unethical behavior should be avoided.
- The highest standards of ethics must govern all activities with clients we serve.
- No one shall take advantage of anyone through manipulation, cover-up, insider trading, misrepresentation of facts, or any other unfair practice.



A potential conflict can occur at any time, on or off the clock. When conflict arises, the pressures and unique nature of each situation can make it difficult to make the right decision. In these situations it is important to use the ethical criteria, the guidance provided in this Code and to ask yourself the following questions to help define the best plan of action:

1. Will someone's life, health, or safety be endangered?
2. Is the action legal, both in the country where I operate and in the United States?
3. Do I have all the relevant facts?
4. are this code and other company policies being complied?
5. Is the action consistent with the Company's values and culture?
6. Can the action appear inappropriate to third parties from another cultural or legal perspective?
7. Does it support a valid goal for the business?
8. Have I considered other options and the consequences of each?
9. Have I sought input from my supervisor, the President of EnfraGen, the CEO of Central America, the Legal or Human Resources Team?

SPECIFIC POLICIES

I. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company shall conduct its business in accordance with applicable laws and regulations in accordance with the highest ethical principles. This commitment helps ensure our reputation for honesty, quality, and integrity.

II. CONFLICTS OF INTEREST

Each person shall deal with suppliers, customers, and other persons doing or seeking to do business with the Company in a manner that precludes consideration of personal advantage or that might otherwise be or appear inappropriate and inconsistent with the Company's interests. A "Conflict of Interest" exists when a person's private interest, financial or non-financial and independent of dollar value or amount, interferes in any way with the Company's interests or could be perceived as influencing its decisions, actions or presentations made on the name of the Company.

Examples of potential conflicts of interest:

- Accept tangible or non-tangible gifts or personal benefits from a company or provide them to the potential partner of the Company, such as: free travel or loans (in addition to loans made by a financial institution in the ordinary course of its business);
- Work or volunteer for an organization that would benefit from receiving confidential information exclusive to Company's members or whose services or efforts are in direct conflict with the Company's programs or mission;
- Use your position within the Company for personal gain (whether your own or that of others with whom you are associated) in a personal, family, or business relationship. It results in personal benefit not only in cases where the Team Member or a family member has a significant



percentage of ownership in a company with which the Company does business, but also when a Team Member or family member receives a return, refund, substantial gifts, or special consideration as result of any transaction or business dealings involving the Company; or

- Take actions or have interests that may hinder the performance of their work for the Company in an objective and effective manner. Please refer to the Company's separate Anti-Corruption Policy.

Specific "conflict of interest" policies include, but are not limited to:

1. Other Employment: Unless authorized by the Company, you shall devote all of your time and energy to the Company and shall not engage in any other business activity without the prior consent of your direct supervisor and/or the CEO of Central America.
2. Corporate Opportunities: Team Members have a duty to the Company to promote the legitimate interests of the Company when the opportunity to do so presents itself. Team Members are prohibited from: (1) personally taking advantage of opportunities owned by the Company through the use of Company's information or their position, (2) using corporate property, information or their position for personal gain, or (3) competing with the Company either directly or indirectly.
3. Receipt of Gift, Favors, or Gratuities: Team Members may not receive from a person with whom the Company does or wants to do business gifts, favors, or gratuities in excess of a modest value ("Gifts"), if the gift, favor, gratuity can reasonably be construed as an improper attempt to influence the recipient's decisions or actions. When a Team Member receives a gift that violates this policy, it must be returned to the donor and reported to the Legal or Human Resources Team. With respect to the giving of gifts, please refer to the separate Anti-Corruption Policy.

By adopting the above policy, the Company recognizes that some business dealings include certain business and social amenities that are business activities and expenses. As a general principle, participation in activities such as sharing meals, food, or beverages with business associates, attending receptions and business functions, accepting or sharing transportation for business purposes, receiving cards and gifts with a face or modest value in conjunction with a holiday or other special occasion, receiving marketing items that are generally distributed to a broad business audience, and social or commercial services Similar ones are within the boundaries of business etiquette and commercial property. The receipt of items that do not fall into these categories or that have more than modest value will rarely be consistent with this Code and will be reviewed and approved by the President of the Company or his designated agent. To some extent, the concept of "modest value" is a relative term that will depend on the recipient, the type of item, and the circumstances in which it is delivered or received.

4. Protection and Proper Use of the Company's Assets: Collectively, Team Members have the responsibility to safeguard and make proper and efficient use of the Company's assets. Each of us have an obligation to prevent the loss, damage, theft, embezzlement, or destruction and misuse of the Company's property. The theft, loss, misuse, neglect and waste of the Company's assets has a direct impact on the Company's profitability and may put the Company's future at risk. Any situation and incident that could lead to the theft, loss, misuse or waste of the Company's assets must be reported immediately to your immediate supervisor or to the CEO of Central America as soon as it comes to your attention, you can also make the report through the transparency line established for Panama and Costa Rica or by accessing the Incident Reports and Investigation link of the Navex system.
5. Anti-Corruption and Bribery: The Company prohibits Team Members, directly or indirectly, from offering, giving, soliciting, or receiving any form of bribe, kickback, or any corrupt payment, or anything of value, from or to any person or organization, including government agencies, government officials, private companies, and team members of those private companies under any circumstances. This requirement also applies to agents, consultants, suppliers, or any third party working on behalf of the Company. When there is any doubt about the legality of the course of conduct, seek guidance in advance from your supervisor, the CEO of Central America, the Legal or Human Resources Team, you can also make the report through the transparency line established for Panama and Costa Rica or by accessing the Incident Reports and Investigation link of the Navex system. Please also refer to the Company's separate Anti-Corruption Policy.
6. Confidential Information: Company's information should only be used for the benefit of the Company and should not be disclosed to anyone outside the Company. Even within the Company, only those people who really need the information to perform their jobs can have access to confidential information. If disclosure of confidential information to third parties is required, disclosure of such information must be only to the extent strictly required and upon entering into a non-disclosure agreement. All information regarding these types of agreements can be found in our Privacy Policy Framework.

Confidential information includes, but is not limited to:

- (i) supplier information,
- (ii) business opportunities or acquisitions, joint ventures or mergers,
- (iii) all copyrighted or unregistered information,
- (iv) patents or pending patent applications, know-how, trade secrets and any other intellectual property rights of licensors,
- (v) commercial, financial or technical information,
- (vi) the philosophy and objectives of marketing, promotions, markets, materials, financial results, business plan, reports, trade tickets, technological developments, and other similar proprietary information and materials,
- (vii) all information with respect to employees, agents, or contractors that is not public,



confidential, and (viii) all notes, memos, analyses, compilations, studies, and other documents containing or otherwise reflecting the "Confidential Information."

If you have family members or friends who work at competing companies, always use common sense about what information to share with them. Do not disclose any confidential information to your partner, family or friends, nor ask them for confidential information from their companies. Our responsibility to keep confidential information private also extends to information about our shareholders and affiliates. In the event that disclosure of these companies is required, you must obtain prior authorization from said shareholder and/or affiliate, who will surely request that a confidentiality agreement be signed. Finally, if you cease to work for the Company, you are obligated to return all Company materials and property, including copies.

7. Privacy and Personal Data: In our work we receive personal information, which we must keep private. We respect the privacy of our Partners, customers, contractors and all those with whom we interact, which is why we treat their personal information with care. "Personal Data" is any information that can be used to identify someone, directly or indirectly, such as name, employee ID, personal email or telephone number. There are rules governing how personal data should be collected, stored, used, transferred, and disposed of. The Company strives to ensure compliance with these standards. For more information, please consult the Company's Internal Manual of Policies and Procedures for the Processing of Personal Data on the intranet or on our website.

III. POLICY CONTRIBUTIONS

In a number of jurisdictions, election laws generally prohibit contributions from corporations to candidates for public office. Many local laws also prohibit corporate contributions to local political campaigns. In accordance with these laws, the Company does not make direct contributions to any candidate for federal, state, or local office where applicable laws make such contributions illegal. Such contributions to political campaigns must not be made, or appear to be made, with or reimbursed by Company funds or resources. The Company's funds and resources include, but are not limited to, Company facilities, office supplies, letterheads, telephones, and fax machines. Please refer to the Company's separate Anti-Corruption Policy regarding payments to government officials.

Team Members may make personal political contributions as they see fit in accordance with all applicable laws.

IV. PROPER ACCOUNTING AND DOCUMENT RETENTION

Team Members are responsible for maintaining all EnfraGen records accurately and in accordance with all applicable laws, regulations, principles, and standards.

At EnfraGen everyone records or prepares some type of information during their working day, such as: financial reports, accounting records, business plans, environmental and injury reports, expense reports, etc. Many people, both inside and outside the Company, depend on these reports to be



accurate and truthful for a variety of reasons. These individuals include Team Members, government agencies, auditors, and the communities where we operate. The Company also requires honest and accurate records and reports in order to be able to make responsible trading decisions. We maintain the highest commitment to record information accurately and truthfully, and as required by applicable law.

In addition to the policies established by specific divisions or groups, general policies that all EnfraGen Team Members must follow regarding record keeping include:

1. All financial statements and the Company's books, records and accounts must accurately reflect transactions and events, and comply with both applicable legal requirements and accounting principles, as well as the Company's internal accounting system.
2. No unregistered funds or assets of the Company may be established or maintained.
3. False or misleading entries may not be recorded in the Company's books and records, regardless of whether reporting is required by law. It is strictly forbidden to make dishonest reports within the Company, or to organizations or individuals outside the Company.
4. Team Members may not engage in any arrangement that results in illegal or improper transactions. No payment shall be approved on behalf of the Company without proper supporting documentation, and no payment shall be made with the intent or understanding that any portion of such payment will be used for any purpose other than as described in the document supporting the payment and in accordance with the Company's Anti-Money Laundering Policy.

Under no circumstances should we allow the Company to be used as a means for money laundering, terrorist financing or financing of weapons of mass destruction. The Company has procedures in place that allow Employees to identify and report transactions in which illegally obtained economic resources may be employed. Our SAGRILAF Policy contains all the procedures to identify, mitigate and control risks related to money laundering and terrorist financing.

5. Applicable local, state, federal, foreign, and other laws, rules, and regulations require the Company to maintain certain records and follow specific guidelines in the management of its records. The civil and criminal penalties for failure to comply with such offenses can be severe. Records include physical documents, CDs, computer hard drives, e-mails, floppy disks, microfiche, microfilm, and any other recorded information regardless of the medium or characteristics. Documents may only be destroyed in accordance with EnfraGen's document retention and destruction procedures. Notwithstanding these procedures, no document may be destroyed during a pending investigation or litigation (a "legal hold").

A legal withholding request suspends all document destruction proceedings in order to preserve appropriate records in special circumstances, such as litigation or government investigations. EnfraGen's legal team determines and identifies what types of records or documents are required to be placed under legal hold and will notify you if legal holds are placed on records for which you are responsible. A legal hold remains effective until officially released in writing by EnfraGen's legal team. If you are unsure whether the document has been placed under legal hold, you should preserve and protect that document while you consult with EnfraGen's legal team. If a legal hold applies to records for which you are responsible, you must preserve and protect the necessary records in accordance with the instructions of EnfraGen's legal team. You must not destroy, alter or modify records or supporting documents that have been subject to legal hold under any circumstances.



V. BUSINESS RELATIONSHIP WITH AUDITORS OR INVESTIGATORS

No Team Member shall: (i) make a false or misleading statement to an internal auditor, external auditor or independent public investigator or accountant engaged by the Company, nor shall any Team Member conceal or fail to disclose any information necessary to render statements made to such auditor or investigator false or misleading; or (ii) avoid in any way taking any action to fraudulently influence, coerce, manipulate or deceive any independent public accountant or auditor participating in the conduct of an audit of the Company's financial statements.

VI. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR; COMPLIANCE PROCEDURES

As a Team Member, you are expected to conduct yourself in an appropriate manner in your work environment and are also expected to be sensitive and respectful of the concerns, values, and preferences of others. We encourage you to report any practices or behaviors that you deem inappropriate as outlined in the Company's Policy on Incident Reporting and Investigation.

Talking to the right people is one of the first steps to understanding and resolving what often turn out to be difficult questions. As a general matter, if you have any questions or concerns about compliance with this Code, the Company's policies, or are unsure of what is "the right thing to do," we encourage you to speak with your supervisor, manager, or someone within the Company. If for any reason you do not feel comfortable talking to any of these people, you should call or write to your direct supervisor, the CEO of Central America, the Legal or Human Resources Team, you can also make the report through the transparency line established for Panama and Costa Rica or by accessing the Incident Reports and Investigation link of the Navex system.

You may submit your complaints and provide information to the Central American CEO, the Legal Team or the Human Resources Team or through the Incident Reporting and Investigation link of the Navex system on a confidential or anonymous basis as established in accordance with the Company's Policy on Incident Reporting and Investigation.

Your supervisor, EnfraGen's legal or human resources team is aware of the procedure for the registration of all complaints submitted anonymously or otherwise, they will direct them through the appropriate channels within EnfraGen for further investigation and evaluation. All allegations will be investigated and the Company will keep the report confidential, to the extent possible.

VII. MISCELLANEOUS

1. Contractual Commitments. All leases, contracts, and agreements must be in writing and approved in accordance with established procedures and Company Policies.

2. Intellectual Property Rights. EnfraGen relies on intellectual property, such as trade secrets, trademarks, and copyrights, as well as business plans, pricing policies, marketing ideas, customer information and databases, records, salary information, and any unpublished financial data and reports ("Intellectual Property") for its continued permanence. If our Intellectual Property is not protected, we lose our competitive advantage, therefore, it would be available to other companies that have not made the significant investment that EnfraGen has made to produce that good.



Team Members must treat all Intellectual Property as strictly confidential. Team Members shall not, directly or indirectly, disclose, publish, communicate, or make available, in whole or in part, to any entity or person who does not have the need or authority to know and use the Intellectual Property in connection with EnfraGen's business and, in any event, to anyone outside of EnfraGen's direct employment. Team Members shall not access or use any Intellectual Property, or delete, copy any documents, records, files, media, or other resources containing intellectual property, or remove any such documents, records, files, media, or other resources from the premises containing any Intellectual Property, or delete any such documents, records, files, media, and other resources from EnfraGen's premises or control, except as necessary in the performance of any of the tasks authorized to Team Members or with the prior consent of an authorized officer acting on behalf of EnfraGen in each case. This policy operates in conjunction with the Company's Social Media Policy in the Employee Handbook.

Team Members' obligations to maintain the confidentiality of the Intellectual Property begin immediately and will continue during and after the termination of the Team Member's employment or provision of services with EnfraGen until the Intellectual Property becomes public by other means.

3. Legal Proceedings. In order to provide EnfraGen with the necessary information and maintain its position in the industry, each Team Member is required to notify EnfraGen's Legal Team or Human Resources in writing in the event that the following occur (unless prohibited by law):

- The Team Member is named in a lawsuit as a defendant, plaintiff, or third party related to EnfraGen's business;
- The Team Member is arrested, charged, or convicted of any crime or disorderly conduct, excluding traffic violations;
- The Team Member is subpoenaed to testify or present evidence in any matter relating to EnfraGen's business;
- The Team Member is the subject of an investigation or is questioned by any regulatory or law enforcement institution in relation to EnfraGen's business; or
- The Team Member is named in a complaint filed by any regulatory institution.

4. Whistleblower protection. You should know that if you report in good faith what you suspect, about illegal or unethical activities, you should not worry about retaliation from others. Any Team Member involved in retaliation may be subject to serious disciplinary action. In addition, EnfraGen may be subject to criminal and civil prosecution for acts of retaliation against Team Members who "report" violations of U.S. laws, local laws, rules, regulations, and other crimes. Please refer to the Company's Policy on Incident Reporting and Investigation.

5. Disciplinary Action. No Code can address all specific situations. It is the responsibility of each Team Member to apply the principles set forth in this Code, responsibly and with the exercise of good judgment and common sense. If something seems unethical or inappropriate, it probably is. Always remember: If you are unsure of what to do in any situation, seek guidance from your direct supervisor, EnfraGen's Legal Team or Human Resources before acting. Team Members who violate this Code will be disciplined in proportion to the violation. Such discipline may, in appropriate cases, include reinstatement, reassignment to a different department, suspension or termination of employment. Each Team Member has a serious obligation to comply with this Code, including the obligation to seek



clarification and prior approval of questionable acts, relationships, and transactions. All Team Members are expected to cooperate in internal investigations of misconduct.

VIII. CONCLUSION

This Code cannot be exhaustive nor can it cover all subject matter. If you have any questions about your business conduct or ethical issues related to it, please do not hesitate to contact your supervisor director, or EnfraGen's Legal or Human Resources Team. EnfraGen will require certain Team Members and other designated personnel to sign a certification at the time of their initial hire and periodically thereafter, affirming their knowledge and understanding of this policy on business conduct and stating that they have fully complied with the Company's Code and Policies and, to the extent they become aware of any violations of the policy, have reported this to their direct supervisor, EnfraGen's Legal or Human Resources Team, or through the Company's Incident Reporting System. No Team Member shall be subject to retaliation or penalty for reporting, in good faith, any violation of this Code or Company Policies.