

**Net Zero Carbon Solutions POLICY**

Net Zero Carbon Solutions LLC hereinafter referred to as "NZC"

**TRAVEL POLICY and Q-HSE POLICY**

Given the frequent use of travel for the provision of services and products and our constant attention to Quality, Health, Safety and Environment (QHSE), our Travel Policy as well as that of Q-HSE are detailed in separate files.

**BUSINESS CONDUCT POLICY**

Our Business Conduct Policy is adopted by our founding partners. It serves as a guide for us to conduct ourselves legally and ethically every day and in each of the places where we do business. Our Business Conduct Policy explains the standards we are expected to embody in achieving our corporate values, and complying with applicable laws, regulations and specific policies.

We emphasize here ethical principles and situations for our behavior.

If you are faced with a situation not covered in our Business Conduct Policy, please consider the questions below before acting. If you are uncomfortable after answering such questions: STOP

- a- Is my action aligned with NZC's values ?
- b- Is it legal?
- c- What would my friends and family think?
- d- How would I feel if my actions were published in the newspaper?
- e- Can it undermine NZC's image ?

We think you'll know when your actions are unethical. But if you still hesitate, contact your supervisor for guidance.

The principles in our Business Conduct Policy may be expanded upon in other NZC policies and standards of conduct which may be used as a reference in the Business Conduct Policy. These other policies and standards are separate from our Business Conduct Policy. If you do not have access to NZC policies, you can request copies of any NZC policy from your manager.

Our Business Conduct Policy applies specifically to NZC employees and members of the Board of Directors, but we expect anyone engaged in providing services to NZC, including, but not limited to contractors, consultants and others who may be called upon to perform work or services for NZC. on a temporary basis, follow the Business Conduct Policy in connection with the work you do for us. Failure to comply with the Business Conduct Policy by a contractor, consultant or other NZC service provider may result in termination of your relationship with NZC. We expect everyone who serves NZC to follow the same standards we set for ourselves.

**CERTIFICATION OBLIGATION POLICY**

You must certify that you have read and understand our Business Conduct Policy and know how to seek help in applying its principles. You are also required to disclose any existing or potential conflicts of interest. All new NZC employees are required to provide initial certification and any relevant communications during their recruitment procedure. All non-operating employees with an NZC email are required to recertify and provide any relevant disclosures on an annual basis. All employees are required to disclose actual or potential conflicts of interest if and when they arise.

**ETHICS POLICY**

At NZC we encourage any officer at any hierarchical level to immediately inform the founding partners of any ethical deviations they believe they recognize in any area of our business. The whatsapp line +54-9-11-5475-8673 is always available for this purpose if you title your message as "Ethical Problem" followed by a simple description that allows you to return the call or message to deal with the subject. Given the seriousness of any ethical issue, also consider not making test calls or communications as it takes away the possibility of acting more promptly on matters that really deserve attention. Such whatsapp or email [walter.arias@nzcsolutions.com](mailto:walter.arias@nzcsolutions.com) with the same title as subject, will be attended immediately.

Please report any:

Theft, fraud or any dishonest conduct

Corruption and/or bribery

Conflict of interest

Accounting irregularities

Violations of the law

**RESEARCH AND DISCIPLINE POLICY**

NZC will promptly respond to all allegations of misconduct. As an employee, you may be called upon to assist in investigations of alleged misconduct. At all times, you should cooperate and provide complete and accurate information related to the investigations. Anyone who violates the Business Conduct Policy shall be held accountable and disciplined as appropriate, and may result in termination of employment. Making a malicious or intentionally false report or accusation is considered misconduct under the Business Conduct Policy.

**NO-BLAME POLICY**

NZC seeks an environment where everyone feels comfortable reporting alleged or known faults or violations of NZC policies, procedures or the law, without fear of retaliation. NZC strictly prohibits any act

of harassment or retaliation against anyone who has communicated a concern in good faith, or against anyone participating in an investigation. This means that you can bring your concerns without feeling that your employment is negatively affected by it. Our policy against retaliation protects everyone who reports in good faith.

## **LAWS AND REGULATIONS COMPLIANCE POLICY**

NZC's comprehensive reputation is based on the decisions each of us makes on a daily basis. NZC complies with all laws, rules and regulations applicable to our business and you are obliged to do the same in the performance of your work. When local laws are less restrictive than our Business Conduct Policy, you must comply with our Business Conduct Policy, even if your conduct would otherwise be lawful. On the other hand, if local laws are more restrictive than our Business Conduct Policy, you must always comply with those laws. Although each of us has a duty to follow our Business Conduct Policy, managers have an even greater responsibility. Managers must lead by example, and they are responsible for creating a work environment where the people they supervise feel comfortable asking questions and bringing concerns without fear of retaliation.

You are expected to:

- a- act ethically with integrity in all business dealings.
- b- Read and comply with NZC's Business Conduct Policy, other policies and procedures, and the law.
- c- Report potential or known violations through reporting channels (and in accordance with local law).
- d- Cooperate with compliance investigations.
- e- Complete all mandatory compliance and ethics certification and training requirements in a timely manner.

Managers are expected to:

- a- Promote and support ethical behavior and business practices in compliance with our Business Conduct Policy.
- b- Act as a model leader for our Business Conduct Policy.
- c- Ensure that employees who report to them understand where and how to report violations of our Business Conduct Policy.
- d- Ensure that all reporting employees complete all mandatory compliance educational course requirements and other mandatory certification and compliance training requirements in a timely manner.
- e- Maintain an "open door" policy when it comes to employee questions, including those of ethics and business conduct, and ensure the availability of ethical and compliance and support resources.
- f- Encourage employees to challenge and report questionable behavior.
- g- Promote an open, honest and confidential dialogue without retaliation.

## **CONFLICT OF INTEREST POLICY**

These arise when your loyalty is divided between what is best for NZC and what is best for you or a member of your family. As NZC employees, we are obliged to act in NZC's best interest and conflicts call into question our ability to be objective. Therefore, you must disclose actual or potential conflicts of interest at the time they arise, and you must supplement their disclosure whenever circumstances change. As part of the annual certification of our Business Conduct Policy, you will be asked to disclose actual or potential conflicts in writing and you must also communicate conflicts of interest that arise throughout the year. The following sections list some common situations where conflicts may arise, but it is not possible to list all actual or potential conflicts of interest. When faced with a situation not listed below, or if you have any questions about what is the best course of conduct to follow in a particular situation, please ask for help from your manager.

#### Examples to avoid falling into conflicts of interest:

If you are employed outside of NZC, you are responsible for ensuring that your external employment does not adversely affect your performance at NZC, or create a conflict of interest. You must disclose any outside employment that creates an actual or potential conflict of interest with your work at NZC. For example, you may not serve as a director, officer, consultant, employee, or in any other capacity in any company that is a competitor of NZC, or that conducts business or intends to do business with NZC.

#### Participation in Associations

Participation in trade associations or related regulatory organizations may conflict with your responsibility to protect NZC's proprietary and intellectual property information; and may also lead to antitrust issues. You must obtain authorization from your manager and the Legal Department before becoming part of a business association or engaging in activities related to technical standards. This includes being part of a regulatory organization or working group, providing technology at a level, or using a standard in the development of an NZC product.

#### Financial Interests

NZC respects your right to manage your investments without interference. However, it may be a conflict of interest to own a financial interest or any other contractual benefit in any company that does business with NZC or is a competitor of NZC. You must disclose any financial or contractual benefit interest in any business in which you or a member of your immediate family has an interest, if you have a business relationship with NZC or if you are a competitor of NZC.

#### Family

Managers cannot supervise your spouse or immediate family members. Employees who are part of the same family cannot share responsibility for controlling or auditing NZC's assets.

#### Corporate Opportunities

You owe NZC an obligation to promote NZC's legitimate interests in the best possible way. You can never compete with NZC or use NZC's ownership, information or your position with NZC for personal gain. Therefore, you should never appropriate (or your immediate family members) any business or investment opportunity presented during the course of your employment that is related to NZC's business without

first presenting it to NZC. In addition, you can never help anyone, including your family members, to appropriate a business or investment opportunity for your personal benefit.

#### **GIFT, DONATION AND ENTERTAINMENT POLICY**

The exchange of commercial courtesies such as gifts or entertainment is a common practice that fosters goodwill between companies and their users or business partners. However, gifts and entertainment can easily generate a real or apparent conflict of interest, and therefore demand careful consideration, whether you are delivering them or are receiving them. You should always ensure that any gifts or entertainment delivered or received are permitted by our Business Conduct Policy and other applicable policies and laws. You are strictly prohibited from giving, offering, or receiving any gift or entertainment—whether directly or indirectly that appears to influence a business decision, compromise independent judgment, or violate the law. In principle NZC prohibits any kind of exchange of gifts or donations. Any offer of a business courtesy of a value greater than modest (limited to \$30) should be reported and approved by your manager. You must also immediately report any offers of cash, fees or remuneration.

Gifts or fees received for speaking at events are also subject to these rules, as well as gifts or entertainment provided to an immediate family member by anyone working or seeking a business relationship with NZC.

#### **INFORMATION POLICIES**

Confidential Information is non-public information that, if disclosed, may be useful to our competitors, or harmful to NZC, or our business partners or users. We have a duty to protect and safeguard NZC's confidential information. Confidential information should only be used for commercial purposes and disclosed only to those who are authorized and have a need to know the information. Non-public third party information you obtain in connection with your employment with NZC should only be used to the extent authorized by the third party. You must ensure that you do not use or disclose the proprietary information of any former employer, and that you do not bring such information to NZC. Your duty of confidentiality continues after your employment at NZC ends. Take special care to secure our facilities, equipment, documents and other sensitive materials to protect confidential information from dissemination. In addition, we should all avoid discussing confidential information in places where it may be casually heard, including restaurants, restrooms, taxis, airplanes, elevators, or common areas within NZC. Examples of confidential information include business plans, financial forecasts and projections, non-public financial information, non-public sales and marketing information such as user lists, marketing strategies, sales forecasts and pricing information, plans regarding potential strategic transactions, non-public information of technical products and systems, trade secrets and information protected by confidentiality agreements or attorney-client privilege.

With the increase in the digitization of information, many countries regulate the collection, processing, use, storage and deletion of personal data and the privacy of information related to corporations. NZC is committed to handling the data of its employees and other third parties responsibly and in compliance with applicable privacy laws. Given the diversity of the type of projects we carry out, VIPs establish on a case-by-case basis specific guidelines on how to treat the information we collect, use, storage and access,

and how to keep it safe from unauthorized access and use. Only collect, use, store, access and dispose of data as permitted by a VIP and applicable data protection laws.

NZC will not tolerate leaks or disseminations of unauthorized information to the press or the financial community. All communications with the press and the financial community must be authorized by VIPs who are responsible for determining the appropriate spokespersons for communications with the press and analysts. You should direct any questions from the press or VIPs immediately.

## **RECORDS POLICY**

The information we produce is considered a commercial record, and is subject to various laws and regulations, regardless of how it is maintained. The business records you work with must be maintained, retained, and destroyed in accordance with our records retention programs. If you are aware of any records in your control that are found to be related to a legal or investigative proceeding, you must not alter, conceal or destroy the records until you are notified otherwise. This is known as a "legal hold." If you have any questions regarding whether a record is under legal retention, please contact the Legal Department.

## **POLICY FOR NZC ASSETS**

You are responsible for the protection and use of NZC assets with liability to prevent loss, damage, theft, unauthorized use, and waste. NZC's assets include physical property, such as facilities, supplies, equipment, inventory, vehicles, cash and company accounts. NZC's assets also include intangible assets, such as confidential and proprietary information, intellectual property and information systems. You must safeguard the NZC assets entrusted to you, and use them efficiently and protect them from unauthorized use. You must handle NZC funds honestly and in accordance with NZC policies. You are prohibited from taking products or supplies for your personal use, charging personal expenses on NZC credit cards, or diverting assets through fraud or embezzlement;

Inconsistent, personal and unprofessional use of NZC resources (such as call and personal emails) is acceptable, but you must exercise your good judgment and act professionally when using NZC resources.

## **INTELLECTUAL PROPERTY POLICY**

You must protect and preserve NZC's intellectual property rights. Intellectual property refers to the creations of the mind, such as patents, copyrights, trademarks, trade secrets, inventions or processes. The law protects intellectual property rights, as well as other forms of physical property rights. To the extent permitted by law, intellectual property rights belong to NZC if they are created with NZC materials, at NZC's time, at NZC's expense, or within the scope of its duties to NZC.

## **BRIBERY AND CORRUPTION POLICY**

NZC pursues its business objectives with integrity and in compliance with the law in all countries in which we operate. NZC prohibits offering or accepting all types of bribes, commissions, facilitation payments, and other forms of corruption.

Bribery is when someone gives or promises to give another person something of value to get favorable treatment. For example, if a promoter gives cash or other consideration to an employee of the company to get the employee to complete the promoter's work before that of the other customers.

An improper commission is a bribe that is usually paid for after the fact. For example, if a supplier pays the employee a percentage of the supplier's sales to the company in exchange for the employee's assistance in directing the business towards the supplier, that is an undue commission.

An facilitation payment is a small bribe that is usually given to speed up the process and avoid a delay in an otherwise ordinary transaction. For example, if a distributor pays a customs inspector to expedite the clearance of merchandise that would otherwise have been cleared by customs even if the distributor had not signed the bribe, that is a facilitation payment.

It doesn't matter what you call it. All bribes, improper commissions, facilitation payments, and similar corrupt transactions are prohibited.

#### Interaction with government officials

Interacting with government officials presents unique challenges because the laws in this regard are complex. Severe civil and criminal penalties may be imposed on both NZCs and the employee responsible for violations. No matter how we interact with government officials, whether they are clients or regulators, we must ensure that our interactions reflect our commitment to ethics. We must be aware of and comply with the various applicable anti-corruption laws when interacting with government officials. Even providing small presents or cheap meals to government officials or family members can be inappropriate or illegal and considered a bribe. You should talk to your superiors before offering any gifts or entertainment to government officials or family members. If you have questions about how to interact with government officials or if you observe or suspect bribery, contact your immediate supervisor for guidance.

#### Use of third parties or intermediaries

NZC cannot evade its liability by using third parties or intermediaries who pay bribes or illegal commissions on our behalf. NZC will be held liable by law for bribes or kickbacks paid by third parties acting on our behalf. You must ensure that third parties chosen to represent NZC, such as consultants, agents, representatives, freight forwarders, logistics agents, and joint venture partners know and comply with anti-corruption laws when conducting NZC business.

### **ANTI-MONOPOLY POLICY, COMPETITION AND FAIR TREATMENT**

NZC competes vigorously in the market, and we must do so in a fair and legal manner. Usually, the countries in which we operate have laws and regulations that prohibit the illegal restriction of trade, usually referred to as antitrust or competition laws. These laws are designed to protect consumers and competitors from unfair commercial practices and to promote and protect healthy competition. We are

committed to observing the antitrust or competition laws applicable in all countries or organizations. Antitrust or competition laws vary from country to country, but such laws generally prohibit agreements or actions that reduce competition without benefiting consumers. Among those activities that are generally considered to violate antitrust or competition laws are agreements and behaviors concluded between competitors to:

- Set or control prices or assign markets or customers.
- Structuring or orchestrating tenders to direct a contract to a particular competitor or reseller (collusion in tendering procedures).
- Boycott specific suppliers or customers.
- Limit the sale or production of products for anti-competitive purposes

All activities listed above are prohibited by NZC. You should not participate in discussions about these types of activities with representatives of other companies. If anyone from another company proposes any discussions regarding these issues, you should refuse to participate and report it to your manager. Any arrangement involving exclusivity, conditional sales, price discrimination, resale price restrictions, advertised minimum prices, and other terms of sale may be illegal under applicable antitrust and competition laws.

NZC also prohibits unfair methods of competition and deceptive practices, such as:

- Making false or misleading representations about NZC's product or services.
- Falsely discrediting the competitor or its products.
- Making claims about the product without facts that justify them.
- Using another company's brands in a way that creates confusion among the customer as to the source of the product.

Due to the complexity of antitrust and competition laws, please seek advice from NZC management and the legal department if you have any questions about the best way forward in a particular situation. The consequences for violating antitrust and competition laws can be very severe for both NZC and you.

#### **EXCEPTIONS AND EXEMPTIONS POLICY**

If you believe that a situation warrants an exception to our Business Conduct Policy, you should contact a superior of yours who can help you interpret our Business Conduct Policy or facilitate a waiver under appropriate circumstances, ultimately approved by the Board of Directors. All exemptions must be applied for and obtained in advance. No person may grant their own request for the waiver or interpretation of our Business Conduct Policy.

#### **UNSOLICITED IDEAS POLICY**



NZC does not accept or consider unsolicited ideas including, but not limited to, ideas for new or improved products/services, trademarks or trade names, and advertising campaigns. The purpose of this policy is to avoid potential misunderstandings if NZC then develops products, services, trademarks, advertising materials, etc. that may appear similar to ideas submitted to NZC.

## **ANTI-HARASSMENT POLICY AT WORK**

This policy aims to ensure that all NZC employees have a working environment in which the dignity of the person is respected. Its reach is Global.

We reject any type of harassment or harassment in all its forms and forms, without prioritizing who the victim or the offender is, or what their hierarchical level is. Accordingly, NZC is committed to preventing, addressing and punishing harassment and harassment, including sexual harassment, among community members. It is our duty to guarantee access to employees in a work and professional environment free of violence of any kind.

For the purposes of the proper interpretation of this policy, and for any written communication that the collaborators address on the occasion of this or in case of controversy, the words mentioned below, either in plural or singular, will have the following meanings:

- a) **Workplace Harassment:** Workplace harassment or "mobbing" (from the English "to mob": to harass), also sometimes called workplace bullying in some countries is a form of labor abuse, mainly psychological or moral, which is characterized by persistent, systematic and continuous harassment of the employee in different ways. Harassment can come from a leader or a peer, and can consist of recurring comments with bad intention that may be accompanied by the realization of some evil, or failing that, it can involve constant and exaggerated criticism about the performance of the person.
- b) **Sexual Harassment:** Action of harassment, harassment, whether expressed verbally or physically with terms, concepts, signs, images that have a sexual, lewd or bodily exhibitionism connotation, or takes advantage of any circumstance of need or disadvantage of the victim, to one or more persons of any sex, without the victim having given his express consent that has the purpose, or has the effect of violating the dignity of the person, in particular when an intimidating, degrading or offensive environment is created.
- c) **Sexual Harassment:** Action of siege to another person requesting him to execute any act of a sexual nature, using his hierarchical position or power, derived from his labor, professional or subordinate relations.
- d) **Collaborator:** Any natural person who submits their work to, either directly or indirectly.
- e) **Alleged Victim:** Person who has been directly or indirectly affected in his legal sphere by being the object of an alleged Harassment or Harassment.
- f) **Alleged Perpetrator:** Person who has been denounced for having directly or indirectly affected the Alleged Victim in his or her legal sphere in cases of Harassment or Harassment.

The provisions of this Policy are of a private nature and corporate interest, enforceable at all NZC sites and in no case replace the provisions of local and international laws but complement them, and are intended to lay the foundations for the promotion of a work and professional environment free of inequality, injustice and hierarchy of people based on gender, in order to generate value through technology for our customers, our people and our shareholders.

NZC is committed to preventing harassment or harassment, and to defending the right of all employees to be treated with dignity, so that the prevention of these behaviors is integrated into management systems, in order to achieve joint collaboration in the establishment of the prevention plan against harassment and harassment in the workplace.

In the application and interpretation of this Policy, the principles of non-revictimization, non-tolerance, gender equality, confidentiality, presumption of innocence, dignity, prohibition of retaliation, due diligence, and speed shall prevail in accordance with the provisions of the laws of the countries in which NZC operates, international treaties and universal declarations of human rights, as well as in the resolutions and binding judgments issued by specialized national and international bodies, favoring at all times the broadest protection for individuals. In the case of interpretation, the criteria, determinations and opinions of national and international organizations in the field of gender equality may be taken into account. However, the observance of this instrument shall not limit in any respect the exercise of civil, criminal or administrative actions by the Alleged Victim.

All actions aimed at the prevention of workplace and sexual harassment will be facilitated and promoted, since they will result in an improvement in the work environment and the preventive culture with the consequent increase in the performance of people's abilities.

The VIP Committee must carry out the following actions to prevent and address cases of Harassment and Harassment, which are but not limited to:

to. Plan the prevention against cases of Harassment or Harassment, including sexual harassment, through the implementation of general or specific guidelines, seeking to be consistent with professional practice, geographical location, respect for human rights and applicable legal provisions.

b. Provide Employees with access to information and documentation for the prevention and attention of cases of Harassment and Harassment.

c. Promote and establish the guiding principle of "zero tolerance" to harassment or harassment behaviors, which will be communicated through the means or channels that are appropriate.

d. Promote an institutional culture of gender equality and a work environment free of violence.

and. Designation of the Guidelines for the attention of cases of Harassment and Harassment.

f. Adoption of precautionary measures for the protection of the Alleged Victim of the Alleged Perpetrator.

## **ANTI-ALCOHOL AND ANTI-DRUG POLICY**

Alcohol and drug use can have a negative impact on health and safety in the workplace, as it poses risks both to affected workers and to their colleagues and third parties. Based on this concept and within the employment relationship, staff will be asked not to engage in the following situations while performing work tasks within the Company's facilities or providing services within the client facilities:

- a- Making improper use of, or being in improper possession of, or manufacturing, selling, distributing and/or transporting alcohol or illegal drugs.
- b- Use prescription drugs without proper evidence available that they have been properly prescribed.
- c- Using drugs or any other substance, whether administered with a prescription or not, that may adversely affect normal work performance, without having notified your supervision, medical service or HR Human Resources).

In order to verify compliance with the above-mentioned restrictions, each operation shall establish specific procedures based on the risk assessment and in accordance with the applicable legislation in each country. NZC recognizes that alcohol and drug dependence is an individual and social condition that can be treated. Those employees who voluntarily request help to overcome their addiction to drugs or alcohol will have the treatment and assistance of the company with the corresponding follow-up measures, including, if applicable, the transfer in accordance with local regulations. Suppliers and contractors working in NZC's operations will be encouraged to apply similar policies with respect to employees and subcontractors who work there. This policy must be managed and applied in accordance with the current rules governing each employment contract and in accordance with local laws.



Walter Arias, Director, April 2022



Ortiz, Technical Director, April 2022

This policy and any standards developed in support of the purpose of the Policy are subject to ongoing review and evaluation by NET ZERO CARBON SOLUTIONS Partners.

Modifications will be made as necessary, to respond to the current circumstances and/or changing needs of NET ZERO CARBON SOLUTIONS and its subsidiaries.

NET ZERO CARBON SOLUTIONS policy statements are available for viewing online at <https://www.nzcsolutions.com/contact/>