

CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

374Water Inc. (the “**Company**”) has established and adopted this Code of Conduct and Ethics (the “**Code**”) to provide guidance to its employees, officers, and directors concerning the Company’s expectations regarding business, personal, and ethical conduct. The Code applies to all of the employees, officers, and directors of the Company and its subsidiaries.

Overall Philosophy

The purpose of this Code is to reflect the Company’s commitment to conduct business ethically, honestly, and in full compliance with applicable laws and regulations. The Company expects that all of its employees, officers, and directors will conduct business in a manner consistent with the following values:

- dedication to every client’s success;
- all business dealings are to be conducted with integrity and professionalism, demonstrating honesty and high ethical standards;
- all customers, vendors, contractors, and others are to be treated with fairness, honesty, and respect;
- all business decisions and actions are to comply in the letter and the spirit of all applicable laws and governmental regulations and rules;
- all actions shall be in the best interests of the Company and with the avoidance of conflicts of interests; and
- protection of the Company’s assets, including confidential information, and corporate opportunities.

All of our employees, officers and directors are expected to be accountable for their actions and must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company’s most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

Although the Code and the Company’s policies, guidelines, and procedures are intended to guide personal and professional day-to-day conduct, they are not intended to address every issue or situation that may arise. These materials provide basic principles and concepts to guide you in the conduct of your business. Most of the topics and principles contained in the Code also are covered or further explained in other Company policies, guidelines, and procedures. The Code should be read in conjunction with such policies, guidelines, and procedures. You should, of course, continue to rely on common sense, good judgment and individual character and integrity to determine proper conduct.

Compliance with the Code and Reporting Concerns and Violations of the Code

All employees, directors, and officers are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective and/or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities

In order for the Company to ensure that it conducts business in full compliance with its stated values, all employees, officers, and directors have an obligation to promptly report possible violations of the law, the Code, and other Company guidelines. Situations which may involve a violation of ethics, laws, rules, regulations, or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions.

Because it may be unclear whether a violation has occurred, employees and officers are encouraged to raise any concerns regarding a violation of ethics, laws, rules, regulations, or this Code, including matters relating to accounting, auditing, or internal accounting control matters (“**Accounting Matters**”), to Chief Finance Officer or Chief Executive Officer. If you are uncomfortable discussing a particular situation with any of the persons identified in this Code, you should feel free to anonymously report any concerns that you have about existing or potential violations of any law, rules, regulations, or this Code, including those regarding Accounting Matters, or any other matter, in writing to our General Counsel. If a situation requires that your identity remain secret, anonymity will be protected, subject to applicable law, regulation, or legal proceedings. The Board of Directors of the Company (the “**Board**”) All communications will be forwarded to an appropriate party for investigation, including the Board (or a committee thereof), if appropriate, so that the Company can respond to the inquiry.

Investigating Reports of Violations

The Company takes all reports seriously and will investigate each matter and take all appropriate actions upon completion of its investigation. Upon receipt of a report of a possible violation of this Code, Management, legal department and/or the Board (or a committee thereof) shall promptly initiate an investigation to gather the relevant facts. All lawful and appropriate investigative means and methods may be utilized in the conduct of the investigation. All employees, officers, and directors of the Company and its subsidiaries are required to cooperate fully with any internal investigation and those who fail to do so will be subject to disciplinary action, including potential termination in accordance applicable laws.

Sanctions for Violations

Appropriate disciplinary action shall be determined upon completion of the investigation, if the Company’s legal department or the Board (or a committee

thereof) concludes that a violation of the Code has been committed and disciplinary action is warranted. Any violation of this Code may result in serious sanctions by the Company, which may include dismissal, suspension without pay, loss of pay or bonus, loss of benefits, demotion or other sanctions. Any disciplinary action to be taken against an employee shall be subject to the approval of senior management, and shall be carried out by the Human Resources department.

Non-Retaliation Policy

The Company does not permit and will not tolerate acts of retaliation against any employee, officer, or director who makes a good faith report of known or suspected acts of violations of law, or misconduct of others. "Good faith reports" do not require that the reporting person be correct about a reported activity, but does require that the reporting person tells the truth as they know and believe it.

Acknowledgement of the Code and its Requirements

The Company's values require that each of its employees, officers, and directors undertakes their roles and responsibilities seriously. Nothing can be more serious and important than ensuring that each employee, officer, and director lives up to the standards of the Code. The reputation of the Company is its most valuable asset. Therefore, to reinforce the Company's commitment to the Code, you will be asked from time to time to complete an acknowledgement regarding your understanding of and compliance with the principles of the Code and related guidelines.

2. HONEST, LAWFUL, AND ETHICAL CONDUCT

The Company's standards require our employees, officers, and directors to conduct all business dealings in an honest and lawful manner with an uncompromising integrity and in accordance with high ethical and professional standards which require, among other things, that our customers, vendors, contractors, and others are treated with fairness, honesty, and respect. The Company, driven by a desire to excel, will compete by providing unparalleled customer service and innovative products and will not seek competitive advantage through unethical or illegal business practices. The Company and its employees, officers, and directors will communicate with candor and will endeavor to deal fairly with the Company's customers, vendors, competitors and employees. No employee, officer, or director may take unfair advantage of another through manipulation, concealment, abuse of privileged information, or misrepresentation and must communicate honestly and ethically in serving the Company's customers and conducting business with others. The requirement of honest, lawful and ethical conduct is broad and therefore must be stated in general terms. As such, this Code does not cover every issue that may arise, but instead sets out basic principles to guide all employees, officers, and directors of the Company.

3. WORKPLACE ENVIRONMENT

The Company is committed to maintaining a corporate environment marked by safe, professional, and congenial working conditions and respect for the dignity of all employees and customers. The Company embraces diversity, seeking new ideas and listening to and learning from others, and appreciates the unique capabilities and contributions of each person. The Company provides equal opportunity in all aspects of employment and will not tolerate any unsafe practices or illegal discrimination or harassment of any kind. The Company has policies and procedures in effect that are designed to prevent illegal discrimination or harassment and which also provide an avenue of redress for any complaints of such conduct.

The Company also is committed to providing a safe workplace for employees, customers, vendors, contractors, and others on the Company's property. We comply with safety laws, standards and guidelines that apply to our business. In keeping with our commitment to safety, the Company will not tolerate threats of any kind, whether explicit or implicit, threatening behavior, stalking, or acts of violence. The Company takes all reports of threatening behavior or violence seriously and will review all reported matters and take appropriate action.

The Company encourages employees to raise work-related issues or concerns through our established processes as soon as issues or concerns arise.

4. CONFLICTS OF INTEREST

The Company seeks to avoid any activity that has an appearance of a conflict of interest with the Company. Since our employees, officers, and directors have an obligation to act in the best interest of the Company, all employees, officers, and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A conflict of interest occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer, or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest also may arise when an employee, officer, or director (or his or her family members) receives improper personal benefits as a result of the employee's, officer's or director's position in the Company.

Handling Conflicts or Potential Conflicts of Interest

Some conflicts of interest can be avoided through careful planning, while others are unavoidable. Whether certain conduct, a relationship, or a transaction is a conflict of interest, or may create a potential conflict of interest, may not always be clear. Any employee or officer who is aware of, or has a question concerning, a conflict of interest, or who has a question whether a conflict might develop, is obligated to promptly seek assistance to resolve ethically the conflict or question.

Before engaging in any material transaction or relationship that reasonably could give rise to an actual or apparent conflict of interest, each employee, officer, and director must provide full and fair disclosure in writing of all relevant facts and

circumstances to, and receive the written approval of, the Company. In addition, if an immediate family member of an employee, officer, or director works for a firm that does business with or competes against the Company, then this relationship also should be reported to the Company in writing. Employees and other non-senior management shall provide this information to their managers or the Human Resources department. Managers will consult with the legal department, internal audit, or the Board (or a committee thereof), as necessary, if a conflict or the perception of a conflict exists and, if so, determine how to resolve it. Senior management and directors may choose to disclose conflicts or any appearance of a conflict to Chief Finance Officer, Chief Executive Officer or, the Board (or a committee thereof) for consideration and resolution.

Common Conflicts of Interests Situations

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- **Assisting a Competitor.** It is almost always a conflict of interest to provide assistance or to be engaged in outside business activities that competes with the Company. An employee, officer, or director may not, without the consent of the Company, work for such an organization in any capacity, whether as an employee, consultant, or as a member of its board of directors.
- **Transactions with or as a Company's Vendor, Contractor, or Business Partner.** Unless approved in advance by senior management and the Company's Chief Finance Officer / Chief Executive Officer (or, in the case of senior management or a director, the Board (or a committee thereof)), no employee, officer, or director, may have an interest in a transaction involving the Company, or a customer, vendor, contractor, or other business partner of the Company ("**Company Business Party**"), or competitor (other than as an employee, officer, or director of the Company and not including routine investments in publicly traded companies).
- **Gifts and Benefits.** Employees, officers, and directors should not give anything of value to anyone, or accept anything of value from anyone, when doing so might create a conflict of interest or appearance of conflict of interest or otherwise compromise the objectivity of business decisions. These standards are not meant to prohibit normal business practices such as providing entertainment, meals, favors, discounts, tickets to cultural and sporting events, gifts given as a token of friendship or for special occasions as long as the gift is of a nominal and reasonable value under the circumstances and promotes legitimate business development. Acceptable business gifts are always unsolicited, modest in value, given openly and directly, customary in business, and given with no sense of obligation on either side. For purposes of this policy, modest in value is defined as \$150 in value or less and excludes cash and cash equivalents, flights, and/or vacations. However, the Company does expressly prohibit the acceptance by directors, officers, and employees of cash or cash equivalent gifts for any amount. In addition, acceptance of any gift that would be viewed as lavish or expensive by a reasonable person, such as the use of a vacation home,

could be viewed as favoritism or an attempt to exert inappropriate influence and is prohibited. Further, employees, officers, and directors must refuse any gift, even of nominal value, if it is part of a pattern or a practice, which when viewed as a whole, would be considered lavish or expensive (e.g., a pattern of expensive meals or entertainment). Notwithstanding anything to the contrary herein, an employee, officer, or director, and members of his or her family, must decline any gift or favor offered under circumstances that indicate or appear to indicate that its purpose is to influence the employee, officer, or director in the performance of his or her job.

If an employee, officer, or director is offered or receives something of value from a Company Business Party, competitor, or any other person beyond that authorized in the Code, such employee, officer, or director will disclose that fact in writing to the Company (even if the gift is offered and refused). Disclosure of the acceptance of gifts evidences good faith in acceptance. Should questions arise as to the legality of a gift, benefit, or favor, employees, officers, and directors should seek the advice of the Human Resources department, senior management, or the Company's Chief Finance Officer (or, in the case of senior management or a director, the Board (or a committee thereof)).

- Loans by the Company. Loans by the Company to, or guarantees by the Company of obligations of, employees, officers, and directors or their family members are of special concern and could constitute an improper personal benefit to the recipient of such loans and guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any executive officer, director, or their family members are expressly prohibited.
- Business and Personal Opportunities. A conflict of interest may occur when your private interests interfere, or appear to interfere, in any way with the interests of the Company as a whole. The potential for such conflicts can arise under a variety of situations and, in each case, they must be disclosed to and approved by the Human Resources department, senior management, or the Company's Chief Finance Officer / Chief Executive Officer (or, in the case of senior management or a director, the Board (or a committee thereof)). Although it is not possible to describe every such situation which may result in a potential conflict of interest, the following examples are furnished to provide you with some guidance:
 - employees, officers, and directors and/or a member of their families, acting either individually or as a representative of another organization, selling or purchasing assets or services from the Company (unless the purchase or sale is at a fair market value price as approved by the Company under this Code);
 - making use of business opportunities discovered through the use of corporate property, information, or from your position with the Company that may result in personal gain, gain for an immediate family member, or gain for someone with whom you have a close personal relationship;
 - any other situation where your participation in or influencing of a Company decision may result in a personal gain, gain for a family member, or gain for someone with whom you have a close personal relationship.

5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Complying with the law is the foundation on which the Company's ethical standards are built. It is the Company's policy to be a good "corporate citizen." The Company is subject to numerous federal, state, local, and international laws, rules and regulations. The Company has adopted various policies, guidelines, and procedures to facilitate compliance with applicable laws and regulations, and from time to time conducts compliance and training sessions regarding specific subjects. Employees, officers, and directors are expected to respect and comply, both in letter and spirit with all applicable laws, rules, regulations, policies, guidelines, and procedures.

Violations of applicable laws, rules, and regulations have serious consequences, both for the Company and the individuals involved. Although not all employees, officers, and directors are expected to know the details of all applicable laws, rules, and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Any suspected or actual violation of any applicable law, rule, or regulation should be reported immediately to your immediate supervisor, to the Human Resources department, or the Chief Finance Officer / Chief Executive Officer.

This Code addresses some of the legal topics that the Company encounters, but it does not attempt to explain all laws, rules, regulations and policies applicable to the Company. If employees, officers, or directors have questions about laws, rules, regulations, or policies that apply to the Company or their duties and responsibilities, or how they apply to particular situations, they must use the resources the Company makes available, including seeking the advice of the Human Resources department or the legal department, and reviewing other Company policies and guidelines.

Anticompetitive Activities

Antitrust laws govern the way that companies behave in the marketplace and are designed to encourage competition by prohibiting unreasonable restraints on trade. The antitrust laws generally address the way that companies deal with their customers, vendors, contractors, and competitors. Violations of these laws are a serious matter and could subject both the Company and the individual to criminal penalties. Under the antitrust laws the Company may not enter into arrangements with competitors to fix or control prices or engage in other prohibited activities. In particular, the Company may not (a) communicate with any competitor with respect to price, any term that affects pricing, or production levels, (b) agree with a competitor to boycott another business, (c) divide or allocate markets or customers, or (d) place inappropriate conditions on purchases or sales. Antitrust laws can be very complex, and violations may subject the Company and its employees to criminal sanctions, including fines, jail time and civil liability. If you have any questions, consult with the Chief Finance Officer / Chief Executive Officer.

Harassment and Discrimination

The Company encourages a creative, culturally diverse, and supportive work environment. In keeping with that philosophy, the Company is firmly committed to providing equal opportunity in all aspects of employment and does not tolerate any illegal discrimination or harassment of any kind. All employment practices and decisions, including those involving recruiting, hiring, transfers, promotions, training, compensation, benefits, discipline, and termination, must be conducted without regard to age, sex, race, color, ancestry, religion, creed, citizenship status, disability, national origin, marital status, military status, sexual orientation, genetic information, gender identity and expression, or any factors not related to the job, and must comply with all applicable laws. In addition, the Company prohibits harassing or discriminatory conduct in the workplace, whether based upon age, sex, race, color, ancestry, religion, creed, citizenship status, disability, national origin, marital status, military status, sexual orientation, genetic information, gender identity and expression, or any other unlawful basis. This includes sexual harassment, regardless of whether it is committed by supervisory or non-supervisory personnel.

Illegal or Improper Use of the Company's Funds

The Company is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (“**FCPA**”) and the anti-corruption laws of the countries in which the Company operates. The Company strictly prohibits the payment of bribes or kickbacks of any kind, whether dealing with individuals in the private sector or with public officials. Employees, officers, and directors of the Company must comply with all applicable anti-corruption laws and regulations, including the FCPA, as well as laws governing lobbying, gifts and payments to public officials, political campaign contribution laws, and other related regulations. Employees, officers, and directors also must not, directly or indirectly, engage in corruption, extortion or embezzlement in any form or offer or pay anything of value (including travel, gifts, hospitality expenses, and charitable donations) to any official or employee of any government, government agency, political party, public international organization, or any candidate for political office to (a) obtain an undue or improper advantage, (b) improperly influence any act or decision of the official, employee, or candidate for the purpose of promoting the business interests of the Company in any respect, or (c) otherwise improperly promote the business interests of the Company in any respect. It is the Company's policy to comply with all such laws and to accurately reflect transactions in the Company's books. Accordingly, employees must record the purpose of any transaction that relates to Company funds or assets at the time of the transaction. Employees may not establish or maintain secret or unrecorded funds in order to facilitate illegal payments or engage in any transaction knowing that funds will be used for any unlawful or improper purpose. Questions concerning the permissibility of any payments should be directed to the Chief Finance Officer. The Company's prohibition against offering, promising or paying bribes or kickbacks also applies to third parties who provide services or act on the Company's behalf (i.e., Company Business Party, consultants, agents, contractors, etc.) and no third party should be engaged by the Company whom the Company or any of its employees, officers, or

directors believes may attempt to offer a bribe in connection with Company business.

Money Laundering

Money laundering is the process by which individuals or organizations try to conceal illicit funds or make these funds look legitimate. Money laundering is strictly prohibited. If you deal directly with customers, vendors, or contractors, the following examples may be indications of potential money laundering: (a) attempts to make large payments in cash, (b) payments by someone who is not a party to the contract, (c) payments made in currencies other than those specified in the contract, (d) payments from an unusual, nonbusiness account, (e) requests to pay more than provided for in the contract, and (f) transactions forming an unusual pattern such as bulk purchases of products or gift cards, or many repetitive cash payments. These are only examples. If you should become suspicious of any activities, immediately inform your managing supervisor.

Inside Information and Insider Trading

In performing their responsibilities to the Company, employees, officers, and directors may receive confidential information about the Company, a Company Business Party, and others. Federal securities laws prohibit the purchase or sale of shares or other securities of a company while aware of material nonpublic information concerning that company. You are required to familiarize yourself and comply with the Company's Policies Relating to the Trading in Company Securities, copies of which are distributed to all employees, officers, and directors and are available from the Chief Finance Officer. You should contact the legal department with any questions about your ability to buy or sell securities.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers, or directors should protect the Company's assets from theft, waste, or loss and ensure efficient use. The Company's property and equipment should be used only for legitimate business purposes, though incidental personal use may be permitted. The Company's assets include physical and propriety intellectual property such as the Company's brand, trademarks, copyrights, trade secrets, and patents, as well as the confidentiality and proprietary information described below under "Protecting Confidential Information." The Company's assets may only be used for legitimate purposes. Any improper use of the Company's assets, whether for personal or business purposes, including the misapplication or improper use of corporate or customer funds or property or the unauthorized use or publication of intellectual property, is prohibited and may be unlawful.

7. CORPORATE OPPORTUNITIES

All employees, officers, or directors owe a duty to the Company to advance the Company's legitimate interests when the opportunity arises. Employees, officers, or

directors are prohibited from using corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. In addition, unless you obtain prior written approval, you may not participate in a business opportunity that you reasonably expect may be of interest to the Company, or a business opportunity that you learn about through your work at the Company if it relates to the Company's current or potential business. To obtain approval, you should contact your supervisor. If you are a senior officer or director, you should contact the Company's Chief Finance Officer.

8. CORPORATE RECORDS AND REPORTING

The Company requires honest and accurate recording and reporting of information to meet financial reporting, regulatory, tax, and legal obligations. All business transactions, including employee expense reporting, must be properly and accurately recorded in a timely manner on the Company's books and records in accordance with applicable accounting standards, legal requirements, and the Company's system of internal controls.

The Company is committed to full, fair, accurate, timely, and understandable disclosure in public reports and documents filed with, or submitted or provided to, regulatory authorities, stockholders and the public. Depending on their position with the Company, employees, officers, and directors may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. The Company expects all employees, officers, and directors to take this responsibility seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Company's financial statements and reports must be prepared in accordance with generally accepted accounting principles and fairly present, in all material respects, the financial condition and results of operations of the Company. Employees, officers, and directors who prepare or supervise the preparation of the Company's public reports must: (a) be familiar and comply with the Company's disclosure controls and procedures, and its internal controls over financial reporting; (b) take all necessary steps to ensure that all filings with the Securities and Exchange Commission (the "**Commission**") and all others in public communications about the financial and business condition comply with and all Commission rules and provide full, fair, accurate, timely, and understandable disclosure, and (c) be careful to ensure that those reports meet all other requirements of the Code. No employee, officer, or director should ask or encourage another person to deviate from the Company's commitment to provide truthful and accurate financial or other information. In addition, the law and the Company's policies require that no director, officer, or employee attempt to improperly influence, coerce, manipulate, or mislead any accountant engaged in the preparation of the Company's financial statements. If you have any questions, complaints or concerns regarding Accounting Matters, you should contact the Chief Finance Officer, or the Board (or the applicable committee thereof).

9. PROTECTING CONFIDENTIAL INFORMATION

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be

maintained in strict confidence, except when disclosure is authorized by the Company or required by law. The Company protects the private, personal, and proprietary information of customers, vendors, and employees.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers, or its vendors if disclosed. Intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee and customer medical information, customer lists, employee and suppliers lists, and any unpublished financial or pricing information also must be protected. This is not a comprehensive list of what may constitute confidential and proprietary information. Any confidential or proprietary information from or relating to a customer or vendor also must be protected, and may only be disclosed within the Company or to non-affiliated parties in accordance with applicable law and the Company's confidentiality and privacy policies. Employees, officers, and directors may receive confidential information relating to the Company in the course of work at the Company and also are obligated to protect that information from disclosure. Employees should only disclose confidential information to other employees who have a business-related "need to know."

Unauthorized use or distribution of proprietary confidential information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers, and directors to observe such rights.

The foregoing restrictions regarding confidentiality apply to confidential information received by directors, employees, or officers prior to their service as directors or employment with the Company, as the case may be, and continue after their service as directors or employment with the Company ends, as the case may be. The provisions of this Section 9 are qualified in their entirety by reference to Section 12 of this Code.

10. POLITICAL ACTIVITIES

The Company believes that it is important for citizens to take an active interest in the political process, and the Company's employees, officers, and directors may engage in political activities of their own choice, using their own resources, and on their own time. In such cases, employees, officers, and directors participating in political activities do so solely in their personal individual capacity and not as representatives of the Company, and such activities must not use the Company's facilities or assets or interfere with such person's responsibilities to the Company. Any employee or officer desiring to run for elective political office or to accept an appointment to federal, state or local government office should discuss the matter in advance with his or her manager and with the Company's Human Resources department.

Federal and state laws and regulations govern the Company's political activities. Generally, federal law and the laws of certain states prohibit the Company from making political contributions or expenditures. Federal laws and most state laws,

however, permit corporations to sponsor political action committees, which are funded by voluntary contributions from eligible employees, for the purpose of making political contributions or expenditures. Any political contributions and other political activities, including lobbying or communicating with elected officials, for or on behalf of the Company must be approved in writing by the Company's Chief Financial Officer and must comply with applicable legal requirements.

11. COMMUNICATIONS WITH THE MEDIA AND OTHER OUTSIDE PARTIES

As a publicly traded company, the Company must comply with numerous regulations that govern communications to members of the public. These regulations generally are designed to promote transparency in the financial markets. The Company has specific procedures and requirements relating to filings that it makes with the Commission and other public communications.

Accordingly, non-public information or materials regarding the Company, including employee communications, must not be distributed outside of the Company, including to the media, unless specifically authorized. From time to time employees, officers, and directors may receive inquiries from the media regarding the Company or its business or from someone interested in the Company's securities. Any inquiry from the media, including those relating to pending litigation or regulatory matters, should be promptly referred to the Company's Chief Executive Officer. Any inquiry concerning the Company's securities also should be promptly referred to the Company's Chief Executive Officer. In addition, all public speeches, interviews, presentations or appearances by employees, officers, or directors relating to the Company's business must be pre-approved by the Company's Chief Executive Officer or the Human Resources department.

Employees and officers also must comply with the Company's policies regarding the use of its communication systems, including its computer network, telephones/faxes, e-mail, and the Internet. In particular, the Company's policies prohibit the use of the Company's information systems and equipment to transmit illegal, inappropriate or offensive or potentially offensive material.

When an employee, officer, or director speaks out on public issues or a public forum (including social media platforms), they do so as an individual, and should not give the impression or appearance of speaking or acting on the Company's behalf. This is particularly important when using social networking media, which is increasingly being used by Company's Business Parties, customers, colleagues, and regulators. As a general rule, an officer or employee should not send any communication, including through the use of e-mail, voice mail internal memo, or posts on social media or otherwise that they would be uncomfortable or embarrassed seeing publicly disclosed in the media or which include confidential or other nonpublic information concerning the Company, or may otherwise adversely affect the reputation of the Company.

12. REPORTING VIOLATIONS TO A GOVERNMENTAL AGENCY

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the Company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, you may disclose Company confidential information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a pre-dispute arbitration agreement.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and you may also be eligible to receive an award under such laws.

13. INTERPRETATION AND WAIVERS OF THE CODE

The Company's Board (or a committee thereof) is responsible for interpreting the Code. Under certain circumstances, the Company's policies or local or foreign laws and regulations may be different from the policies outlined in the Code. Generally, in those cases the more restrictive policies, laws, or regulations would apply.

In certain circumstances, it may be appropriate to grant a waiver of a provision of the Code. Any request for a waiver must be in writing and presented to the Board (or a committee thereof). Any waiver of this Code for the Company's executive officers, including our Chief Executive Officer, Chief Financial Officer, and any other senior financial officer, or directors must be promptly disclosed to stockholders in accordance with legal and regulatory requirements.

Approved by the Board on October 12, 2021

ACKNOWLEDGMENT AND CERTIFICATION

The undersigned does hereby acknowledge receipt of the Company's CODE OF CONDUCT AND ETHICS Policy. The undersigned has read and understands (or has had explained) such Policy and agrees to be governed by such Policy at all times in connection with the purchase and sale of securities and the confidentiality of nonpublic information.