



Anti-Corruption & Anti-bribery Policy

Audit
Compliance
&
Governance
Board Office

VERSION CONTROL

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1. INTRODUCTION

This document specifies the Anti-Corruption and Anti-Bribery Policy of SPIC - Zuma Energia S.A. de C.V. (hereinafter referred to as "SPIC - Zuma Energia"/"The Company").

All stakeholders representing or acting on behalf of The Company are prohibited from engaging in any bribery or potential bribery. This includes the prohibition of both direct and indirect bribery, including payments through third parties. If any stakeholder suspects or becomes aware of any potential bribery involving The Company, it is the obligation of the stakeholder to report their suspicion or knowledge to the Compliance team.

Therefore, The Company takes such legal determinations very seriously. In the event of any conflict between the provisions of this Policy and any applicable law or regulation, the provisions of such laws or regulations shall prevail over this Policy.

2. OBJECTIVE

The purpose of this Policy is to establish guidelines so to ensure all personnel of SPIC - Zuma Energia, S.A. de C.V., as well as its subsidiaries and those in which it participates directly or indirectly or has operational control over them, as well as third parties acting on their behalf, representation or benefit, avoid incurring in acts of corruption.

3. SCOPE

This Anti-Corruption and Anti-Bribery Policy (the "Policy") applies to all employees of The Company, as well as its subsidiaries and companies in which it directly or indirectly participates or has operational control over, including employees of its affiliates and subsidiaries, officers, shareholders, directors, officers, and, as applicable hereunder, all consultants, agents, representatives, contractors and subcontractors of The Company (collectively, the "Counterparties"). The Policy requires all Counterparties to refrain, directly or indirectly, from engaging in corrupt activities anywhere in the world. They shall also avoid situations that may give the appearance of improper conduct and shall always act in a transparent manner towards The Company and avoid any Conflict of Interest as contemplated by this Policy.

4. DEFINITIONS AND ACRONYMS

Acronym	Definition
ACG	Audit Compliance & Governance
Bribery	The offering, promising, or receiving of any gift, hospitality, loan, fee, reward, or other advantage to induce or reward dishonest, illegal, or improper behavior, duty, or impartiality in the performance of functions or activities by a Public or Private Official (including, but not limited to, the public functions of a person, activities in their employment, or in relation to a company) in order to obtain or retain business or any other benefit or improper advantage for oneself or for the Company.
Business Partner	Business Partner: Refers to individuals or entities that have a direct and specific commercial relationship with the Company for a particular project or transaction, such as associated companies or joint ventures, and private companies participating with the Company in public-private partnerships that are not Third-Party Intermediaries.
Cash Payments or its Equivalents	Defined as cash or its equivalents, such as bearer checks, traveler's checks, money orders, bank drafts, promissory notes, phone cards, gift cards, electronic wallets, direct cash deposits into a bank account, electronic money, electronic funds transfers.

CEO	Chief Executive Officer
Conflict of Interest	Refers to the possible affectation of the performance of the functions of The Company employees in an impartial and objective manner considering the best interest of the Company due to personal, family or business interests.
Due Diligence	It is the operational process used to collect and evaluate the information necessary to assess the associated risks and make decisions about transactions, projects, activities, business partners or specific individuals.
Extortion or Incitement to Crime	Demand for bribes or payments that may be accompanied by a threat in case of refusal.
Facilitation Payments	Unofficial and inappropriate payments made to a Public or Private Official to expedite the execution of a routine action or task that they are required to perform as part of their duties and to which the payer is entitled.
Family	This term includes all persons who are considered family members and relatives by blood up to the fourth degree of the person in question (for example, of a Government Official or of a Counterpart). This term also includes husband or wife, common-law husband or wife, and cohabitant of the person in question.
Gift	Any item of value such as discounts, gift cards, favors, allowances, goods, equipment, services and promotional items.
Government Entity	It refers but not limited to: (i) any representative office, institution, agency or entity of the federal, state or municipal government, state productive enterprises and coordinated regulatory bodies in energy matters, as well as administrative units and entities of the legislative and judicial branches, and (ii) any entity, corporation, company, enterprise, public institution or civil association that is owned, controlled or operated by any government.
Influence Peddling	It consists of taking advantage of the influence exercised by a Public or Private Official or by a third party, based on economic or political power, real or fictitious, with the purpose of issuing a favorable resolution for the interests of the instigator of the act or for a third party, to obtain a benefit or an Undue Advantage or to cause damage to any person.
Politically Exposed Person or its equivalent	Individual who holds or has held prominent public functions in a foreign country or within Mexican territory. Politically exposed persons also include the spouse, domestic partner, and relatives by blood or affinity up to the second degree of the aforementioned individuals. Additionally, it includes private officials with managerial or decision-making positions and their aforementioned relatives.
Potential noncompliance	The possibility of non-compliance with an obligation or requirement of this policy.
Private Officer	A person who directs a private sector entity, or who has decision-making capacity or who performs any function therein.
Public Officer	Officers, employees and persons acting on behalf of or in an official capacity for any local or foreign government entity, as well as any entity owned or controlled by the government. Also included are officers of political parties, both local and foreign, and candidates for elected office.
RH	Human Resources
Staff	Board of Directors, Senior Management, Private Officers, employees or third parties acting on behalf, official representation and/or benefit of the Company.

The Company	SPIC - Zuma Energía, S.A. de C.V., as well as its subsidiaries and those in which it has direct or indirect ownership or operating control.
Third-Party Intermediaries	Refers to (i) a service provider, consultant, distributor, contractor, subcontractor, or other types of suppliers or third parties, whether individuals or entities, hired to assist the Company in any activity or business that requires or involves interaction with any Government Entity or Public Official on behalf of the Company, including but not limited to law firms, consultants, or agents, and/or (ii) service providers designated by a Government Entity or Public Official to provide services to the Company.
Undue Benefit or Advantage	Refers to those benefits that seek to circumvent compliance with laws, regulations, ethics and conduct manuals, or internal policies, especially in regard to bribery, corruption, extortion, market practices, conflicts of interest and the securities market.
Valuable Item	Consider like cash, gift cards, gifts, entertainment, meals, travel, lodging, donations, discounts, employment, internships, and other benefits for public or private employees and their families.

5. REFERENCES

Anti-Corruption Laws
 General Law of Administrative Responsibilities ("LGRA")
 National Anticorruption System
 OECD Convention on Combating Bribery of Public Officials
 Anti-Corruption Practices Act
 Foreign Corrupt Practices Act ("FCPA")
U.K. Bribery Act 2010 (U.K. Bribery Act 2010)

6. RESPONSABILIDADES

ACG.

It is responsible for the development of this procedure and for ensuring the correct execution of the activities described in it for the proper control of documentation and training stakeholders as described in the document.

Resources

It is responsible for designating a person who will be in charge of having the new employee read the policy and ensure that all employees read and sign that they are aware of it.

CHAIRMAN, CEO, CFO, Legal Director, HSEQ Director, Compliance Director and Resources Director

Be part of the Compliance Committee

Directors

They will be responsible for ensuring that all your employees follow what is described in this document.

7. DESCRIPTION

The Anti-Corruption & Anti-Bribery Policy described in this document is part of the Company's Compliance Program and corresponds to the policy referred to in Article 25 of the LGRA, so this and the Procedures derived from it will be considered as an integral part of it for the purposes of said law.

7.1 Anti-corruption and anti-bribery policy

The Company rejects any act of corruption and/or bribery and is therefore committed to conducting all its business and operations with honesty and integrity and to continuously improving the anti-corruption management system described in this Policy.

- All third parties linked to The Company must comply with the basic aspects of this policy to the extent applicable to them, according to their nature and jurisdiction.
- The parameters of behavior established in this policy apply not only to employees, managers, partners or shareholders of The Company, but also to customers, business partners, proxies, contractors, consultants, agents and any person acting on behalf of, representing, benefiting, on account of or using the means provided by The Company.
- It is The Company's obligation to require that all companies it controls, with which it collaborates, with which it trades products, goods or services, suppliers and, in general, any commercial or business partner, comply with the minimum standards established in this Policy.
- The Company has the responsibility to supervise the implementation of policies or procedures similar to those of this Policy within the companies it controls or that are part of the same group, considering their own conditions, regulations and needs. Therefore, this Policy is of strict compliance for The Company and serves as a mandatory frame of reference for the aforementioned companies.

7.2 Conflict of Interest

Conflict of Interest is understood as the possible impairment of the performance of employees' duties in an impartial and objective manner considering the best interest of the Company due to personal, family or business interests.

When an individual's personal interests – family, friendships, financial, or social factors – could compromise his or her judgment, decisions, or actions in the workplace

The following situations will be considered to establish a Conflict of Interest when the employee is involved in the selection or contracting of suppliers and one of the following circumstances occurs:

- The employee or his/her family member is the supplier, in case the supplier is an individual.
- The employee or his family member has an interest in the supplier, in case the supplier is a legal entity.
- The employee has received gifts from the supplier that exceed the economic thresholds allowed under the Procedures in a period of 2 (two) previous years.
- The employee has received services, gifts and/or benefits from the supplier that exceed the economic thresholds allowed under the Procedures in a period of 2 (two) previous years counted from their integration in the company or at the time of conducting a new business.

7.3 Gifts and Hospitality

This policy does not prohibit business hospitality, as long as it is reasonable, appropriate, modest and in bona fide, and if its purpose is to enhance our company's image, present our products and services or establish cordial relations.

7.3.1 General Prohibitions

No Counterparty shall offer, promise, make or authorize - directly or indirectly through any other person or company - payment involving money or anything of value (in the form of compensation, gift, contribution or otherwise) to a Government Officer, Family Member, or any third party for the purpose of obtaining or retaining, for himself or herself or for a third party, a benefit or advantage. This includes facilitation payments, i.e., payments to facilitate any Company business.

7.3.2 Entertainment, Meals and Gifts

1. Attentions and Meals

Reasonable expenditures for business entertainment or business meals can play an important role in strengthening personal relationships and promoting the Company's services. The basic principle for entertainment and meals provided to individuals is that of reasonableness.

The Company must be cautious and conservative, and ensure that such expenses not only comply with generally accepted local customs and applicable laws but also meet an objective standard of reasonableness.

2. Gifts Given

A nominally valued gift given to a Public or Private Official, a family member, or any third party as a courtesy and as a gesture of appreciation or gratitude, in accordance with local customs, is often an important and anticipated means of strengthening good relationships. However, a gift of inappropriate value could create the appearance of impropriety.

Therefore, it is crucial that all gifts are appropriate for the occasion, modest in value, and unquestionably customary. Specifically, the gift should not exceed the limit specified in US dollars below. As a general rule, the gift should have a professional, commercial, or cultural use rather than a personal one.

Gifts or valuable items should not be offered, promised, or given to any Public or Private Officer, family member, or any third party with the intent of influencing them to benefit the Company or provide an improper advantage. The purpose of the gift should always be to promote, encourage, and/or strengthen the Company's relationship with its current or potential clients, partners, and strategic allies.

3. Gift Receiving

In some cultures/countries, rejecting a gift can be considered an insult, and we are aware that it can negatively affect business relationships. Employees may accept a gift in accordance with the Company's Policy, and in the case of gifts with commercial value, by informing their immediate superior.

Company employees, with the exception of Directors, may only receive gifts of no commercial value from third parties, such as notebooks and pens with the third party's logo, and must refuse any gift that has commercial value. In the event of receiving gifts that have commercial value, they must inform the Compliance Officer and the Human Resources Director in writing, providing the latter with the gifts received and updating the gift declaration register.

Company Directors may receive gifts with commercial value, in which case they will hand over the gifts to the head of the Human Resources department, updating the gift declaration registry.

Human Resources will be responsible for raffling the gifts among the Company's staff, or disposing of them in favor of the Company and/or its personnel.

7.3.3 Accommodation and Travel

The Company allows, on an exceptional basis and with the written approval of the General Director and the Compliance Owner, the payment of travel and accommodation expenses for Public or Private Officers, and any third party, provided that these expenses are reasonable and made in bona faith directly related to:

- (i) The promotion, demonstration, or explanation of the Company's products or services, or
- (ii) The development of a contract. Therefore, the Company is permitted to pay travel and accommodation expenses for a Public or Private Officer, or third parties only exceptionally and for the purpose of visiting the Company's facilities or attending a seminar or exhibition related to the demonstration or exhibition of the Company's products and services or those of the industry.

The type of accommodation and travel, as well as the costs of meals and other courtesies, must always be reasonable under the circumstances and must always have a legitimate business purpose. When paying such expenses, Company employees must exercise good judgment and consider appearances.

For authorized travel expenses, Company employees should avoid making direct payments to the Public or Private Official or third parties by making payments directly to the service provider, such as hotels or airlines, after receiving the invoice or receipt. If the Public or Private Official or third party needs a direct reimbursement, the Company employee must request invoices, receipts, and other documentation related to the expense, notifying the Compliance owner in writing..

Employees will not pay travel expenses that are excessive, frivolous, or disproportionate to the professional level of the traveler. Employees will not pay for travel, accommodation, or courtesies for guests or family members of a Government Officer. Visits to other places for tourism or other non-commercial purposes are not allowed and will not be paid for by the Company under any circumstances..

7.3.4 Receiving Travel or Services Offered by Clients and Suppliers

Employees are not permitted to accept travel paid for by clients and suppliers and/or receive services from suppliers.

If required and due to security reasons, schedule, or unforeseen circumstances, an employee must travel in vehicles provided by third parties in connection with a business tour or visit, which may be owned by a Government Entity or an individual or entity, this must be reported to the Compliance owner.

7.4 Selection and Appointment of Third Party Intermediaries

Third-Party Intermediaries may compromise the integrity of the company if they do not adopt ethical business practices. For this reason, the company will implement procedures to conduct appropriate due diligence based on third-party risk, as well as appropriate measures to address

any identified risks, ensuring compliance with applicable anti-corruption laws. Employees must meticulously follow the procedures established under this policy

7.5 Relationship with Business Partners

The Due Diligence methodology will be applied to identify potential corruption risks and assist in decision-making related to transactions, projects, activities, business partners, and specific personnel.

The Company will conduct internal controls to identify and recognize the individuals and entities it will be involved with, whether as a partner, employee, service provider, supplier, contractor, intermediary, or any other capacity, to mitigate any corruption risk.

7.6 Donations and Off-Site Improvements

The Company may make donations to Government Entities, non-governmental organizations (ONGs), or charitable institutions (private or public), as well as community groups or representatives. Similarly, the Company may carry out off-site improvements, which are works and/or projects conducted outside the polygon owned or leased by the Company, in public areas or on public domain property, which are

- 1) Required by law;
- 2) Requested by a Government Entity (including municipalities, planning commissions or other authorities);
- 3) Required by the Company as part of its social investment strategies; or
- 4) Necessary for the Company's projects, whether during construction or after the start of operations of the project in question. Any of the works or projects executed may be for the benefit of the Company, the community, or both.

All donations and off-site improvements must follow the Social Investment Plan policy and be approved in writing by the General Director and the Compliance owner according to the amounts stated in this policy.

All types of off-site cash donations or improvements to Government Entities or individuals are prohibited.

In all cases, donations and off-site improvements must aim to support needy groups or provide a benefit or better services to the community and be aligned with the Company's social investment strategies.

Donations and off-site improvements must comply with applicable law and these Procedures and may not be intended to induce a Government Officer to take an action, fail to take an action or otherwise improperly benefit the Company.

7.7 Human Resources

In no case an employee of the Company may simultaneously hold a position as a Government Official, politician or political candidate..

7.8 Accounting Books and Records

Compliance with the Company's accounting and finance policies is mandatory. The Company's books and accounting records must always be maintained and kept in accordance with local laws and the International Financial Reporting Standards (IFRS). Accounting records, disbursements, expense reports, invoices, receipts, and records of gifts, hospitality, meals, travel, and any other business expenses must be reported and recorded accurately and truthfully.

All payments made by or on behalf of the Company must be authorized according to existing procedures, including those contained in the Accounts Payable Policy and the Company's Travel and Entertainment Expense Policy.

7.9 Report a Concern or Complaint

The Company, concerned with providing a confidential channel through which inappropriate conduct, Conflicts of Interest, or malpractices that go against this Policy can be reported, has implemented a system through a third party for receiving any related complaints or reports.

Any employee, Third-Party Intermediary, or Business Partner who suspects or has information that malpractices have been conducted against this Policy must report the event immediately.

Any employee, Third-Party Intermediary, or Business Partner who believes that a Public or Private Officer, Third-Party Intermediary, Business Partner, supplier, or customer has directly or indirectly and improperly requested the delivery of an item of value against this Policy must report the event immediately. Reports can be made anonymously.

The employee, Third-Party Intermediary, or Business Partner who makes a report will not be subject to disciplinary action or retaliation simply for making the report, although the individual may be subject to disciplinary action if they violate any Company policy or procedure.

The means of reporting are as follows:

Website	www.resguarda.com/zumaenergia
E-mail address	etica.zumaenergia@resguarda.com
Telephone number	800-123-3312 (Mexico)

8. TRAINING

The dissemination of this policy to new associates will take place during induction. Such training must be conducted within the first ninety (90) calendar days from the date of hire or from the effective date of this Policy..

This policy will also be shared with all existing stakeholders. If they have any questions about this policy, they should contact your line manager.

The company's zero-tolerance approach to bribery and corruption must be communicated to all employees, suppliers, contractors, and business partners at the start of the company's business relationship with them and, as appropriate, thereafter. Whenever possible, all third parties should receive a copy of this policy at the beginning of the business relationship.

The Compliance owner will decide which employees are required to attend annual anti-corruption training or any other training deemed necessary, considering the degree of interaction employees have with Public and Private Officials, Government Entities, Third-Party Intermediaries, and Business Partners. When deemed appropriate, the Compliance owner may require certain Third-Party Intermediaries or Business Partners to receive anti-corruption training as a condition for continuing to provide services to the Company. Such training may be conducted by the Company or by a third party.

9. RESPONSABILITIES OF STAKEHOLDERS

All stakeholders are required to read and understand this policy, ensuring compliance with its terms and conditions at all times.

The prevention, detection, and reporting of corruption fall under the responsibility of all stakeholders as defined within the scope of this policy.

Employees must avoid any activity that could lead to, or suggest, a breach of this policy.

If an employee believes, suspects, or has reason to believe or suspect that a breach of this policy has occurred or may occur in the future, they must promptly notify their reporting manager or consult the Compliance team. For instance, if a customer or potential customer offers an associate something to gain a business advantage with the Company or indicates that a gift or payment is required to secure their business.

All employees are required to be thoroughly familiar with this policy and ensure complete compliance.

Employees must immediately report any activity that might lead to a breach of this policy. Any employee who intentionally fails to report a possible breach will face disciplinary action.

Failure to report an actual or suspected breach of this policy constitutes a breach of the policy itself. Any associate who violates any terms of this policy will face disciplinary action, potentially resulting in dismissal for gross misconduct. The Company reserves the right to terminate a contractual relationship with any associates or business partner who breach any terms and conditions of this policy.

10. EXCEPTIONS TO THE COMPLIANCE PROGRAM

The Chief Executive Officer and the Compliance Owner jointly have the authority to approve exceptions to this Compliance Program. Each exception must be in writing and a record of such exceptions must be kept.

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Any violation of applicable anti-corruption legislation can have serious consequences for the Company and the individuals involved. Difficult and unpredictable situations can arise from the application of such laws. The Company's staff, suppliers, contractors, and business partners must consult with the Company's Compliance Officer regarding any doubts or questions and should not attempt to make judgments on their own without appropriate advice. The Company is committed to compliance and will impose appropriate sanctions – including, where applicable, termination of employment – for violations of its policies and failure to comply with the Compliance Program.

11. APPENDIX

The relevant laws can be consulted at the following links:

FCPA: <https://www.justice.gov/criminal-fraud/statutes-regulations>

UK Bribery Act: <https://www.legislation.gov.uk/ukpga/2010/23/contents>

LGRA: <http://www.diputados.gob.mx/LeyesBiblio/pdf/LGRA.pdf>

LGDSNA: https://www.diputados.gob.mx/LeyesBiblio/pdf/LGSNA_200521.pdf

12. WHO IS RESPONSIBLE FOR THIS POLICY

The Compliance Committee for reviewing and ensuring that this policy complies with the Company's legal and ethical obligations, and that all those under its control abide by it.

The Compliance owner is primarily responsible for implementing this policy. Executives at all levels are responsible for ensuring that their subordinates are aware of and understand this policy and, where necessary and appropriate, receive periodic training on it.

13. DOCUMENT HISTORY

Version	Date	Author	Reviewed by	Approved by	Nature of changes
1.0	30/04/2018	Legal Compliance	Diana Sasse	The Compliance Committee	First Version
2.0	23/06/2021	Legal Compliance	Diana Sasse	The Compliance Committee	Biannual review
3.0	22/08/2024	Abraham Monroy	The Compliance Committee	Xie Tong	Biannual review Name change to Anti-Corruption and Anti-Bribery Policy instead of Integrity Policy and Procedures for Compliance with Anti-Corruption Laws, procedures and committee to be annexed in another documents, Improving Introduction, Objective, Scope, Definitions, Responsibilities, Description, Meanings and Stakeholders responsibilities.

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