



CHALA ONE S.A.C.
EMC GREEN GROUP S.A.C
SOLEIL METALS S.A

CODE OF CONDUCT AND ETHICS

	Social Policy & Compliance				SOLEIL METALS
	CODE OF CONDUCT AND ETHICS				
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1. INTRODUCTION

This Code of Conduct (hereinafter referred to as the "Code") is the frame of reference to guide and serve as a rule of conduct in the performance of daily tasks carried out by shareholders, managers, employees, and in general by all personnel of **SOLEIL METALS SA** and its related companies (hereinafter referred to as "**SOLEIL METALS**," "the Company" or "the Companies"), who will hereinafter be referred to as "Employees." The Code is also a tool to ensure the proper functioning of the Anti-Money Laundering and Counter-Terrorist Financing System (SPLAFT).

The Code does not attempt to cover all possible situations that may arise. Its purpose is to provide a frame of reference against which to evaluate any activity or behavior on the part of Employees.

Employees are expected to strictly comply with all aspects contained in this Code, in order to prevent **SOLEIL METALS** or the Employees themselves from being subject to lawsuits, criticism, or complaints for ethical violations that could affect them personally or financially, as well as being used as a means for money laundering or terrorist financing operations.

Its content must be considered in conjunction with the Company's policies, procedures, and other internal rules and in accordance with the law, in particular the **Internal Work Regulations**. Employees are required to be familiar with and comply with the Code and to cooperate in facilitating its ongoing implementation, including reporting any violations of which they are aware.

2. OBJECTIVE

GENERAL OBJECTIVE

- To establish the principles governing the activities of Employees and the relationships between Companies and their stakeholders.

SPECIFIC OBJECTIVE

- To guide employees in maintaining ethical behavior within the companies.
- Maintain ethical principles in the relationships between companies and their stakeholders.

3. SCOPE

This Code shall apply to all **SOLEIL METALS** personnel. Notwithstanding the foregoing, mandatory compliance extends to shareholders, managers, **SOLEIL METALS** employees, and any person who provides temporary or permanent services under any type of contract, regardless of their hierarchical level.

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4. DEFINITIONS

Money laundering and terrorist financing (MLTF)

Money laundering is the process of converting, transferring, acquiring, using, managing, holding, receiving, concealing, maintaining possession of, transporting, and/or transferring money, goods, or profits of illicit origin for the purpose of avoiding the identification of their origin or their seizure by the authorities.

Terrorist financing is the provision, contribution, or collection of funds, financial or economic resources, financial services, or related services, carried out by any means, either directly or indirectly, for the purpose of carrying out terrorist acts, supporting, or financing the activities of terrorist elements or groups.

Money Laundering (ML) and Terrorist Financing (TF) Risk

Money Laundering and Terrorist Financing Risk (ML/TF) is defined as the frequency and severity with which a company could be used for the purposes of money laundering and/or terrorist financing, arising from the nature of its agents, products, and/or services offered and contracted by the company, as well as the distribution channels and geographical areas in which it operates.

Anti-Money Laundering and Terrorist Financing Prevention System

The Anti-Money Laundering and Counter-Terrorist Financing Prevention System (SPLAFT) is the set of procedures, tools, and controls designed to properly manage the risk of money laundering and terrorist financing at **SOLEIL METALS**.

Its objectives include:

- Preventing and avoiding the use of the Company's commercial transactions for illegal purposes related to money laundering and/or terrorist financing.
- Enabling the detection of unusual transactions and the prevention or timely detection of suspicious transactions, whether carried out or intended to be carried out, and their communication to the Financial Intelligence Unit of Peru (UIF-Peru) in accordance with the provisions of the regulations.
- To comply with the legal standards established by national regulations, as well as to adopt international best practices.

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All areas of **SOLEIL METALS** are required to apply the SPLAFT anti-money laundering and counter-terrorist financing system in accordance with the functions they perform within the Company.

Compliance with the policies, procedures, and controls that make up the ML/TF Prevention System is mandatory, in accordance with current legal regulations on the matter.

Stakeholders

In the broadest sense, this refers to all individuals or organizations that may be related to the activities carried out by the project or the Company's operations.

5. DISSEMINATION OF THE CODE OF CONDUCT

The General Management is responsible for implementing the Code's regulations, in accordance with ethical standards that are considered appropriate for the fulfillment of **SOLEIL METALS'** objectives, and for ensuring its adequate dissemination among all Employees, as well as its mandatory observance. The General Management is responsible for interpreting the provisions of the Code and specifying the correct meaning, scope, and extent of its content. Finally, it must sanction violators, if applicable, in coordination with the Compliance Officer.

All persons covered by this document are required to read the Code of Conduct at the beginning of their relationship with the Company, for which they will receive a copy.

This Code of Conduct must be disseminated to Employees, and a "Sworn Statement of Receipt and Acknowledgment" must be obtained from them, a template of which can be found at the end of this document (Annex 1), indicating their commitment to comply with it in the performance of their duties. This statement must be filed in each Employee's personal file.

6. BUSINESS PRINCIPLES

The Company must act in the exercise of its activities under the following principles:

a. Compliance with Laws, Rules, and Regulations

The Company is committed to complying with the national legislative framework and with the requirements of the regulations applicable in the jurisdiction of its parent company. It will also follow the best international practices that apply to the activities it carries out as a basis for its success.

Effective and timely enforcement of the law helps ensure accountability and helps prevent future problems and legal action.

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b. Corporate Social Responsibility

The Company is committed to promoting sustainable development (social, environmental, and economic); therefore, the Company's activities incorporate the interests of stakeholders in its processes and results.

c. Human Rights

The Company is committed to ensuring that all its employees act within the framework of respect for human rights. In this regard, it supports, respects, and contributes to the protection of fundamental human rights, ensuring that it is not complicit in any form of abuse or violation of these rights.

d. Diversity, equal opportunities, gender equality, and respect for people

The Company is committed to the value of diversity and the promotion of equal opportunities within the Company. In this regard, it seeks to create a work environment where human differences are valued and where Employees are treated fairly, respectfully, and equitably, regardless of their age, gender, ethnicity, different abilities, sexual orientation, language, socioeconomic status, or other personal characteristics that could be used as grounds for discrimination.

In this regard, the Company will take the necessary measures to punish any type of act that violates this principle.

e. Environment, Safety, and Health at Work

The Company is committed to protecting the environment and ensuring health and safety at work by conducting its activities in accordance with nationally and internationally recognized standards, and aims to comply with or exceed applicable environmental, health, and safety laws and regulations.

f. Anti-corruption

In accordance with the principle of compliance with the law, rules, and regulations, the Company rejects any type of corruption or bribery, and any promise or improper payment for the purpose of obtaining personal benefits or benefits for the Company and/or third parties is prohibited.

In this regard, no undue advantages or goods of value should be promised, offered, requested, received, or given to a person or entity, directly or through an intermediary, in order for that person or entity to perform or refrain from performing any act that would lead to a breach of their corporate or public duties.

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g. Money laundering/terrorist financing

The Company, in accordance with the principle of compliance with the law, rules, and regulations, is committed to maintaining effective control and/or supervision in order to prevent unusual or suspicious transactions, as well as to provide the necessary information for investigation purposes as required by the relevant authorities.

In this regard, no business relationships should be maintained with individuals or legal entities that have a history of money laundering or links to terrorism, and applicable regulations must be complied with.

h. Reporting non-compliance

Unethical or improper conduct or non-compliance with this Code of Conduct may be reported confidentially, including anonymously, through **SOLEIL METALS' ETICA360** channel, which will ensure that such reports are handled appropriately.

7. ETHICAL PRINCIPLES OF CONDUCT

Employees, in the performance of their duties, shall act in accordance with the following principles:

a. Respect for the law and regulations

Complying with the regulations governing the exercise of their activities, adapting their conduct to respect the laws and, in particular, the regulations in force regarding the fight against money laundering and terrorist financing, as well as the provisions of this Code of Conduct and the Manual for the Prevention of Money Laundering and Terrorist Financing

b. Probity

Performing their duties responsibly, acting with integrity, honesty, and fairness, and ensuring that the Company is not involved in money laundering and/or terrorist financing activities or any other crime.

c. Confidentiality

Guaranteeing the strict confidentiality and anonymity of the Compliance Officer, both with regard to their duties and responsibilities and with regard to the Suspicious Transaction Reports (STRs) they submit to the FIU-Peru and the investigations and proceedings that may be carried out on the basis of those reports.

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d. Fairness

Acting with fairness and mutual respect in their relationships with other employees, with the Company's clients, with public and private entities, and with the UIF-Peru.

e. Suitability

Ensuring technical and moral competence in the performance of their activities, taking advantage of training opportunities for the proper fulfillment of their duties, especially in the area of money laundering and terrorist financing prevention.

f. Impartiality

Objectively evaluating the information under their responsibility to detect unusual and suspicious transactions and, where appropriate, issuing the corresponding reports, demonstrating independence from their connections with individuals and institutions.

g. Veracity

Always expressing the truth in the performance of their duties and in their relations with customers and third parties.

8. CODE OF CONDUCT

a. Ethical behavior

Employees are required to conduct themselves in a professional, impartial, and honest manner in the performance of their duties.

- The possession, distribution, sale, and consumption of alcoholic beverages or drugs in the workplace, in any form or manner, is prohibited. Under no circumstances may an employee of come to work under the influence of alcohol or drugs. An exception to this provision is the moderate consumption of alcoholic beverages during institutional activities, as well as during festivities or social gatherings, provided that this does not affect the performance and conduct of employees on the company's premises.
- Employees must take special care with regard to these provisions on occasions where the Company's image could be affected in areas of direct and indirect influence of its production facilities and the projects it develops.
- Employees are expected to behave in a dignified and courteous manner and to show respect for their co-workers and all people in general.

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- Workers shall refrain from participating in illegal or immoral activities or from attracting business to the Company by engaging in such activities.
- Harassment, intimidation, or discrimination, whether sexual or of any other nature, is prohibited, whether by or against an employee, customer, supplier, or visitor, as applicable.
- Anyone who believes they are being subjected to hostile conduct, or who observes or receives a complaint of such conduct, should report it to their supervisor or through **SOLEIL METALS' ETICA360** channel. The Company will immediately investigate such cases, take appropriate corrective action, and inform the labor authorities. Retaliatory measures against those who file complaints are prohibited, but complaints that are proven to have been made in bad faith after investigation will be strictly punished.

b. Responsibility

Employees shall use their technical and professional skills and exercise due care and prudence in the performance of their duties at the Company. In particular:

- They shall apply the procedures established internally;
- They may not sign any document on behalf of the Company, nor may they represent or exercise authority on its behalf, unless they have express authorization to do so. Such authorization must be in writing or by email (authorizations by other means such as text messages, WhatsApp, or similar are not valid);
- They shall be responsible for obtaining the necessary training to perform their duties to the best of their ability, for which they shall have the support of the Company.

c. Company Assets

Employees shall always act in the best interests of the Company, making appropriate use of the resources made available to them. In particular:

- They shall make proper use of and take care of the assets at their disposal or to which they have access; in particular, they shall be especially careful in the use of vehicles assigned by the Company, strictly applying the procedures established in this regard.
- They shall respect the integrity of the programs and data systems that constitute the Company's information assets.

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- Any reproduction, sale, use, or distribution of programs or other forms of intellectual property that constitutes a violation of the license agreements signed by the Company is prohibited.
- They shall not misuse telephone lines, email, the internet, or other similar means made available to them. Communications for personal purposes through these means must be carried out with extreme caution.
- Respect the intellectual property and right of use that corresponds to the Company in relation to projects, computer programs and systems; equipment, manuals, and videos; knowledge, processes, personal data, and, in general, other works and projects developed or created within the Company.
- They shall use the Company's image, name, or trademarks solely for the proper performance of their professional activities.
- They shall ensure that expenses incurred on behalf of the Company are strictly in line with the needs of their work, accounting for them in a timely manner and following established procedures.

d. Use of Social Media

When using social media and similar platforms in general, Employees shall conduct themselves in such a way as to protect both the Company's reputation and their own reputation.

- Participation in social networks will always be on a personal basis, unless expressly authorized by the Company, in writing or by email, to do so on its behalf. Authorizations by means such as WhatsApp, text messages, or similar are not valid. It is always advisable to participate in the first person and to expressly state that you are speaking on your own behalf and not on behalf of the Company.
- The Company values its Employees always acting with authenticity, and therefore advises against the use of pseudonyms or false names.
- In the case of interactions on social media linked to topics related to the Company and the mining sector, the real name and position in the Company must be used. In these cases, a position consistent with the responsibilities within the Company must be adopted and actions must be taken in a manner that reflects the Company's usual dealings with third parties and other Employees.
- It is prohibited to disclose confidential Company information.
- In general, interactions on social media should have a positive connotation.

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e. Relationships with suppliers

Employees, and especially those involved in decisions regarding the procurement of supplies or services or the setting of their economic conditions, shall avoid any kind of interference that could affect their impartiality or objectivity in this regard. Whenever possible, exclusive relationships shall be avoided.

The hiring of suppliers must be carried out through transparent and objective procedures. There must be no favoritism of any kind, and the interests of the Company must always be prioritized.

Special care shall be taken to monitor the procedures established for the purchase of ore and the controlled chemical inputs required for ore processing.

Employees shall be required to disclose any family, friendship, or business relationship with any supplier, whether or not such relationship is current. It is not permitted to establish business relationships with suppliers who are related to an employee, director, or shareholder up to the second degree of consanguinity or affinity. In the case of other family, friendship, or business relationships, the acceptance of a supplier with ties to an employee must be approved in writing or by email by the General Management. Similarly, the acceptance of a supplier with ties to the General Management must have the prior written or email approval of **SOLEIL METALS**, and in all cases, it will be the responsibility of the logistics department to confirm that the conditions offered by the supplier are in line with market conditions. Authorizations by other means (text messages or WhatsApp) are not valid.

In cases where an employee is in a position to act as a supplier to the company by offering a good or service that the company requires, their approval as a supplier must be made in writing or by email by the General Management. As in the case described above, it will be the responsibility of the logistics department to confirm that the conditions offered are in line with market conditions.

Approvals via WhatsApp or text messages are not valid.

f. Relationships with Mineral Suppliers

Employees who participate in decisions regarding the acceptance of Mineral Suppliers for processing must adhere to the established procedures for reviewing documentation and establishing the origin of the mineral. The acceptance of a producer must be made after the procedures have been carried out with the utmost transparency and diligence, in coordination with the Compliance Officer.

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The same considerations apply in the case of mineral suppliers who have family, friendship, or business ties to company employees.

g. Relationships with Communities

SOLEIL METALS has a social commitment to promote sustainable development in the communities with which it may interact in its mineral purchasing activities and in all its operations in general. Employees who, in the course of their duties, have contact with a community or its members and leaders must maintain relationships based on respect and integrity, and must continuously identify the impact of the Company's activities and opportunities to contribute to the well-being of that community.

h. Confidentiality

In general, Employees must maintain professional secrecy with regard to non-public information that they become aware of as a result of their activities, whether it relates to the Company itself or to any other third party. Consequently:

- They must use such information exclusively for the performance of their activities in the Company. They may only disclose it to those persons who, due to their functions in the Company, need to know it for the performance of their activities.
- Information relating to persons with whom the Company has a business relationship shall be treated as confidential. It shall only be transferred to third parties if required by court order, with the client's written authorization or through the email account that the client has registered for their transactions with the Company, at the request of the Financial Intelligence Unit (UIF-Peru) or at the request of the supervisory body.
- Information relating to employees, managers, and directors, including information relating to remuneration, will be treated with special care, applying appropriate security criteria and ensuring maximum respect for privacy.
- Non-public information shall not be disclosed to unauthorized persons, whether intentionally or unintentionally. The safekeeping of documentation and information that each person manages in the normal course of their activities is mandatory.
- The obligation of confidentiality persists even after the employment relationship with the Company has ended.

i. Relationship with authorities

Employees shall maintain an attitude of respect and cooperation with representatives of the authorities within the scope of their powers. Requests for information shall be recorded as

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soon as they are received, and a response shall be sent as soon as possible with the approval of the General Manager (in writing or by email; no other means of approval shall be considered valid).

Any offer, favor, compensation, or attention to officials or employees of authorities for the purpose of obtaining benefits or the adoption of resolutions by authorities or supervisors is prohibited.

j. Political or associative activities

Membership or collaboration with political parties or other types of entities, institutions, or associations with public purposes, including donations or services to them, must be done in such a way that their personal nature is always clear.

Before accepting any public office, Employees must inform the General Management in order to determine whether there is any kind of incompatibility or restriction. Authorization from the General Management must be in writing or granted by email. Authorization by other means (text messages, WhatsApp, or similar) will not be considered valid.

k. Prevention of money laundering and terrorist financing

Workers are responsible for complying with the regulations related to the Anti-Money Laundering and Counter-Terrorist Financing System, and therefore must comply with the procedures that make up this system, including:

- Comply with the principles specifically established in the Code of Conduct, as well as the laws and legal regulations in force regarding the Prevention of ML/TF.
- Comply with the policies, procedures, controls, and other obligations established by **SOLEIL METALS'** Money Laundering and Terrorist Financing Prevention Manual
- Comply with all obligations related to the Money Laundering and Terrorist Financing Prevention System (SPLAFT) arising from the tasks assigned to them and the position they hold
- Maintain the utmost confidentiality regarding the identity of the Compliance Officer, so that it is not known to suppliers, business partners, or any third party outside the Company. Any exceptions must be coordinated and authorized by General Management, either in writing or by email. Authorizations by other means, such as text messages, WhatsApp, or similar, are not valid.

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- Take measures to support the employees under their supervision in the performance of their activities for the effective compliance with the rules for the prevention of ML/TF.

Any breach of the rules of this code of conduct related to the Anti-Money Laundering and Counter-Terrorist Financing System will be considered a very serious offense. The penalties imposed must be recorded in the corresponding personal files.

I. Prevention of Child Labor and Slave Labor

The Company seeks to conduct its business with respect for human rights and the dignity of individuals. In particular, recognizing that the mining sector must place special emphasis on the eradication of any abuse of child labor, the Company does not employ or permit the employment, either directly or indirectly, of any type of forced labor, work in degrading conditions, or work that violates human dignity.

In this regard, the Company conducts its hiring strictly within the framework of the law and requires the same of its suppliers. It also has explicit policies and procedures regarding child labor and forced labor.

In the case of mineral suppliers, it is the responsibility of the Commercial Department to verify that there are no cases of abuse in mining operations and to report any irregularities.

Workers in general are required to report, through **SOLEIL METALS' ETICA360** channel, any situation involving probable child exploitation, slave labor or degrading conditions, sexual exploitation of children or adolescents, human trafficking, or forced labor:

9. ESSENTIAL DUTIES – PREVENTION OF ML/FT

With regard to ML/TF prevention, the Company and its employees shall take special care to:

a. Duty to Report

Paying special attention to detecting unusual or suspicious transactions, reporting them to the UIF-Peru through the Suspicious Transaction Report (STR), in accordance with the provisions of the Law, its Regulations, and other applicable provisions on the matter.

b. Duty to Record

Recording transactions as established in the SPLAFT, without exception and in an accurate, complete, and chronological manner, keeping the Transaction Record (TR) for the period established in the ML/TF Prevention Regulations, making it available to the FIU-Peru in the manner and within the time frame determined by the latter.

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c. Duty of Confidentiality

It is prohibited to disclose to any person, entity, or organization, by any means or method, the fact that information has been requested and/or provided to the FIU-Peru, except at the request of the competent court or authority in accordance with current regulations.

The Company shall adopt measures to support its Employees in carrying out their activities for the effective compliance with ML/TF prevention regulations. Under no circumstances shall the Company or its Employees take reprisals against other Employees, their clients, or other persons who are part of the National ML/TF Prevention and Detection System.

Furthermore, in order to comply with the duties, set forth in this Code, the Company shall adopt measures in relation to the following points:

a. Regarding due diligence in knowing the customer and suppliers:

- Fully identify the Company's customers or business counterparts, whether natural or legal persons, by requesting the relevant information.
- Establish documentation requirements for proper customer identification, verifying it where appropriate.
- Be alert to changes in the usual behavior of customers, which allow for the detection of significant deviations from normal operations, in order to carry out analysis and evaluation in accordance with current legal regulations.
- If a transaction is classified as suspicious, the corresponding report must be submitted in compliance with the ML/TF Prevention Regulation.

b. Regarding employee knowledge:

- Ensure that your employees have a high level of integrity.
- Collect information on the employee's personal, employment, and financial background, which will be included in their personal file and updated periodically

c. Regarding ML/TF prevention policies:

- Appoint a Compliance Officer who meets the requirements set forth in the ML/TF Prevention Regulation and, where applicable, appoint a new Compliance Officer in a timely manner.

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- Identify ML/TF typologies and disseminate them among the Company's employees and management, thus keeping them informed and aware of the risks that permissive behavior can entail.
- Complete ML/TF prevention training at least once a year.
- Be familiar with the current legal framework for ML/TF prevention, disseminating the relevant updates among employees.

10. CONFLICTS OF INTEREST

a. Family and romantic relationships between employees

Employees shall always disclose any family relationship with other employees, directors, or shareholders of the Company.

Employees who are related up to the second degree of consanguinity (parents, children, grandparents, grandchildren, and siblings) or affinity (spouse, parents-in-law, son-in-law, daughter-in-law, and brothers-in-law) may not work in the group's companies.

Likewise, in order to ensure an appropriate working environment and avoid possible situations of conflict of interest or preference, employees who are romantically involved may not work in companies within the group. It is the responsibility of employees to inform their supervisor or the Human Resources department of any romantic relationships, so that the necessary measures can be taken.

Any exceptions to these provisions regarding family relationships in the hiring of employees must be approved in writing by the General Management or the Board of Directors of **SOLEIL METALS SA**, taking the measures deemed appropriate in the assignment of duties to avoid creating situations of possible conflict or preferential treatment.

b. Personal Benefits

Employees shall always act in such a way that their personal interests, those of their family members, or those of other persons related to them do not take precedence over the interests of the Company.

No Employee shall take advantage of business opportunities that arise in the course of their work for their own benefit, nor shall they use the Company's assets, data, or positions for such purposes.

Being a consultant, shareholder, director, executive, or employee of a company with which **SOLEIL METALS** has a business relationship as a supplier, customer, or competitor, or that

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seeks to do business with the Company, creates a conflict of interest. Such relationships must be explicitly reported to General Management in writing or by email at the beginning of the employment relationship. Situations that arise after the employment relationship has begun must be approved in writing or by email by the General Management, or by the Board of Directors of **SOLEIL METALS SA** in the case of the General Manager himself. Authorizations by other means (WhatsApp, text messages, etc.) will not be considered.

Any transaction that could benefit an employee or a family member, or even a friend, either directly or indirectly, must be reported and approved in writing or by email by the General Management (authorizations by other means will not be valid).

Similarly, family ties with politically exposed persons or officials of entities that supervise or regulate the Company's activities, such as the Ministry of Energy and Mines, Regional Governments, or the UIF-Peru, may also give rise to conflicts of interest.

It is the responsibility of Employees to inform the Human Resources department of any cases where there are family relationships up to the 4th degree of consanguinity and 2nd degree of affinity with suppliers, government officials, and politically exposed persons (PEPs).

On the other hand, in cases where opportunities arise for an employee to invest or develop private businesses in the areas in which the Company operates, Employees must first submit them to the Company for evaluation. Only if the Company decides not to proceed with the evaluation or not to take advantage of the opportunity may Employees develop it on their own, provided that it does not generate direct competition with the Company or affect its interests.

c. Gifts, commissions, or financial facilities

Employees are prohibited from accepting any type of income or commissions for transactions carried out by the Company.

In general, Employees must refrain from receiving gifts that exceed the usual terms for this type of attention. Under no circumstances should they accept gifts in cash.

Employees must refrain from receiving gifts or participating in entertainment that indicates the giver's intention to influence or compensate them for any business or transaction carried out with the Company. Such gifts shall be rejected and reported to General Management.

11. PROHIBITIONS

- Failing to sign the Affidavit of Knowledge and Commitment to comply with the Code of Conduct.

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- Delivering or using information and/or documents related to the ML/TF Prevention System for personal gain or that of third parties.
- Carrying out operations that represent a conflict of interest.
- Facilitating the concealment of illicit assets or funds and/or the carrying out of illegal transactions.
- Communicate, by any means, to the persons involved or to third parties, about suspicious transactions reported to the authorities, as well as about any analyses or investigations being carried out, regarding possible situations related to money laundering and terrorist financing, unless expressly requested by a court or competent authority.
- Inform any person, entity, or organization, by any means or method, directly or indirectly, that information has been requested by and/or provided to the Financial Intelligence Unit, unless requested by a court or competent authority in accordance with the law or the provisions of the relevant law.
- Accepting bribes or favors aimed at covering up irregular or illegal operations.
- Engaging in any conduct that violates the rules governing the Anti-Money Laundering and Counter-Terrorist Financing System, as well as related rules.
- Obstructing or attempting to impede the work of the supervisory body during inspection visits.
- Retaliating against or coercing employees, customers, or other members of the National System for the Prevention and Detection of Money Laundering and Terrorist Financing.

12. VIOLATIONS

The Company sanctions Employees and persons subject to compliance with this Code. These sanctions are applied by General Management in cases where misconduct has been proven, once the corresponding investigations have been completed.

Sanctions are applied in accordance with current legal provisions, taking into account the seriousness of the offense and the background of the case.

In the particular case of SPLAFT, failure to comply with the obligations relating to the prevention system included in this Code of Conduct and in the ML/TF Prevention Manual is considered a **Very Serious Offense**. For the Company, any breach of the Code of Conduct () is punishable by the SBS through administrative proceedings in accordance with the provisions of the Regulations on Infractions and Sanctions.

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With regard to the SPLAFT, the following constitute punishable offenses:

- a. Failure to sign the Affidavit of receipt and acknowledgment of the Code of Conduct provided by the Company.
- b. Disclosing the identity of the Compliance Officer.
- c. Failure to comply with the procedures established by the obligated party in relation to ML/TF prevention.
- d. Failure to comply with the internal procedures and policies established by the Company for customer identification.
- e. Failure to prepare the reports or records that are part of one's duties.
- f. Unjustified absence from scheduled training on ML/TF prevention.
- g. Obstructing or attempting to impede the work of the supervisory body during inspection visits.
- h. Excluding any customer from the transaction register.
- i. Breaching the duty of confidentiality by disclosing to any person, entity, or organization, by any means or method, the fact that information has been requested by or provided to the FIU-Peru.
- j. Failure to notify the Compliance Officer of a specific suspicious transaction by a customer.

Non-compliance due to a duly proven fortuitous event or force majeure does not constitute an infringement.

13. COMMUNICATION OF VIOLATIONS

Employees are required to report, through the appropriate channels, any reasonable suspicion based on solid evidence that legal regulations or company rules have been violated.

It is the Company's policy to protect those who report violations of the rules in general, undertaking to keep the identity of the informant confidential. Informants who report such situations will be protected, and sanctions will be imposed not only on violators but also on those who fail to report facts that are contrary to legal regulations or the Company's own rules.

Communication regarding violations, possible crimes, or conflicts of interest may be made to the immediate superior or the General Manager. Additionally, the Company makes **SOLEIL METALS' ETICA360** channel available to its employees to report violations.

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Complaints may be made anonymously and will be treated confidentially. However, the Company may sanction those who are found to have made complaints in bad faith.

It is strictly prohibited to retaliate against an employee or any other person for having made or believed to have made a report. Such conduct will be considered a Very Serious Offense.

14. SANCTIONS

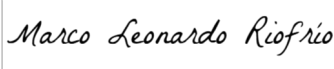
Violations of this Code may result in disciplinary sanctions, which may include, depending on the severity of the case, termination of employment, without prejudice to any civil or criminal actions that may be applicable. Employees who fail to comply with the provisions of the Code will be sanctioned in accordance with the following internal sanctions regime:

- a. The sanctions that the Company is authorized to impose on Employees are as follows:
 - Written warning
 - Suspension from duty for a period of thirty (30) days
 - Dismissal or disqualification
 - Dismissal for very serious misconduct
- b. Offenders shall be obliged to compensate for any damages caused by their acts and omissions and shall be criminally liable for such acts if they acted with intent, in accordance with the provisions of the Criminal Code.
- c. The Board of Directors of **SOLEIL METALS SA** and the General Management of the Companies shall be responsible for assessing offenses and applying sanctions. With regard to non-compliance with the obligations established in the Code of Conduct relating to the system for the prevention of money laundering and terrorist financing, the Compliance Officer must be notified of any violations that have occurred in order to ensure his or her participation as an official involved, who will present his or her opinions on the events that have occurred as part of the investigation carried out.
- d. The criteria to be considered when applying sanctions shall be the offender's background, the circumstances of the offense, the damage caused, and its impact on the market. According to these criteria, offenses can be classified as very serious, serious, or minor, and the following sanctions shall be imposed on those who have committed them.
 - Very Serious Offenses: Dismissal, disqualification, or termination
 - Serious offenses: Suspension from office for up to thirty (30) days
 - Minor offenses: Written warning

These measures will be applied taking into consideration the criteria of reasonableness and proportionality of the sanction, the subjective element for its commission (intent or

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negligence), the actual and/or potential damage to the Company, and the degree of recidivism, without prejudice to the criminal or civil liability that the offense may entail. The documentation determining the offense and supporting the sanction shall be filed in the corresponding personnel file.

Prepared by:	Reviewed by:	Approved by:
 box SIGN 4Q96KQLV-137X8YQ8  box SIGN 422YQYWY-137X8YQ8	 box SIGN 4P5Y9VWY-137X8YQ8	 box SIGN 4PZX277R-137X8YQ8  box SIGN 4LPXL58K-137X8YQ8  box SIGN 1VWRK752-137X8YQ8
Human Resources Management and Compliance Officer	Director of Operations	SOLEIL METALS Board of Directors
SOTO BARRIOS, Ana Paola PEZO CAMACHO, Oscar Francisco	LEONARDO RIOFRIO, Marco	MATHIOT, Laurent SALAS GARCIA, Ivan DENTROUX, Maxime
Date: 3 oct 2025	Date: 3 oct 2025	Date: 9 oct. 2025

ANEXO N° 1
DECLARACION JURADA DE RECEPCIÓN Y
CONOCIMIENTO DEL CÓDIGO DE CONDUCTA

Por el presente documento, declaro bajo juramento, lo siguiente:

1.-	Que mis generales de ley actualizadas a la fecha son:		
	Nombres:		Apellidos:
	Ser de nacionalidad: Peruana ☐ Otra (Indicar): ☐		
	de estado civil: soltero ☐ casado ☐ viudo ☐ divorciado ☐ conviviente ☐		
	identificarme con: DNI ☐ Pasaporte ☐ Carné de Extranjería ☐		N°
	tener como domicilio personal actual:		
	Jr./Av./Calle/Pasaje		N° Dpto./Int
	Urb./Complejo/Zona/Grupo:	Distrito:	
	Provincia:	Departamento:	
	Y que mantengo vínculo laboral/contractual con: (Indique nombre del empleador o contratante)		

2.-	Que, a la firma del presente documento he recibido la versión impresa del Código de Conducta aplicable a mi empleador/contratante, quien tiene la calidad de sujeto obligado a informar a la Unidad de Inteligencia Financiera del Perú, de conformidad con lo dispuesto en la Ley N° 27693, sus normas modificatorias y reglamentarias.
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3.-	Conocer que el Código de Conducta es de obligatorio cumplimiento.
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4.-	Conocer que si trasgredo las disposiciones del Código de Conducta soy pasible de sanción disciplinaria por parte de mi empleador/contratante.
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5.-	Adicionalmente, declaro a la fecha:	
	Tener vínculo de parentesco dentro del primer y segundo grado de consanguinidad o afinidad con otro trabajador, accionista, director, de mi empleador/contratante	SI ☐ NO ☐
	Tener vínculo de parentesco dentro del primero y segundo grado de consanguinidad o de afinidad con funcionario de entidad pública o privada integrante del Sistema de Prevención del Lavado de Activos y Financiamiento del Terrorismo	SI ☐ NO ☐
	Tener vínculo laboral con persona natural o jurídica que sea cliente o competidor de mi empleador/contratante	SI ☐ NO ☐
	Ser Oficial de Cumplimiento de mi empleador/contratante y no desempeñarme como Oficial de Cumplimiento de otro sujeto obligado, o ser Oficial de Enlace o Coordinador acreditado ante la UIF-Perú	SI ☐ NO ☐
	De ser afirmativa alguna de las opciones del numeral 5, el declarante se obliga a informar a su Jefe inmediato y al Gerente de Recursos Humanos, o en defecto de este último al Gerente General del empleador/contratante	

Afirmo y ratifico todo lo manifestado en la presente declaración jurada, en señal de lo cual la firmo, en el lugar y fecha que se indica:

DISTRITO	PROVINCIA	DEPARTAMENTO	FECHA (dd/mm/aaaa)
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FIRMA