



Code of Ethics and Corporate Conduct



CODE OF ETHICS AND CORPORATE CONDUCT

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1. INTRODUCTION

Venergy Global, C.A., is a Venezuelan company dedicated to providing specialized advisory services to promote and carry out projects in the field of hydrocarbon commercialization, mining, carbon markets and other energies.

Acting with integrity and transparency is indispensable and crucial to the success of the company and to creating a prosperous workplace for our stakeholders. Therefore, this document comprises the Code of Ethics and Business Conduct that govern Venergy's operations and activities.

2. OBJECTIVE AND SCOPE OF THE CODE

The purpose of this Code is to establish the ethical and behavioral principles that they will allow, what is expected of them as part of the company and how to respond to dilemmas, questions or concerns they may have related to business conduct.

This Code applies to all Venergy's employees, managers, president, board of shareholders and business partners (hereinafter referred to as "personnel" or "collaborators"), in the exercise of their internal processes, operations, service delivery and relationship with their stakeholders.

This Code is aligned with Venergy Global, C.A.'s Sustainability Policy (ESG).



3. ETHICAL PRINCIPLES

Venergy's operations, activities and services will always be carried out considering the following ethical principles:

- Precautionary: avoid doing harm;
- Responsibility: taking responsibility for the direct and indirect consequences of their actions;
- Beneficence: always doing good;
- Non-Maleficence: not to do evil;
- Transparency: providing and maintaining sufficient, relevant, reliable and verifiable information on the company's operations, labor and financial aspects.

Likewise, the behavior of all personnel shall be governed by criteria of honesty, fairness and integrity in all their actions.

4. CENTRAL THEMES

These ethical principles are transversal to five major thematic areas in which the ethical responsibility of the company is involved.





4.1. Power relations and respect in the company

The most important asset in the company is relational capital, and healthy relationships will be maintained among all its personnel. Likewise, the company and its personnel will ensure a good working environment in which people can satisfy their economic needs, as well as their aspirations for personal fulfillment and development. This good working environment will be based on a good physical environment, good personal relationships, good organization, good emotional health, which promote the family and social well-being of the personnel.

4.2. Relationship with customers and suppliers. Responsible marketing

The customer is the *raison d'être* of the company, and healthy relationships will be maintained to satisfy their needs and expectations, in order to achieve the objectives of growth and development within a competitive framework. The supplier, on the other hand, is considered a powerful strategic ally, who will be required to comply with the same ethical principles and quality requirements of the company's services.

In this sense, marketing activities will be governed by the ethical behavior of the parties involved, considering the particular dynamics of changes in consumer needs, assuming a position of negotiation and fair and loyal competition between the company and its competitors.

4.3. Compliance with laws and relationship with state institutions

The company will always act under the principle of legality, recognizing that no individual or organization has the power to act outside the law, therefore, it must take the necessary measures to comply with current legislation in all matters associated with the nature of the company.

We will strive for a collaborative and transparent relationship with the authorities, always maintaining a good corporate image and reputation by making decisions based on the company's ethical principles, and participating in the promotion of innovation in the provision of services and expressing our views on ethical aspects of public policies. In this sense, any contact with public officials aimed at influencing legislation, regulations or decision-making is acceptable as long as we act within the ethical guidelines defined in this Code.

4.4. Relationship with society, particular social groups, specific communities

The company will plan and execute actions that increase the positive effects and minimize the negative ones towards the communities in the area of influence of its operations and services, promoting projects and plans with a long-term vision that contribute to improving the quality of life of the people, meeting their needs.

4.5. Environmental Responsibility

The company has an ethical obligation to maintain a healthy environment, minimizing its impacts as much as possible, making responsible use of natural resources, controlling pollution, properly managing waste and the life cycle of its products and services.



5. CONFIDENTIALITY

- The confidentiality of personal records shall be protected and shall remain restricted to those who have a functional need to know, unless the employee authorizes their disclosure or if this is required by law, regulation or court decision.
- Information about the Company's business or that of its customers that may influence decisions for personal gain, or generate benefits or damages to third parties, must not be manipulated or used.
- Technologies, brands, methodologies and any type of information belonging to the Company, even if obtained or developed by the employee in his or her work environment, shall not be used for private purposes or transmitted to others.
- In order to provide legitimate competitive advantages, internal information, i.e. information that is not in the public domain, will be kept confidential.
- The staff is committed to protecting the company's intellectual property, represented essentially by its brand, products and services, and information systems in general.
- Company employees shall take special care of the assets entrusted to them and shall be attentive to inform their supervisors of situations that could lead to the loss or misuse of such assets.

6. CONFLICTS OF INTEREST

- No employee may represent the company in business relationships in which he/she could have any personal interest, direct or indirect, at the expense of the company.
- Employees must refrain from giving or receiving gifts, benefits or favors that condition the company's business relationship with third parties.
- Decision-making shall be based exclusively on professional criteria, ensuring that hierarchical position, activity and influence are not used for personal gain.
- Employees who carry out external work activities of a personal nature must ensure that they do not generate conflicts in relation to the interests of the company.
- Company funds shall not be used for private purposes under any circumstances.
- No concessions, securities or assets will be received directly or indirectly from persons or companies in any way linked to the company's activities.
- Any transactions with companies that have a personal relationship will be reported to the Management or General Management of the company.

7. INTERNAL CONDUCT

Company personnel should strive to maintain an attitude of active cooperation, dialogue and mutual respect with all parties involved in the performance of their work.

The following conduct is prohibited:

- Use of hierarchical power to impose authority or obtain advantages.
- Any action that results in moral harassment, coercion, humiliation of personnel.
- Putting pressure on subordinates to perform services of a personal nature.
- Sexually harassing employees.
- Publicly disqualify, offend and threaten subordinates or those in equivalent hierarchical positions, either explicitly or in disguise.
- Presenting work or ideas of colleagues without giving them due credit.
- Not respecting the functional attributions of others, without just cause.
- Reporting for work while intoxicated or under the influence of narcotics.



8. BUSINESS FAVORS / GIFTS / ENTERTAINMENT

- We will not seek to unduly influence the decisions of our customers or suppliers by offering them business favors, just as we require that employees' decisions not be affected by the fact that they have received business favors.
- Any offer of a confidential fee or commission shall be reported immediately. Soliciting or accepting a confidential fee or commission may constitute a criminal act.
- No gifts related to the company's business will be accepted unless they are of token value.
- Where practical, any gift to be given by you as a business favor should include the company name.
- Common sense and good judgment should be used when accepting business-related meals or anything of symbolic value to avoid any appearance of dishonesty or conflict of interest.

9. BRIBES

It is prohibited to solicit, accept or offer, either directly or indirectly, gratuities, bribes or gifts of any kind between customers or authorities. This includes the improper exchange of money, loans, special privileges, personal favors, benefits or services.

10. WORK WITH RELATIVES

- Close relatives of a company employee may be employed with proper authorization.
- Close relatives may not be employed in positions in which one of the company's employees has effective control over any aspect of the employee's position to which he or she is related.
- Related employees may not share responsibility for the control of company assets.

11. IT TOPICS

- It is the company's policy to respect copyrights and strictly comply with all applicable laws and regulations concerning the use and copying of computer programs.
- It must be ensured that e-mail messages are professional and appropriate to the circumstances.
- The company will not accept e-mails or web page visits that are abusive, obscene, offensive or profane.
- Because the e-mail and Internet system is a Company resource, the Company may, in special circumstances, have the need to examine it and, therefore, reserves the right to read all e-mail communications and review Internet search histories.

12. THIRD PARTY INFORMATION

It is Venergy's commitment to have the ethical and professional obligation to protect the confidentiality of our clients' information and the information related during and after the execution of the service.

Likewise, we will not publicly disclose the names of clients and jobs that are not in the public domain, as well as avoid using client and project-related information for our own benefit, unless clients authorize us to do so.



13. STATEMENTS

Ensure that all public communications do not damage the company's reputation, violate confidentiality, harm customer relationships or relationships with strategic allies.

14. OCCUPATIONAL HEALTH AND SAFETY

The company is committed to providing employees with a safe and healthy work environment, free from recognized hazards. All employees are urged to comply with all safety rules and practices and to take responsibility for taking the necessary precautions to protect their colleagues and themselves.

In addition, all employees are responsible for immediately reporting accidents, unsafe practices or conditions, and potentially hazardous situations in the workplace to the immediate supervisor in charge of our unit or office. Workplace safety extends beyond company property and includes activities and services provided at customer sites and meeting places outside our offices.

Not allowed:

- Acting irresponsibly, putting the safety of employees and facilities at risk.
- Refrain from participating in health, safety and environmental protection programs.
- Offering products without informing about their characteristics in terms of environmental impact and safety.
- Overlook unsafe acts by suppliers, contractors, service providers and their personnel.
- Endanger the health and safety of the communities' inhabitants.

Violent acts, threats against any employee, possession of weapons, and the abuse of alcohol, any drug or other substance, whether legal or illegal, are strictly prohibited within the company's facilities.

15. NON-DISCRIMINATION POLICY

The company and its employees shall not engage in any action or attitude that discriminates against people based on gender, ethnicity, race, religion, social class, age, sexual orientation, physical disability or any other physical attribute.



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VENERGY

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