	POLICY	CODE OF BUSINESS CONDUCT AND ETHICS		
	DOCUMENT CODE	LEG-POL-2026-01		
	VERSION	01	EFFECTIVITY DATE	MARCH 4, 2026
	OWNER	LEGAL DEPARTMENT		

**FRANKLIN BAKER GROUP OF COMPANIES
CODE OF BUSINESS CONDUCT AND ETHICS**

I. POLICY STATEMENT

Franklin Baker Group of Companies (the "Company") adheres to its core values of conducting all business and operations fairly, honorably, and professionally. The company strives to create a working environment where integrity, honesty, transparency, accountability, and compliance are highly given utmost importance.

This Code of Business Conduct and Ethics (the "Code") the basic principles and standards that guide the business relationships and day-to-day activities of all directors, officers, and employees (collectively, "Personnel").

II. COVERAGE


The Code applies to all officials and employees, directors of the Company, regardless of employment status, whether probationary, regular or project-based.

The Company also requires all third parties, including clients, suppliers, business partners and joint venture partners dealing with the Company (collectively "Business Partners") to follow the principles of the Code and practice the highest ethical standards when dealing with the Company.

III. STANDARDS OF BUSINESS CONDUCT

Personnel are expected to conduct all business affairs with professional excellence and transparency.

1. **Compliance with Laws.** Personnel shall strictly abide by all applicable national and local laws, rules, and regulations of the jurisdictions in which the Company operates. Personnel must know, understand and comply with the letter and intent of all laws, rules, and regulations applicable to his role.
2. **Honest and Ethical Conduct.** All professional interactions must be characterized by honesty and fairness. Business pressures, market conditions, or "standard industry

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practice" shall never justify a departure from the ethical requirements set forth in this Code.


3. **Accountability.** Individuals are held responsible for their actions and decisions, ensuring that all conduct aligns with the Company's long-term reputation and legal standing. Personnel shall engage in honest conduct, and not only avoid committing actual violations, but also the appearance of misconduct.

IV. CONFLICT OF INTEREST AND CORPORATE OPPORTUNITIES

1. **Conflict Avoidance.** Personnel must avoid any situation in which their personal, family, or financial interests conflict, or appear to conflict, with the interests of the Company. Personnel must proactively avoid any activity, financial interest, or external association that may compromise their professional objectivity. This includes the misappropriation of Company time for personal business endeavors or engaging in conduct that creates an appearance of impropriety regarding their responsibilities to the Company or its Business Partners.

While it is impossible to enumerate every potential conflict, the following scenarios represent prohibited actions, unless expressly permitted by the Company:

- a. **Solicitation or Acceptance of Favors.** Accepting preferential treatment, gifts, or favors from individuals or entities that maintain—or seek to establish—a business relationship with the Company.
- b. **Competitive Transactions.** Engaging in the purchase or sale of property, services, or assets in direct competition with the Company's documented interests.
- c. **Direct Financial Interest.** Acquiring a personal stake in transactions involving the Company, or its Business Partners.
- d. **Personal Financial Indebtedness.** Accepting personal loans or financial guarantees from third parties as a result of one's connection with or position within the Company.

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- e. **Outside Employment and External Interests.** Engaging in external business ventures or employment—particularly competitive enterprises—that may impede the diligent performance of assigned duties.
 - f. **Nepotism and Related-Party Transactions.** Influencing the procurement of services or directing business toward a supplier owned, managed by, or employing a relative or a person with whom the employee shares a close personal affiliation.
 - g. **External Fiduciary or Advisory Roles.** Serving as a board member, advisor, consultant, or independent contractor for any third party or personal venture during the term of employment.
2. **Disclosure Protocol.** Any potential conflict of interest must be disclosed promptly to the Head of Legal or the Board of Directors for formal evaluation and resolution.
 3. **Corporate Opportunities.** Personnel are prohibited from personally benefiting from opportunities discovered through the use of corporate property, information, or position. Personnel owe a primary duty to the Company to advance its legitimate interests when the opportunity to do so arises.


V. FAIR DEALING AND MARKET INTEGRITY

The Company values the contribution of its Business Partners, governments and other stakeholders and is committed to engage in fair practices when dealing with them.

The Company is committed to free and open competition and shall compete fairly and honestly through superior product and good business practices. Personnel shall not engage in collusive bidding, price-fixing, or any other anti-competitive behavior.

VI. ANTI-CORRUPTION AND BRIBERY

1. **Bribery.** The Company maintains a zero-tolerance policy toward bribery and corruption. Personnel must not accept, offer, promise, authorize, or provide anything of value to any person—especially government officials—to improperly influence a business decision.

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A bribe is anything of value, whether tangible or intangible, that is offered, promised, or given, directly or indirectly, to improperly influence the actions of another party for gain or advantage.

2. **Gifts and Entertainment.** The solicitation or acceptance of gifts, favors, or entertainment that may influence, or appear to influence, professional judgment is strictly prohibited.

Care must be exercised when giving gifts or extending hospitality to avoid being perceived as trying to influence a decision or outcome. Personnel are expected and required to know, understand and comply with this Code, Company policies, and applicable laws when offering or accepting any gifts, favors, meals, entertainment, or hospitality from Business Partners, government officials or their family members.


All business courtesies must be modest, legal, reported, and transparently recorded.

VII. PROTECTION OF ASSETS AND INFORMATION

1. **Confidentiality.** Personnel are expected to understand and acknowledge the value of proprietary and confidential information to the Company, and the danger of disclosing the same. The protection of this information is critical to the Company's reputation or its integrity and its relationships. Personnel must safeguard all non-public information regarding the Company's strategy, financial performance, and intellectual property. This obligation continues even after the termination of the relationship with the Company.

"Proprietary information" includes all non-public information that might be useful to competitors or the disclosure of which could result in damages to the Company, its customers or stakeholders. It includes, for example, intellectual property rights, strategies, business plans, personal employee information and unpublished financial and other information about the Company.

"Confidential information" of the Company include those with whom the Company has a confidential obligation, information about the Company and Business Partners that is generally not known to the public, or information obtained from other parties with whom the Company has a relationship with and would have an expectation of confidentiality.

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The unauthorized use or disclosure of proprietary or confidential information not only violates this Code but may also be illegal and could merit potential legal and disciplinary actions.

2. **Data Privacy.** The Company respects the privacy of its employees and stakeholders. Personnel must handle personal data in strict compliance with applicable data protection laws and Company policies.
3. **Proper Use of Corporate Property:** Company assets, including physical equipment, proprietary software, and communication networks, are to be used solely for legitimate business purposes. It is each Personnel’s responsibility to protect the Company’s assets against loss, theft, waste, or other misuse.

VIII. FINANCIAL INTEGRITY AND PUBLIC DISCLOSURE


1. **Accuracy of Records.** All corporate records, accounts, and financial reports must be maintained in reasonable detail to accurately and fairly reflect the Company's transactions. The creation of "off-book" accounts or misleading entries is a material violation of this Code.
2. **Full and Fair Disclosure.** All reports filed with regulatory agencies and public communications must be full, fair, accurate, timely, and understandable.

IX. HEALTH, SAFETY, AND THE ENVIRONMENT

The Company is committed to maintaining a safe and healthy work environment. Personnel must comply with all environmental, health, and safety laws and report any hazardous conditions immediately.

X. REPORTING AND ENFORCEMENT

1. **Mandatory Reporting.** Personnel are obligated to **immediately** report any known or suspected violations of this Code to any of the following channel, as he/she deems appropriate:
 - a. The Company’s dedicated whistleblowing reporting channels

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- b. Immediate supervisor/manager
- c. Head of Human Resources
- d. Head of Legal

2. **Non-Retaliation Policy.** The Company strictly prohibits retaliation against any individual who, in good faith, reports a violation or participates in an investigation. A report is deemed to be made in '**good faith**' when the individual provides all available information under the reasonable belief that a violation of law, ethics, or policy has occurred, regardless of whether the allegation is ultimately substantiated.

3. **Disciplinary Measures.** Violations of this Code will result in disciplinary action, which may include termination of employment, recovery of damages, referral to law enforcement authorities where appropriate, and civil, and in some cases, criminal liability.



KARINA PULIDO
Vice President - Legal



JUAN VICTOR I. HERNANDEZ
Chairman