



ANAERGIA INC.

Anti-Corruption Policy

Approved by the Board of Directors on August 12, 2021

1. Application of the Policy

This Anti-Corruption Policy (this “**Policy**”) applies to all directors, officers and employees, collectively “personnel” of Anaergia Inc. and all of its controlled subsidiaries, and the Board of Directors (collectively, “**Anaergia**” or the “**Company**”). This Policy is applicable to the Company’s operations worldwide, unless such a controlled subsidiary has adopted its own Anti-Corruption Policy that is consistent with the provisions of this Policy.

This Policy reflects the standards to which the Company expects any person or entity that performs services on behalf of the Company to adhere to when acting on the Company’s behalf. Such persons or entities acting on the Company’s behalf could include business associates, partners, agents, intermediaries, representatives, suppliers, contractors, third party service providers and consultants (collectively “**Third Parties**”).

Please direct any questions and requests for authorization relating to this Policy to the General Counsel or the Company’s legal team at ethics@anaergia.com.

2. Commitment to Anti-Bribery and Anti-Corruption

The purpose of this Policy is to reiterate the Company’s commitment to conducting its business with honesty and integrity and in full compliance with applicable anti-bribery or anti-corruption laws, including, but not limited to, those applicable in North America, Europe, Asia and Africa. In the event that local laws are more restrictive than this Policy, the more stringent local requirement will apply.

3. Prohibition

Bribery and corruption are strictly prohibited.

A “bribe” is anything of value that is offered, promised, given or received by any party to influence a decision or to gain or reward an improper or unfair advantage for the benefit of the Company or any other party. “Corruption” is the abuse of power or position for private gain. Bribery and corruption can take many forms, including the offering, provision or acceptance of:

- Cash payments;
- Loans or non-arm’s length transactions;
- Phony jobs or “consulting” relationships;
- Kick-backs;
- Political contributions;
- Charitable contributions;
- Employment opportunities, internships or secondments;

- Social benefits;
- Procurement and service contracts; or
- Gifts, travel, hospitality and the reimbursement of expenses.

The Company strictly prohibits all bribery or corruption, in any form whatsoever.

Do not make “facilitation payments”.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other Third Parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required administrative fees or legally permitted fees to fast-track services.

If you have a question about whether a particular payment is permitted under this Policy, please contact the General Counsel the Company’s legal team at ethics@anaergia.com prior to making such payment.

4. Dealing with Public Officials

Interactions with public officials require enhanced scrutiny and sensitivity.

A “public official” is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, regulator, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations such as the UN or World Bank. A “public official” also includes employees of government-owned or controlled businesses such as the manager of a state-owned public utility.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity and corruption are more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials may be treated by enforcement authorities as direct payments to the public officials and therefore may constitute violations of law.

As a result, gifts to public officials are strictly prohibited and entertainment for public officials should be modest and reasonable. In addition, because interactions with public officials carry special risks under applicable anti-bribery and anti-corruption laws, contracts and payments to public officials should be reviewed carefully to determine what additional safeguards, if any, may be necessary to protect the Company. Please seek authorization from the General Counsel prior to entertaining, contracting with, or offering or making payments to public officials.

5. Gifts and Entertainment

Any gifts given or received shall be modest and any entertainment given or received shall be proportionate and reasonable for the circumstances.

Subject to the restrictions set out in the prior section relating to public officials, gifts given to or received from persons who have a business relationship with the Company are generally acceptable, if the gift is modest in value, is appropriate to the business relationship, is not given or received to gain an improper advantage and does not create an appearance of impropriety. No cash payment or cash equivalents should be given or received.

Entertainment (e.g. meals, tickets to sporting events or theatre, rounds of golf) given to or received from persons who have a business relationship with the Company are generally acceptable, if the entertainment is reasonable in value, appropriate to the business relationship, infrequent, is not given or received to gain an improper advantage, does not create an appearance of impropriety and if a representative from the sponsoring Company (the party paying for the entertainment) is present at the event. For the avoidance of doubt, if a representative from the sponsoring Company is NOT present at the event, it would be considered a gift. Note that many jurisdictions have laws restricting entertainment of public officials or their close relatives.

Entertainment (e.g. meals, tickets to sporting events or theatre, rounds of golf) given to or received from persons who have a business relationship with the Company are generally acceptable, if the entertainment is reasonable in value, appropriate to the business relationship, infrequent, is not given or received to gain an improper advantage, does not create an appearance of impropriety and if a representative from the sponsoring Company (the party paying for the entertainment) is present at the event. For the avoidance of doubt, if a representative from the sponsoring Company is NOT present at the event, it would be considered a gift. Note that many jurisdictions have laws restricting entertainment of public officials or their close relatives.

Gifts and entertainment (including meals) that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should be avoided. Gifts or entertainment given close in time to when a decision impacting Anaergia's business is being made may be perceived as a bribe in return for a favourable decision and should also be avoided.

Employees should not give or receive "big-ticket" items, such as travel, accommodations, conference fees, costs for road shows, or event sponsorships, without prior authorization from the General Counsel, or as applicable under the Company's Code of Conduct. When these types of items are given, payment should be made directly to the provider (as opposed to providing a reimbursement to the individual), whenever possible. Under no circumstances should cash or per diem reimbursements be provided. If you are in doubt as to whether gifts or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult any of the individuals mentioned.

6. Political Donations and Lobbying

Do not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision.

To ensure that the Company does not breach the law regarding political donations in any country, all political donations, no matter how small or insignificant, made on behalf of the Company (directly or indirectly) must be authorized in advance by the General Counsel. Political donations should not be made on behalf of the Company in countries in which the Company does not have a presence.

Political donations made by individuals on their own behalf should comply with any applicable local laws and regulations. In the United States and other jurisdictions, various federal, state, and municipal laws and regulations impose specific restrictions and rules with respect to political contributions, both those made on behalf of the Company or made by individuals on their own behalf, which can carry significant penalties for the Company for violations.

Do not engage in any lobbying activities on behalf of the Company without specific authorization.

The Company encourages its employees, officers and directors to take an active role in public service. However, any participation in this regard is to be undertaken as an individual and not as a representative of the Company.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You may not engage in lobbying activities on behalf of the Company without the prior authorization from the General Counsel.

7. Charitable Donations

Do not solicit or offer donations to suppliers, vendors or public officials in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain a business advantage.

The Company encourages its directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless the solicitation is supported by the Company, you are prohibited from using the Company's resources to solicit donations.

All requests on behalf of the Company for corporate gifts to charities and other not-for-profit organizations shall be authorized in advance by the General Counsel. Charitable donations or requests for charitable donations made by individuals on their own behalf should have no

relationship to the Company's business and must comply with any applicable local laws and regulations.

If you are requested by a public official to make a personal donation to a particular charity, please seek authorization from the General Counsel before agreeing to or making the donation.

8. Record-Keeping

Record all transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery and corruption, some anti-bribery and anti-corruption legislation requires proper record-keeping and the establishment and maintenance of internal controls. The purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All the Company's transactions must be recorded completely, accurately and with sufficient detail so that the purpose and amount of any payment is clear. No accounts or payments may be kept "off-book". False, misleading, or artificial entries must never be made in the books and records of the Company for any reason.

9. Third Parties

Third Parties are not permitted to pay, offer, accept or request bribes on the Company's behalf.

The Company may be prosecuted for failing to prevent bribery by a person associated with it. This includes any Third Party.

This means due diligence shall be undertaken on Third Parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This could include informing these persons (and associated companies) of this Policy, meeting with them to better assess their character, and making commercially reasonable inquiries into their reputation and past conduct. Anti-bribery language should be included in Third Party agreements, where appropriate, in consultation with the General Counsel.

10. Reporting

The Company's personnel have an obligation to adhere to this Policy. If you witness behavior on the part of the Company's personnel or any Third Party that you believe may represent a violation of this Policy you must promptly report it. Internal reporting is important to the Company and it is both expected and valued.

You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behavior of which you become aware, including, but not limited, to any situations where a public official or other party requests or appears to request an inappropriate benefit. The Company takes all reports seriously, and every report received will be assessed and, where necessary, an appropriate investigation will be undertaken. The confidentiality of reported

violations will be maintained where possible, consistent with the need to conduct an adequate review and subject to applicable law.

Reports should in the first instance be made to the General Counsel or as applicable under the Company's Code of Conduct or Whistleblower Policy.

No retribution or retaliation will be taken against any person who has made a report based on the reasonable good faith belief that a violation of this Policy has occurred.

11. Enforcement and Disciplinary Action

The Company will impose discipline on individuals found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment for cause and without notice. The violation of this Policy may also violate certain anti-bribery and anti-corruption laws. If the Company discovers a violation of any anti-bribery laws, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.