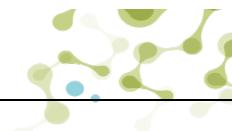




## Corporate Compliance Policy



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# NOVUTECH LLC

## Corporate Compliance Policy

### I. Objective and Scope

This Corporate Compliance Policy outlines the key compliance commitments of Novutech, LLC (hereinafter, "Novutech" or the "Company") and its shareholder, affiliate and/or subsidiary entities, emphasizing the importance of adhering to the principles set forth in Novutech's Code of Business Ethics and complying with applicable U.S. and international regulations. This Policy applies to all Novutech Collaborators.

### II. Compliance Commitments.

Novutech establishes the following corporate compliance commitments:

#### 1. Ethics, Integrity and Good Corporate Governance

Novutech is dedicated to making responsible business decisions, acting with honesty, and maintaining transparent and proper business management. By upholding the principles of ethics, integrity, and sound corporate governance outlined in our Code of Business Ethics, we enhance reliability and transparency within the Company while promoting sustainability in our business environment and supply chain.

#### 2. ESG – *Environmental, Social and Governance*

ESG refers to the set of criteria used to evaluate and measure an organization's performance in areas related to the **environment, social responsibility, and corporate governance**. At Novutech, we are fully committed to ESG criteria to demonstrate how our Company balances its operational and business practices under ethical, sustainable and social considerations, in addition to our quality of corporate governance and internal management.

We require our customers and end-users to follow manufacturer guidelines and regulations applicable to the products we commercialize, to promote compliance with each product's environmental, quality, and safety performance.





We are committed to distributing only high-quality, safe medical devices. We adhere to industry standards and regulations to ensure the safety of patients and healthcare providers. Before deciding on commercializing a product, Novutech conducts a throughout assessment of every product, which often includes on-site visits to manufacturing facilities.

We are committed to a well-structured internal organization and management, allowing us to comply with our corporate responsibilities and respond adequately to our corporate commitments, aligning with best practices in corporate governance.

**3. Commitment against Bribery and Corruption.**

Novutech rejects all types of practices and behavior that may be linked to acts of corruption. Our commitment against bribery and corruption is underpinned and focused on the following:

**i. Zero Tolerance**

Novutech strictly prohibits any form of corrupt, illegal, or unethical behavior in its operations, business relationships, and activities. We are fully committed to preventing, identifying, and addressing corruption related risks with decisive measures. Our zero-tolerance approach fosters a culture of integrity, ethics,



honesty, and transparency across all company decisions and interactions. This commitment is reinforced through our Code of Business Ethics, our whistleblowing channel, training and education and rigorous evaluations of our Business Partners, among other initiatives.

## ii. FCPA – Foreign Corrupt Practices Act

Novutech is committed to comply with all legal requirements of the United States. To meet these requirements, Novutech has developed and implemented a tailored Corporate Compliance Program that ensures adherence to the Foreign Corrupt Practices Act (FCPA), the U.S. anti-corruption law that prohibits bribery of public officials and penalizes inadequate internal controls and false or misleading accounting records.

All Novutech Collaborators and Business Partners must familiarize themselves with the key principles of the FCPA.

## ¿What is the FCPA?

U.S.  
FOREIGN  
CORRUPT  
PRACTICES  
ACT

Sanctions bribery of public officials outside of the U.S.

Applies to any company or individual from any country who has a direct or indirect connection with the U.S.

Facilitates the application of additional sanctions for violation of other US legislation.

Contains two general provisions:

**Anti-corruption provisions:** Sanctions bribery of public officials – regulated by the US Department of Justice (DOJ).

**Accounting provisions:** Sanctions failure to comply with accounting and financial requirements – regulated by the US Securities and Exchange Commission (SEC).



### iii. Facilitation Payments; Extortion

Facilitation payments are monetary or in-kind benefits provided to public officials to expedite or facilitate routine, non-discretionary, and legally required government procedures or services.

Novutech does not offer or provide cash or Anything of Value to public officials for the performance of their routine duties.

Extortion payments are those forced or coerced payments that a person, company or entity makes under threat or coercion, by individuals or groups seeking to obtain an economic, political or personal benefit without legitimate justification. Extortion can take various forms, such as physical threats, reputational damage, blackmail, kidnapping, dissemination of sensitive information, among other methods.

Novutech rejects all types of extortion because it is illegal, contravenes a lawful purpose and perpetuates an illegitimate cycle that does not guarantee security or the cessation of threats. Notwithstanding this, the safety of all our Collaborators is our top priority, so we urge them to respond in an informed manner to these unfortunate situations.

## 4. Commitment to preventing Money Laundering and Terrorism Financing

Money laundering is a process by which profits obtained through illicit activities reach a legal and lawful appearance after going through a series of financial and commercial transactions.

The main purpose of money laundering is to conceal the illicit origin of funds, so that they can be used without raising suspicion. Money laundering is a crime that undermines the integrity of the financial system and can be related to criminal activities such as illicit drug trafficking, migrant smuggling, kidnapping, corruption, theft, pimping, human trafficking, fraud, terrorist financing, as well as any other illicit activity with the capacity to generate illegal profits.

To prevent and combat money laundering, Novutech has implemented strict due diligence process as part of its [Corporate Compliance Program](#) to verify the Business Partners with whom it is associated.



## 5. Commitment against Corporate Fraud

Corporate fraud is defined as deceptive, illegal, or dishonest practices that are carried out within an organization with the goal of obtaining undue financial benefits or unfair advantages.

These practices are usually carried out by collaborators, managers or other people within an organization and can harm the interests of the company, its shareholders, distributors, clients, collaborators and other stakeholders.

Novutech rejects the various forms that corporate fraud can take, including without limitation, bribery in all its forms and scopes, conflict of interest, unfair competition, financial and accounting fraud, embezzlement of funds and assets, improper manipulation of purchasing and procurement processes, false or exaggerated claims to insurance companies, market manipulation, manipulation of time records, false expense reports, hiring fraud, among others.

To prevent and combat corporate fraud, Novutech has established internal and external financial controls as part of its [Corporate Compliance Program](#).

### i. Important Concepts.

In the corporate compliance decision-making process, the following concepts are required to be known and understood by all Novutech Collaborators and Business Partners:

| What does it mean?                      |   |
|---|---|
| <b>Processors or Agents:</b>            | Any third-party service provider or intermediary who may interact with government entities or public officials on behalf of the Company or its Business Partners. |
| <b>Healthcare Professionals (HCPs):</b> | As defined in Section 6(i) below.   |
| <b>Charitable Contribution:</b>         | Free and voluntary delivery of Anything of Value to a Recipient or Beneficial Owner for a charitable or charitable purpose.                                       |
| <b>Donations:</b>                       | Free and voluntary delivery of Anything of Value to a Recipient or Beneficial Owner.  |



|  |  |
|--|--|
| <b>Sponsorship:</b>                      | Voluntary surrender of Something of Value to support an event, project, association, organization or natural or legal person.  |
| <b>Ultimate Beneficiary Owner (UBO):</b> | Individuals or entities persons who ultimately hold, control or utilize the goods, services or benefits provided.  |
| <b>Recipient:</b>                        | Individuals, private or public entities in favor of whom the donation, charitable contribution or delivery of Anything of Value is made. The Recipient is not necessarily the Beneficiary. |
| <b>Anything of Value:</b>                | Anything that has value (meals, goods, services, benefits of any kind), with no minimum amount.  |

ii. **Authorization Process for Expenses linked to Processors or Agents, HCPs, Charitable Contributions, Donations, and Sponsorships.**

The giving of [Anything of Value](#) by Novutech to Processors or Agents, HCPs, or in connection with a charitable contribution, donation or sponsorship of any kind, regardless of its monetary value, is subject to the process detailed in this section and to the [Government Interactions Protocol](#) outlined below.

It is mandatory that all Collaborators who, according to their functions, participate directly in the management of Processors or Agents, HCPs, charitable contributions, donations or sponsorships, know and become familiar with our internal expenditure authorization process which requires different level of internal approvals depending on the amount involved, and requires any recipient to undergo strict due diligence, in addition to compliance with other internal controls. Any legitimate and reasonable expenditure involving Processors or Agents, HCPs or a public official or government entity, requires evaluation and written approval of our Compliance Manager. Collaborators must participate in specialized trainings on the process of authorizing expenses mentioned herein, with the frequency determined by our Compliance Manager.





## 6. Relationship with HCPs, Government Entities and Public Officials.



Our operations and activities in the United States and internationally may involve interactions with government entities and public officials, or through our supply chain our Business Partners may interact with government entities and public officials themselves. Novutech is committed to maintaining transparency, adhering to all applicable laws and regulations, avoiding conflicts of interest, and accurately documenting interactions with healthcare professionals, government entities, and public officials. We strive to build relationships grounded in ethics, integrity, transparency, and respect, while maintaining a responsible and transparent approach.

To achieve these objectives, our interactions with healthcare professionals, government entities and public officials must follow the [Government Interactions Protocol](#) outlined in this section, which aligns with the FCPA and international anti-corruption best practices.

### i. FCPA - FOREIGN CORRUPT PRACTICES ACT

Under the Foreign Corrupt Practices Act (FCPA), a "public official" is defined broadly and includes:



- **Officers or Employees of a Foreign Government:** This includes individuals working for any level of foreign government, including national, regional, or local authorities.
- **Foreign Public International Organizations:** This covers officials or employees of entities like the United Nations, World Bank, or any other international organizations that are established by treaty or other agreements.
- **Officials of Foreign Political Parties:** Individuals who hold a position in a foreign political party may also be considered public officials.
- **Candidates for Foreign Office:** Those running for office in a foreign government are included as well.

The FCPA prohibits U.S. entities and individuals from bribing these public officials to obtain or retain business. The law aims to ensure transparency and ethical conduct in international business dealings.

Under the FCPA, healthcare professionals or “HCPs” can be considered “public officials” if they meet certain criteria:

- **Government Employees:** Healthcare professionals employed by or affiliated with a foreign government, including hospitals or clinics owned or operated by the government.
- **Publicly Funded Healthcare Providers:** Professionals who work in healthcare institutions that receive significant funding from a foreign government or public sector.
- **Official or Agent of a Public International Organization:** This includes healthcare professionals working for organizations like the World Health Organization (WHO) or similar entities.
- **Regulatory Authorities:** Healthcare professionals involved in regulatory roles, such as those who approve drugs or medical devices, may also fall under this definition if they are part of a governmental or quasi-governmental body.

It is important to note that the FCPA applies not only to direct payments but also to any form of inducement or benefit provided to these healthcare professionals to influence their decision-making in relation to business dealings.

The FCPA also broadly defines what is considered "anything of value":

## “Anything of Value”

Refers to any type of benefit including, without limitation, any of the following:

- **Cash:** commissions, discounts, debit cards, loans.
- **Services:** health care, education, recreational activities.
- **Gifts:** jewelry, art, computers, clothing, automobiles, spa treatments.
- **Donations and Contributions:** charitable donations to an organization in which a Public Official is involved.
- **Travel:** plane tickets, hotel, food and/or travel expenses for the public official, family or friends.
- **Business Opportunities:** participation in a business, job offers, profit sharing or commissions.



- ✓ There is no minimum amount
- ✓ offer alone is enough

Our [Corporate Compliance Program](#) incorporates these and other FCPA concepts. Every Collaborator of Novutech must know and familiarize themselves with the main concepts of the FCPA.

### ii. Non-US Anti-Corruption Legislation

Today, nearly all anti-corruption laws globally address transnational bribery and impose administrative liability for bribing public officials, money laundering, and financing terrorism, both domestically and internationally.

When engaging with government entities and public officials, we must consider local regulations in Latin America and other countries where we conduct business, alongside the FCPA. Nonetheless, it is crucial for maintaining the integrity and effectiveness of our Corporate Compliance Program that all of Novutech's Collaborators and counterparties, including our Business Partners, understand and accept that FCPA will prevail in case of discrepancies or conflicts with foreign laws, regulations or local custom.



Every Collaborator and Business Partner of Novutech must know and familiarize themselves with the main concepts of the anti-corruption regulations applicable to Novutech in the United States and internationally.

### iii. Government Interactions Protocol

Collaborators of Novutech may interact with government entities and public officials provided there are business matters involved, specific to the area to which they belong, and relevant to the functions that correspond to their position and functions.

All Collaborators of Novutech, and especially those who, given the characteristics of their functions, require relationships with government entities and public officials, must comply with the following Protocol:

1. ***Appropriate Relationship:*** All interactions with government entities at all levels and/or public officials must:
  - (a) comply with applicable local or international regulations;
  - (b) be linked to matters related to Novutech's business,
  - (c) be specific to the area to which they belong;
  - (d) be relevant to the functions of the Collaborators who perform them, corresponding to their positions and functions.
2. ***Third Parties:*** Any individual or entity that is not a Collaborator of Novutech and to whom it is delegated, entrusted or participates in matters that involve interaction with government entities or public officials, must adhere to and contractually commit to comply with this Protocol, and must be previously evaluated following the process detailed in the [Business Partners section](#).
3. ***Anything of Value:*** Delivery of Anything of Value to a government entity, public official and/or anyone who may qualify as an intermediary must be previously evaluated and authorized following the procedure detailed in the [Charitable Contributions, Donations or Sponsorships](#) section.
4. ***Ethical Conduct and Relationship Guidelines:*** In our relationship with government entities and public officials, ethical, transparent and honest conduct coupled with integrity and respect must prevail, avoiding situations that generate or give the appearance of generating conflicts of interest, influence peddling,



corruption, bribery, collusion, or any other illicit conduct, and complying with the regulations applicable to Novutech and with its [Code of Business Ethics](#) at all times. In light of this, Novutech requires that all interactions and communications with government entities and public officials be properly documented and preserved, conducted through formal channels and in writing to ensure consistency and transparency in planning, executing, and ongoing monitoring of our policies.

When in-person meetings with public officials are necessary, and these do not involve visits or inspections of the Company's facilities, such meetings should be prioritized to occur at the offices of the relevant government entity.

5. **Enhanced Internal Controls:** Any contract and/or agreement of any kind or nature with a government entity or public official is subject to prior evaluation by our Compliance Manager to ensure the proper application of our reinforced internal controls and processes, which will be determined on a case-by-case basis, and may include, without limitation, enhanced due diligence, audit rights, automatic termination of contracts or agreements, among others.
6. **Complaints:** Any violation or suspected violation of the guidelines provided in this Protocol must be reported immediately in the manner provided in the [Reporting Channels section](#).
7. **Specialized Training:** All Collaborators at Novutech and especially those who, given the characteristics of their functions and positions, need to interact with government entities and public officials, must become familiar with the guidelines of this Protocol and with the concepts of the national and international anti-corruption regulations applicable to Novutech.

#### iv. Political Contributions

Novutech does not make political contributions or deliver Anything of Value to political parties, candidates, campaigns or referendums (whether at the local, regional, national or international level) unless authorized by the unanimous vote of all of Novutech's members or shareholders and with the approval of the Compliance Manager, following strict compliance with applicable laws and contributions limits, as well as our own internal policies and controls.



## 7. Business Partners.

The relationship of Novutech with its Business Partners, that is, with its distributors, clients, suppliers and other counterparties with whom it is linked, is subject to a comprehensive and uniform evaluation process that consists of the following:

### i. Due Diligence



Our due diligence process is designed to assess corruption and non-compliance related risks associated with our counterparties in a systematic, strategic, and tailored manner for our business. We adhere to relevant national and international regulations, adjusting the level of scrutiny and investigation based on the specific risks tied to each business situation. This approach allows us to allocate resources efficiently and focus on the most critical aspects of the process.

We are committed to ensuring that the third parties we engage with share our values of ethics and integrity in business. This includes conducting thorough evaluations of all potential Business Partners before establishing a business relationship, complying with



applicable legal requirements, and ensuring the effective implementation of our internal controls and processes. Below are some key concepts:

- a. **Distributors and Clients:** Our distributors and clients are those who purchase products offered by Novutech.
  - a. To start our due diligence process, our distributors and clients must complete the Know Your Client registration form, known as "KYC".
  - b. KYC is an important measure to prevent illicit activities, comply with applicable regulations, protect the integrity and reputation of our Company and our supply chain, and make informed business decisions.
- b. **Manufacturers and Suppliers:** Our suppliers are diverse and cover a wide range of categories, they are those legal entities that supply a variety of products, services and resources necessary for the proper and efficient functioning of the operations of Novutech.

Our supplier evaluation process is thorough and consists of different stages, including evaluation and screening, and when applicable, securing *onboarding* or registration as a supplier of Novutech.

- c. **Other Counterparties:** All other potential Business Partners who do not necessarily qualify as a distributor, client, manufacturer or supplier, whether *joint venture partners*, beneficial owners or others, are evaluated before entering into a business relationship with them.
- d. **Due Diligence Process:** Novutech has a screening process for evaluating all counterparties with whom it engages, including how and when to request due diligence, what information must be provided, what mechanism is used to conduct assessments, how the risk level of each of our Business Partners is categorized and attributed, how often we conduct our due diligence screenings and assessments, and how the information collected is relevant to our management's interactions with such Business Partners. This process is described in detail in Exhibit A.

## ii. Corporate Compliance Audits.

As part of our [Corporate Compliance Program](#) we are committed to conducting compliance audits of our Business Partners, by way of thorough and detailed evaluations



of their corporate compliance processes and practices, when our Compliance Manager so determines. The objective is to verify that they share our principles of ethics and integrity, comply with applicable legal regulations and compliance standards established in their contractual commitments.

These audits are non-adverse, general in scope, and pre-coordinated with our Business Partners. They represent a key tool to get to know our Business Partners better, identify red flags, mitigate risks, and ensure that our business relationships are developed in a transparent manner, following our internal policies and current regulations.

## **8. International Sanctions.**

### **i. OFAC**

The Office of Foreign Assets Control, known as "OFAC," is an agency of the U.S. Department of the Treasury charged with administering and enforcing economic and financial sanctions against individuals, entities, and countries that pose a threat to the national security, foreign policy, or economy of the United States.

These sanctions may include fines, asset freezes, trade and financial restrictions, and other measures that seek to advance U.S. foreign policy and national security objectives.

Novutech is committed to complying with OFAC's requirements, having incorporated sanctions screening as part of its Corporate Compliance Program, with an emphasis on evaluating all of its Business Partners in the manner described in Section 7 of this Policy.

### **ii. Other sanctions and international listings.**

In addition to OFAC, there are several lists of individuals and companies with significant negative track records, other international sanctions, and organizations that impose similar restrictions in different regions of the world and depending on the applicable geopolitical context, including, but not limited to, the economic and financial sanctions imposed by the Council of the European Union and by the Office of Financial Assets Control in the United Kingdom, respectively, or those of the United Nations, which imposes sanctions at the global level with the aim of maintaining international peace and security. Novutech is committed to





compliance that goes beyond OFAC, in particular when evaluating its Business Partners, as described in Section 7 of this Policy.

## 9. Protection of Personal Data.

Personal data protection includes a set of measures (technical, legal and organizational) and regulations designed to ensure the privacy and security of individuals' personal information.

Personal information may include details such as names, addresses, phone numbers, email addresses, financial data, medical records, and any other data that can identify an individual.

The main purpose of personal data protection is to regulate how sensitive information is collected, stored, processed, shared, and used to protect the rights and privacy of individuals.

Novutech is committed to the protection of personal data to ensure adequate treatment and protection of the personal data that is collected, securely stored, preserved, and managed in compliance with applicable regulations.



## 10. Collaborators, Proper Use of Assets, Corporate Information.

### i. Who are Novutech Collaborators?

Collaborators are all individuals who maintain an employment relationship with Novutech as well as those who are under its direction and control, including executives, directors and anyone who receives compensation from Novutech for their services.

### ii. How do we evaluate Collaborators?

All Novutech hires, including those of Collaborator applicants, are subject to an interview and verification process as determined by Novutech management.

The result of the evaluation and verification of all applicants for Collaborator will lead to decisions regarding their hiring and the reinforced measures that are required according to each particular case, in compliance with our Corporate Compliance Program, this Policy and all internal and external regulations applicable to Novutech.

### iii. What are the obligations of our Collaborators?

All Collaborators are obliged to accept in writing and commit to comply with our Code of Business Conduct, this Policy and all internal and external regulations applicable to Novutech.

### iv. Proper Use of Assets

All Novutech resources and assets must be used responsibly, efficiently and in accordance with our objectives and policies. Our Company's assets include a wide range of items, such as machinery, equipment, facilities, intellectual property, technology, information, vehicles, inputs, and all other resources owned by Novutech.

The proper use of these assets is part of our Corporate Compliance Program and involves a series of principles and practices that ensure their optimal use and alignment with the interests and values of Novutech.

The main commitments for the proper use of Novutech's assets include:



- a. **Efficiency and Productivity:** Using assets efficiently means maximizing their value and performance while minimizing waste. This can include properly scheduling equipment usage, optimizing available resources, and finding ways to improve productivity.
  - b. **Regulatory Compliance:** The proper use of our assets must be in line with applicable laws and regulations. It also implies complying with this Policy, with our Code of Business Ethics, and with all the processes, internal controls and policies of the organization, which include ESG obligations, the management of confidential information, technology and personal data, among many others.
  - c. **Care and Maintenance:** Assets must be properly maintained and cared for to extend their useful life and ensure their optimal functioning.
  - d. **Security:** Assets must be used appropriately while maintaining high levels of security to prevent damage, theft, and risks, including digital and cyber security mechanisms to protect our information, intellectual property, and the responsible use of our physical assets.
  - e. **Not Wasting Resources:** We must avoid unnecessary or frivolous use of assets to preserve the resources of Novutech and ensure that they are available when they are really needed.
  - f. **Respect for Corporate Information:** Correctly using the intellectual property of Novutech and respecting copyright is essential in order not to violate the laws and protect our intangible assets.
  - g. **Accountability:** Collaborators must be responsible for the use of assets, be accountable, and explain how they are using them.
- v. **Corporate Information.**

The protection and proper safeguarding of Novutech's corporate Information is essential to ensure our long-term success, self-sustaining development goals and protect our good reputation.

Novutech's corporate information includes all types of data, communications, knowledge, records and documents that belong to our Company and that are used to carry out its business operations. This information is broad and may include financial data, business strategies, employee records, intellectual property, customer information, operational, acquisition, marketing plans, legal documents, and any information related to the operation and decision-making of



Novutech. Corporate Information is valuable to our organization and can be both tangible and intangible.

Collaborators must not use digital platforms or applications (such as WhatsApp, Facebook, Instagram or similar), or personal equipment to disclose, store or share Novutech's corporate information. Doing so represents a violation of this Policy, as it would not allow Novutech to meet its obligations to adequately safeguard its Corporate Information, a commitment that we take very seriously.

**vi. Targeted Education and Training.**

To ensure that all our Collaborators are adequately aware of their obligations in terms of corporate compliance, we have an annual agenda of activities, information resources and specialized trainings.

**vii. Disciplinary measures**

Failure by our Collaborators to comply with our [Code of Business Ethics](#) as well as with the internal policies and regulations applicable to Novutech, including this Policy, entails possible sanctions and the implementation of disciplinary measures, which will be determined after the evaluation of each particular situation.

It is important that our Business Partners cooperate fully in our internal investigations of potential breaches, when applicable. Failure to cooperate during an internal investigation may also result in the imposition of disciplinary action.

Disciplinary actions vary in severity depending on the seriousness of the situation and may include the dismissal of the Collaborator from his/her duties, reassignment of responsibilities, the return of bonuses, commissions or similar incentives for Collaborators who qualify as "officers" pursuant to US guidelines relating to "clawbacks", as well as the temporary suspension from work while the investigation is carried out without the right to compensation, as well as the possible application of fines or other sanctions in accordance with current labor legislation. Novutech's Human Resources manager will be involved in the assessment of any disciplinary sanction against a Collaborator.

It is important to mention that these measures do not exclude the possibility of taking legal and criminal action as appropriate.

It is essential that our Collaborators commit to comply with the ethical standards and regulations established by Novutech. Failure to comply can result in both disciplinary and legal consequences, depending on the severity of the situation. The timely and thorough management of our internal investigations is essential to maintain the integrity and compliance of our Company.

#### **viii. Exclusivity, Incompatibilities and exceptions**

Novutech requires its Collaborators who are full time employees to perform their work exclusively for Novutech during assigned timeframes.

Unless Novutech expressly authorizes an exception, no Collaborator should perform work for any other employer or provide services, advice, consulting or paid work of any kind in favor of third parties in general, including government entities, regardless of the modality of contracting (external advice, fixed-term contract, or any other modality) during their tenure as Collaborator of Novutech as a full-time employee.

Likewise, all our Collaborators, regardless of their employment regime with Novutech, must understand and accept that the exercise of their functions within our Company is intrinsically incompatible with the performance of any type of public function, so that all our Collaborators are prevented from accepting any appointment to a public office or participating as a political candidate for an elected office while they maintain a link with our Company. All Collaborators, regardless of their employment status, are bound to treat all information belonging to the Company as confidential information, which includes all written or oral confidential and/or proprietary knowledge, data, information or materials related to the Company, business and activities of the Company and/or its affiliates, parents and/or subsidiaries, clients, distributors, manufacturers, suppliers and any other entities or persons with whom the Company does business with including, without limitation, any intellectual property, trade secrets, know-how, any information regarding plans for development, new products, marketing and selling, business plans, business methods, budgets and financial statements, licenses, prices and costs, and analyses, compilations, studies or other documents whether prepared by or on behalf of the Company.

Failure to comply with these duties or the transgression of the incompatibilities and limitations indicated hereunder constitute a serious misconduct that will give rise to the disciplinary measures.



## ix. PEPs

A "PEP" is an acronym that refers to a "Politically Exposed Person." Refers to individuals, nationals or foreigners, who hold or have held prominent public functions in a governmental entity or international organization, or who are or have been a direct contributor to any of the latter, within the last five (5) years.

This group of people, due to their position, has a higher level of risk of exposure to corruption, money laundering, or other illicit practices.

PEPs can include political leaders, senior government officials, diplomats, and others with significant influence in the political arena. Due to the risks associated with the possible misuse of its position for personal or illicit purposes, Novutech makes inquiries and conducts due diligence on PEPs, in accordance with the process described in this Policy, before establishing any potential business relationship with such PEPs, requiring enhanced measures and controls as the case may be to mitigate and prevent corruption-related risks.

## 11. Gifts and Hospitality.

It is essential that our Collaborators commit to comply with the ethical standards and regulations established by Novutech regarding the receipt or delivery of Gifts and Hospitality.

The cooperation and execution of our Collaborators with the following guidelines is essential to maintain the integrity and compliance of Novutech. For the purposes of this Policy:

- **Gift:** Means [Anything of Value](#) other than Hospitality.
- **Hospitality:** Means the offering or payment of any type of transportation, food, drink, accommodation, or any activity or experience that is intended to provide fun, pleasure, or relaxation.

i. **Gifts and Hospitality to Collaborators.**

Collaborators of Novutech are prohibited from accepting or receiving gifts or hospitality of any kind, either directly or indirectly, that are linked to the development of their functions, activities or obligations of their position.

Gifts and/or gifts of promotional items, bearing the logo of a Business Partner, or hospitality for a legitimate commercial concept, that have a total face value of less than US\$ 100 are excluded.

In the event that a Collaborator receives any gift or hospitality from a Business Partner or any third party that is not part of Novutech that does not comply with the promotional or commercial exception provided herein, he/she must immediately notify the Compliance Manager in writing.

ii. **Gifts and Hospitality to Third Parties.**

Gifts and hospitality to third parties may be made on an exceptional basis, subject to compliance with the corresponding internal authorization levels and verification by the Compliance Manager, strictly following the following guidelines:

- ✓ **Purpose and Motivation:** Any gift or hospitality must have a legitimate commercial purpose and not intended to unduly influence recipients.
- ✓ **Promotional Items:** Preference should be given to gifts or promotional items bearing Novutech logo, as they are suitable for promoting our business brand and strengthening business relationships.
- ✓ **Face Value:** Any gift or hospitality must have a face value and in no case exceed a total value of US\$300 (Three Hundred and 00/100 US dollars) over the course of twelve (12) months to the same recipient;
- ✓ **Nature:** The nature of the gift must be adequate and ethically appropriate according to the situation, activity and recipient, always taking into consideration the limitations of total value allowed;
- ✓ **Transparency:** The offering and delivery of gifts or hospitality to third parties must be carried out through public and transparent channels, without the use of intermediaries or sending through closed channels or channels that are difficult to identify or track.
- ✓ **Records:** It is important to keep all receipts and documentation pertinent to the gift or hospitality and provide them to the Accounting/Finance and Compliance area, indicating all the details such as the purpose, value and

identity of the recipients, in order to have clear and accurate records of all gifts, gifts or hospitality.

- ✓ **Perception and Conflict of Interest:** It is essential to avoid any situation where the giving of a gift or hospitality represents or may be perceived as a conflict of interest or as an attempt to gain a commercial advantage. The appearance of impropriety should always be avoided.
- ✓ **Legal and Ethical Requirements:** The Compliance Manager, and if necessary, the Legal area or external legal counsel, must carefully evaluate each situation involving a gift or hospitality, prior to its realization, to ensure that it complies with the applicable legal and ethical requirements.

### iii. Gifts and Hospitality to Government Entities and/or Public Officials.

It is not permitted to give any type of gift or hospitality of any value, even nominal, to a public entity or official. Only gifts or gifts of promotional items bearing Novutech logo and with a nominal value are excluded.

Failure to comply with these Gifts and Hospitality guidelines is a violation of this Policy and will result in disciplinary action and possible legal action, depending on the severity of the non-compliance.

## 12. Conflicts of Interest.

### i. When is there a conflict of interest?

A conflict of interest occurs when an individual or entity has personal or financial interests that may influence their ability to make impartial or fair decisions in a particular situation.

In essence, a conflict of interest can arise when there is a discrepancy between a person's duties and responsibilities and their personal or financial interests. These conflicts can occur in a variety of contexts, including professional, financial, governmental, and personal.







Novutech requires all its Collaborators to be strictly ethical, loyal and compliant with its internal processes and controls, avoiding situations that influence their actions or prejudice their opinions when handling matters within their competence, especially in situations that could present a conflict between their personal interests and those of Novutech.

**ii. Disclosure and Management of Conflicts of Interest.**

Novutech believes that transparency is fundamental in the management of conflicts of interest and encourages the open and honest disclosure of potential conflicts in order to mitigate their negative effects and allow the parties involved to make informed decisions.

In addition, we evaluate all Collaborator applicants as detailed in Exhibit A of this Policy, mitigating incompatibilities and conflicts of interest. We are committed to mitigating and managing any conflict of interest in an adequate, transparent and objective manner, promoting timely disclosure by our Collaborators.

**13. Reporting Channel**

**i. Novutech Ethics Line**

Novutech has implemented and maintains a Whistleblowing Channel (known as the "Novutech Ethics Line") that is available to its Collaborators and Business



Partners. This channel offers the possibility of informing our Company about any event that is suspected of being criminal, fraudulent or irregular, as well as breaches of the [Code of Business Ethics](#), policies, processes and internal controls and situations that may affect the fundamental ethical and integrity values of Novutech.

The management of the Whistleblowing Channel is in the hands of an independent specialist firm, which ensures that the information provided is kept confidential and protected against alteration or deletion. In addition, independent management ensures the confidentiality of the identities of all parties involved in the process.

Collaborators or Business Partners may file or report complaints, anonymously or by identifying themselves, through the mechanisms published for these purposes on Novutech's corporate website. The informant (complainant) must describe the facts that support their complaint and provide information relevant to its proper investigation, such as circumstances, names, positions, areas, dates, or any additional information that is considered of interest. There is also the possibility of attaching files that can serve as evidence of the reported fact.

## ii. What can be reported, reported and/or denounced?

The Novutech Ethics Line offers the possibility of informing Novutech about any fault, infraction or violation of its Code of Business Conduct, policies, controls and internal processes, as well as about any event or action that is suspected of being criminal, fraudulent, unethical or irregular, in addition to situations that may affect the fundamental ethical and integrity values of Novutech.

## iii. Anonymity, Confidentiality and Non-Retaliation.

Novutech guarantees that those Collaborators or Business Partners who file a complaint through the Novutech Ethics Line do not face retaliation, discrimination and/or intimidation that endangers their integrity, contractual relationship with Novutech or their job position.

Likewise, if the identity of the informant (complainant) is known, it will not be disclosed to third parties unrelated to the investigation of the incident. Novutech is committed to maintaining the confidentiality of all information received and ensuring a fair and transparent process for all parties involved.



#### iv. Internal Investigation Process

All complaints filed via the Novutech Ethics Line are received by the external operator independent of the whistleblowing channel, from which an alert is automatically sent to the Incident Committee.

All investigations are led by the Compliance Manager, who conducts them ensuring transparency and objectivity in their process and can seek advice from specialists (including from external legal counsel) when circumstances warrant it. The internal investigation involves collecting the statements of the complainant, the accused and witnesses, evaluating evidence, documents, communications, among other procedures.

During the investigation, any person under investigation shall have the right to know the accusation and may make his or her exculpatory or defense, by means of his or her statement and presentation of documents, testimonies, witnesses and evidence, as well as appoint, if warranted, a lawyer of his or her choice and at his or her own expense, who may participate in the proceedings. During the investigation, the following rights of the person under investigation will be considered:

- ✓ Be informed of the facts for which he/she is being investigated, including the right to review the allegations and/or evidence against he/she before any decision is taken. However, the identity of the person who has confidentially made the complaint may not be revealed.
- ✓ To respond and present supporting information that he/she deems appropriate.
- ✓ Designate an attorney to participate during interviews.
- ✓ The presumption of innocence shall be maintained and the right against self-incrimination shall be respected.

After the internal investigation has been completed and the corresponding report has been prepared and submitted to the Incident Committee -comprised of two senior members of Novutech's management and the Human Resources Manager, the Incident Committee will decide whether to apply disciplinary measures or corresponding legal actions, if any. The decision shall be duly reasoned and documented in writing, and take into consideration the seriousness of the facts, the certainty of its commission, acceptance of responsibility, the implementation

of measures to reduce the risk of such misconduct repeating and measures to identify future risk.

#### 14. Internal Records and Controls

Novutech's accounting books and records are instrumental in promoting the transparency, traceability and integrity of its business practices and corporate compliance commitments. Our main objectives related to books, records and internal controls are the following:

- a. **Transparency and Accountability:** Accurate and detailed accounting records allow us to provide transparency about Novutech's financial and operational activities. This, in turn, allows for clear accountability both within our organization and to external stakeholders, such as investors, regulators and shareholders.
- b. **Prevention of Corruption, Fraud and Embezzlement:** The proper recording of our financial transactions makes it difficult to conceal illicit activities, fraud and prevents the misuse of resources, making it more efficient to detect, prevent and mitigate fraud, embezzlement and/or acts of corruption.
- c. **Detection of Irregularities:** The analysis of adequate accounting records allows us to detect and anticipate unusual and/or irregular patterns in the transactions of Novutech, facilitating the early detection of suspicious activities, which in turn allows us to take preventive measures before irregularities become major problems and generate negative impacts, fines and/or sanctions by the competent entities.
- d. **Legal and Regulatory Compliance:** Accurate and detailed accounting records allow us to document compliance with applicable US regulations.
- e. **Assessment and Auditing:** Proper accounting records facilitate our internal and external audits, which in turn allows for an accurate assessment of our financial and corporate compliance processes.
- f. **Informed Decision Making:** Accurate and up-to-date financial information derived from accounting records is crucial to making informed decisions in the management of Novutech. This allows financial data to be analyzed to identify trends and opportunities, and strategies to be adjusted as needed.

- g. **Corporate Compliance Culture:** Maintaining adequate accounting records and complying with all applicable regulations contributes to our corporate compliance culture, reinforcing the image of Novutech.

## 15. Continuous Improvement

### i. Risk Analysis

Conducting regular risk analysis is essential to ensure that Novutech always operates ethically and legally, adapting to new risks that may arise in the face of changing business and regulatory conditions, allowing us to proactively identify and address compliance challenges. Risk analysis is an important component of our Corporate Compliance Program.

The main objective is to identify, evaluate and mitigate in a constant and timely manner the risks related to ethical, legal and operational compliance faced by our Company, confirming which are the areas that face the greatest risks, considering our business culture and the scope of our operations. The corporate compliance risk analysis seeks the continuous improvement of our risk mitigation mechanisms, reducing any gap between our current mitigation processes and the acceptable levels of identified risk.



## ii. Digitalization and Artificial Intelligence ("AI")

Digitalization is essential for efficiency, competitiveness and adaptability in the global business environment in which Novutech operates, as it can allow us to streamline processes, innovate, automate some routine tasks, save time and reduce costs, as well as collect and analyze various internal data. On the other hand, we consider it important to remain alert and informed regarding the new trends in the use of artificial intelligence in the corporate environment. Despite their many benefits, digitalization and artificial intelligence also pose challenges and negatives that need to be addressed appropriately.

Within our corporate compliance commitments linked to digitalization and artificial intelligence, we highlight the protection of personal data, the Proper Use of Assets, Corporate Information and the rights of our Collaborators, all of which are highlighted in this Policy.

## III. Corporate Compliance Area.

### a. Objective.

The Compliance Manager ensures proper observance of each of Novutech's corporate compliance commitments detailed in this Policy and our Corporate Compliance Program, highlighting the importance of respecting the pillars of our [Code of Business Ethics](#) and to comply with all relevant US and foreign regulations. The Compliance function is overseen by the designated Compliance Manager, with internal and external support.

### b. Organization and Functions.

The Compliance function in Novutech is led by the Compliance Manager, who has appropriate experience and qualifications, occupies a managerial rank in Novutech and has autonomous powers of initiative and control in his area of competence, being responsible for the development, implementation, supervision and operation of the Corporate Compliance Program.

The Compliance Manager is appointed by the majority of Novutech's members or shareholders, and may be removed from office only by their unanimous vote. The

Compliance Manager reports to the members or shareholders on a regular basis and at least annually on aspects of his/her competence.

The main functions of the Compliance Manager are as follows:

- (i) Determine, implement and supervise the Corporate Compliance Program;
- (ii) Supervise compliance with internal control policies and measures in coordination with the different areas of the Company and identify red flags, corruption related risks and improvement opportunities;
- (iii) Issue reports to the shareholders or members of the Company on the Corporate Compliance Program or the Compliance area when circumstances warrant it and at least annually;
- (iv) Present to the shareholders or members of the Company the necessary recommendations for the improvement of the Corporate Compliance Program, as appropriate;
- (v) Request information -without limitation- from the different areas of the company;
- (vi) Delegate functions to those in charge of each relevant area of the company for the supervision and control of the operation of the Corporate Compliance Program;
- (vii) Plan and develop the Annual Plan of Compliance Activities, as well as the calendar of activities of the Compliance area.

**c. Autonomy and Collaboration with other areas.**

The Compliance function in Novutech is autonomous and operates independently, contributing objectively and adequately to the management and supervision of its Corporate Compliance Program. Without prejudice to its operational independence, the Compliance area requires close collaboration with all other areas of the company.

**d. Resources**

The resources of the Compliance area are proposed annually by the Compliance Manager, taking as his main reference the Corporate Compliance Program and the annual objectives of the Compliance area.



## e. Corporate Compliance Program

Novutech's Corporate Compliance Program is subject to continuous improvement and has been designed based on periodic risk assessments, our [Code of Business Ethics](#), the [commitments](#) detailed in this Policy and the national and international regulations applicable to us.

Thus, our Corporate Compliance Program goes beyond being a system focused on the prevention of unethical, illicit conduct or those that violate the principles and values of ethical behavior established by the company, also focusing on the mitigation and remediation of such conduct, principles and values. The main elements of our Corporate Compliance Program are as follows:

1. **Senior Management Commitment:** Novutech's senior management actively supports and promotes the Corporate Compliance Program, establishing the importance of the corporate compliance culture at our Company level.
2. **Code of Business Ethics:** Our Code, policies and procedures are regularly updated and clearly and accessible set out corporate compliance expectations at our Company level.
3. **Compliance Training and Activities:** We identify annual compliance trainings and activities focused on making our Collaborators aware of compliance policies and procedures, as well as the specific risks of our company, training and promoting awareness of the importance of corporate compliance.
4. **Business Partner Management:** We have a comprehensive and uniform evaluation process of our Business Partners, with the aim of ensuring that they share our culture of ethics and integrity in business, comply with the applicable legal requirements (FCPA, OFAC, among others), and ensure the proper application of our internal controls and processes.
5. **Periodic Risk Assessment:** We conduct periodic risk assessments to identify the areas of greatest risk facing Novutech and measure the success or weakness of our evolving internal controls. This allows us to improve our processes, allocate resources optimally and prioritize our attention to the most critical risk areas.
6. **Continuous Monitoring and Improvements:** We are dedicated to the oversight, monitoring, evaluation, review, internal and external audits to supervise adequate





compliance with our commitments, legal obligations, policies and processes, as well as detecting possible violations. We have internal and external processes in place involving senior management, shareholders and members, specialized counsel, auditors and financial advisors to assess new regulations or introduce improvements and ensure Novutech satisfies its compliance commitments.

7. **Lessons Learned:** Novutech plans to review and adapt its Corporate Compliance Program on the basis of lessons Novutech learns from its own business and operational risks, those of its Business Partners and/or other companies in the healthcare and medical devices industry facing similar risks. Novutech is committed to monitoring enforcement trends and best industry practices and consulting with external specialized counsel on a need to know basis.
8. **Trusted Whistleblowing Mechanism:** Our Collaborators and Business Partners have a confidential, independently operated channel to report compliance concerns without fear of retaliation. All complaints are dealt with on an individual basis based on clear processes that ensure their proper evaluation and resolution.
9. **Legal and Regulatory Compliance:** Our Corporate Compliance Program satisfies the requirements of the FCPA and the U.S. Sentencing Guidelines, among other legal and regulatory requirements.
10. **Disciplinary Actions and Consequences:** We set clear consequences for corporate compliance violations, ranging from warnings to more severe disciplinary actions, depending on the severity of the violation.
11. **Compliance Function:** Our Compliance Manager maintains operational independence, has his own managerial rank and adequate resources. His main focus is to ensure the proper observance of each of the corporate compliance commitments detailed in this Policy and in our Corporate Compliance Program, highlighting the importance of respecting the pillars of our [Code of Business Ethics](#) and to comply with all relevant local and foreign regulations.

#### IV. Manuals, Policies & Other Documents

This Policy refers to the following manuals, procedures and documents linked to this document:

1. [Code of Business Ethics](#)
2. [Due Diligence Process Manual](#)

## V. Definitions

The terms that appear in capital letters and in blue in this Policy contain links that lead to their definition in this document:

1. [Anything of Value](#)
2. [Risk Analysis](#)
3. [Processors, Agents, HCPs, Charitable Contributions, Donations and Sponsorships](#)
4. [Ultimate Beneficiary](#)
5. [Reporting Channel](#)
6. [Collaborators](#)
7. [Due Diligence](#)
8. [Compliance Commitments](#)
9. [Charitable Contribution](#)
10. [Donations](#)
11. [Recipient](#)
12. [Sponsorship](#)
13. [Corporate Compliance Program](#)
14. [Business Partners](#)

For printed versions of this Policy, the terms that appear in capital letters and in blue have "live" links that lead to their definition in this document. Below are references to the page numbers where the defined terms are found:

| <b>CONCEPT:</b>  | <b>PAGE #:</b> |
|--|----------------|
| <a href="#">Anything of Value</a>  | 8              |
| <a href="#">Risk analysis</a>  | 29             |
| <a href="#">Processors, Agents, HCPs, Charitable Contributions, Donations and Sponsorships</a> | 8              |
| <a href="#">Ultimate Beneficiary</a>   | 8              |
| <a href="#">Reporting Channel</a>  | 25             |
| <a href="#">Collaborators</a>  | 18             |
| <a href="#">Due Diligence</a>  | 14             |
| <a href="#">Compliance Commitments</a>   | 3              |
| <a href="#">Charitable Contribution</a>  | 7              |
| <a href="#">Donations</a>  | 7              |



|  |    |
|--|----|
| <a href="#">Recipient</a>                    | 8  |
| <a href="#">Sponsorship</a>                  | 8  |
| <a href="#">Corporate Compliance Program</a> | 32 |
| <a href="#">Business Partners</a>            | 14 |

## VI. Document Information

| Version | Type/Action   | Area/Responsible Party                                       | Date     |
|---------|---------------|--|----------|
| 1.0     | Draft         | Orihuela Attorneys, specialized external counsel to Novutech | 9/27/24  |
| 1.0     | Review        | Novutech management review and comments                      | 10/02/24 |
| 1.1     | Revised Draft | Orihuela   | 10/21/24 |
| 2.0     | Approval      | Written Approval of Members of Novutech                      |          |
|         |               |  |          |
|         |               |  |          |



## EXHIBIT A Novutech's Due Diligence Process

Novutech aims to initiate due diligence review of its counterparties prior to formalizing a commercial or business relationship with them. Due diligence review or screening is conducted by an external specialized compliance advisor, upon Novutech having obtained the corresponding Supplier Due Diligence Questionnaire or Client Due Diligence Questionnaire from the counterparty. The criteria and process are described below.

### I. Due diligence request

The due diligence process begins when the corresponding Novutech professional requests due diligence or counterparty screening from its external specialized compliance advisor ("Compliance Provider"), delivering a Supplier Due Diligence Questionnaire or Client Due Diligence Questionnaire completed by the counterparty. The Compliance Provider then evaluates the information and conducts the screening as further detailed below.

### II. Due Diligence Criteria and Process

#### 1. *Threshold.*

All counterparties meeting the following criteria must undergo due diligence screening:

- All clients and/or suppliers whose annual transaction amount exceeds US\$150,000.
- All clients and/or suppliers located in territories subject to economic sanctions and/or trade restrictions.

#### 2. *Screening.*

Due diligence screening will be conducted by the Compliance Provider, following five (5) types of specialized searches:

- Verification of the existence and legal validity of the third party in its country of incorporation, including in the courts or offices of the corresponding federal or state government;

- Review and generalized searches of the third party to confirm who their shareholders, key executives/representatives and UBOs are;
- Online searches of the Counterparty's name, officers and directors' names, and the following key words: "X" + "crime", "criminal", "corrupt", "bribe", "sanction", "fine", "fraud".
  - [if search is in Spanish: "X" + "crimen", "criminal", "corrupción", "soborno", "sanción", "multa", "fraude"]
- Online searches of relevant exclusion, debarment lists/databases and World Bank/OFAC listings of ineligible firms and individuals; FCPA related investigations, self-disclosures, NPA/DPA:
  - Department of Justice
  - World Bank Listing of Ineligible Firms and Individuals
  - OFAC – Office of Foreign Assets Control
  - Panama Papers - ICIJ · The International Consortium of Investigative Journalists
- Classification of the risk of the country of incorporation and/or where the third party conducts its business based on the Transparency International ranking.

### 3. Risk Based Approach and Due Diligence Recurrence.

Based on the analysis of the information obtained from the searches carried out, the Compliance Provider will determine the counterparty risk by applying the following Risk Attributes based on a pre-determined weighted score:

- Country Corruption Index (origin and operations) - 5%
- Government Involvement - 15%
- Convictions/Indictments related to corruption or OFAC or AML sanctions/blacklists - 30%
- Government inquiries/investigations related to corruption, OFAC or AML; or operations in sanctioned territories - 15%
- Fraud/ Misconduct Allegations - 15%
- Regulatory or Administrative Sanctions or Fines - 5%
- Negative Media/Allegations of corruption - 10%

- Transaction Materiality

- 5%

|  | Country Corruption Index (origin and operations)  | Government Involvement  | Convictions/Indictments related to corruption or OFAC or AML sanctions/blacklists  | Government inquiries/investigations related to corruption, OFAC or AML; or operations in sanctioned territories  | Fraud/ Misconduct Allegations   | Regulatory or Administrative Sanctions or Fines  | Negative Media/Allegations of corruption   | Transaction \$\$ Materiality  | Total Raw Score    | Total Weighted Score |
|--|---|---|--|--|---|--|--|---|--------------------|----------------------|
| Score ranges   | From 0 - 20: 5<br>From 21 - 40: 4<br>From 41 - 60: 3<br>From 61 - 80: 2<br>From 81 - 100: 1 | Government Agency: 5<br>Entity Partially Owned by Government: 4<br>Entity Funded by the Government: 3<br>Entity has high interaction with Government*: 2<br>Private Entity: 1 | Involving Entity, Management, Board, Officers: 5<br>Involving Parent Company/ Majority Owner: 4<br>Involving Affiliate: 3<br>Involving Minority Owner: 2<br>No Findings: 1 | Involving Entity, Management, Board, Officers: 5<br>Involving Parent Company/ Majority Owner: 4<br>Involving Affiliate: 3<br>Involving Minority Owner: 2<br>No Findings: 1 | Involving Entity, Management, Board, Officers or territory: 5<br>Involving Parent Company/ Majority Owner: 4<br>Involving Affiliate: 3<br>Involving Minority Owner: 2<br>No Findings: 1 | Involving Entity, Management, Board, Officers: 5<br>Involving Parent Company/ Majority Owner: 4<br>Involving Affiliate: 3<br>Involving Minority Owner: 2<br>No Findings: 1 | Involving Entity, Management, Board, Officers: 5<br>Involving Parent Company/ Majority Owner: 4<br>Involving Affiliate: 3<br>Involving Minority Owner: 2<br>No Findings: 1 | Equal to or over US\$ 500,000: 5<br>From US\$ 350,000 - 499,999: 4<br>From US\$ 200,000 - 349,999: 3<br>From US\$ 60,000 - 199,999: 2<br>Less than US\$ 60,000: 1 |                    |                      |
| Weight   | 5%  | 15%   | 30%  | 15%  | 15%   | 5%   | 10%  | 5%  | 100%               |                      |
| Raw Score  | 1   | 1   | 1  | 1  | 1   | 1  | 1  | 1   | 8                  | 1                    |
| * Includes high interaction with government officials; government is a client; entity acts on behalf of the government; or executive, manager or board member is a public official (serves in public role/ appointed by a government, including ad honorem). |   |   |  |  |   |  |  |   | Low (1.0 – 1.5)    |                      |
|  |   |   |  |  |   |  |  |   | Medium (1.6 - 3.2) |                      |
|  |   |   |  |  |   |  |  |   | High (3.3 – 5.0)   |                      |

Each counterparty is assigned one of 3 risk categories:

| Risk Rating                | Recurrence Due Diligence Required                            |
|----------------------------|--|
| Low                        | Every 18 months  |
| Medium                     | Every 12 months  |
| High/Special Circumstance* | Every 6 months (or more frequently if circumstances warrant) |

Findings of the counterparty screening and information reviewed are included in a detailed report prepared by the Compliance Provider.

#### 4. Record Retention.

Each counterparty will have a screening report summarizing the evaluation conducted. Each screening report is updated with a frequency determined by the counterparty's risk ranking and stored digitally by Novutech and the Compliance Provider.

#### 5. Novutech Management's Assessment.

Screening reports of counterparties subject to the required threshold are used to inform Novutech's management on whether to proceed with business relationships. Due diligence screenings serve two primary purposes:



- (i) To help management determine if a more thorough compliance evaluation is necessary
- (ii) To identify specific compliance language, terms, or conditions that should be included in a transaction to minimize potential risks.

By conducting due diligence screenings, Novutech's management can make informed decisions about engaging with counterparties and implementing appropriate risk mitigation measures in its business transactions. These objectives are aligned with Novutech's corporate compliance program.