PROIDEA Inc.
1325 MONTANA AVE
EL PASO, TX. U.S. 79902

Ethics and Anti-Corruption Policy

Policy Statement

At **PROIDEA**, we are committed to conducting business with integrity, honesty, transparency and professionalism. We believe that ethical conduct is essential to maintaining the trust of our employees, customers, suppliers, business partners and communities.

PROIDEA maintains a zero-tolerance approach to bribery, corruption, fraud and unethical business practices and is committed to complying with all applicable laws and regulations wherever it operates.

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1. Fundamental Principles

- **Integrity and Ethical Conduct**: We conduct our business honestly, fairly and responsibly. Employees and representatives of **PROIDEA** are expected to act ethically and make decisions that uphold the company's values and reputation.
- **Compliance with Laws and Regulations**: We comply with all applicable laws and regulations relating to anti-corruption, anti-bribery, fair competition, employment practices and business conduct.
- **Respect and Professionalism**: We promote a work environment based on mutual respect, professionalism and accountability.
- **Transparency and Accountability**: We maintain transparency in our business activities and accept responsibility for our actions and decisions.

2. Anti-Bribery and Anti-Corruption

PROIDEA strictly prohibits all forms of bribery and corruption.

No employee, officer, contractor, representative or third party acting on behalf of **PROIDEA** may:

- Offer, promise, give or authorize a bribe.
- Request, solicit or accept a bribe.
- Offer anything of value to improperly influence a business decision.
- Accept any benefit intended to improperly influence professional judgment.

These prohibitions apply to both public and private sector transactions.

3. Gifts, Hospitality and Entertainment

PROIDEA recognizes that reasonable business courtesies may be exchanged in the course of normal business relationships.

Employees may offer or accept gifts, meals, hospitality or entertainment only when they:

- Are lawful.
- Are reasonable and infrequent.
- Have modest value.
- Are not intended to obtain an improper business advantage.
- Would not create the appearance of impropriety or a conflict of interest.

Cash gifts and cash equivalents are strictly prohibited.

4. Facilitation Payments

PROIDEA prohibits facilitation payments regardless of local custom or business practice. No employee or representative may make unofficial payments to expedite or secure routine governmental or commercial actions.

5. Conflicts of Interest

Employees and representatives of **PROIDEA** must avoid situations where personal interests may conflict, or appear to conflict, with the interests of the company.

Examples include:

- Personal or family relationships with suppliers, customers or competitors.
- Financial interests that could influence business decisions.
- Outside employment or activities that interfere with professional responsibilities.
- Using company opportunities, assets or information for personal benefit.

Actual, potential or perceived conflicts of interest should be disclosed promptly to management.

6. Donations and Sponsorships

PROIDEA supports charitable, educational, community and business initiatives that align with its values and contribute positively to society.

Donations and sponsorships must:

- Be lawful and properly documented.
- Serve a legitimate charitable, community, educational or business purpose.
- Not be used to obtain an improper business advantage.
- Not conceal bribery, corruption or any other improper conduct.

7. Accurate Books and Records

PROIDEA is committed to maintaining accurate, complete and truthful business records.

Employees shall not:

- Create false or misleading records.
- Conceal transactions.
- Falsify accounting or business documents.
- Misrepresent facts related to business activities.

All transactions must be recorded accurately and supported by appropriate documentation.

8. Suppliers, Contractors and Business Partners

PROIDEA expects suppliers, contractors, consultants, intermediaries and business partners to conduct business ethically and in compliance with applicable laws.

The company may consider ethics, integrity and compliance-related matters when selecting, evaluating or maintaining business relationships.

PROIDEA reserves the right to discontinue business relationships where significant ethical or corruption-related concerns are identified.

9. Political Contributions

PROIDEA funds, assets and resources shall not be used for political contributions unless specifically authorized by company management and permitted by applicable law.

10. Consequences of Non-Compliance

Violations of this policy may result in disciplinary measures, termination of employment or business relationships, and other appropriate actions consistent with applicable laws and company procedures.

11. Reporting Concerns and Non-Retaliation

Employees and external stakeholders are encouraged to report concerns related to:

- Bribery or corruption.
- Fraud.
- Conflicts of interest.
- Unethical conduct.
- Violations of company policies.
- Other compliance-related concerns.

Reports may be submitted through the Human Rights, Ethics and Compliance Complaint Form available on the **PROIDEA** website.

PROIDEA will not tolerate retaliation against any individual who, in good faith, reports a concern, participates in an investigation or seeks guidance regarding ethical or compliance matters.

Questions regarding this policy may also be directed to the Compliance Officer at **guillermo.maynez@proidea-inc.com.**

12. Training and Awareness

PROIDEA promotes awareness of ethical business conduct and anti-corruption expectations through internal communication and training activities appropriate to its business operations.

13. Ongoing Commitment

PROIDEA is committed to periodically reviewing and updating this policy to reflect evolving legal requirements, industry best practices and stakeholder expectations.

Approved by: Guillermo A. Máynez Diego | CEO
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