

VDD 7.6: Anti-Bribery and Anti-Corruption Compliance Policy

Prepared for: Sentinel Legal VDD Request List, item 7.6 **Effective date:** 15 May 2026 **Issuer:** JOLOT S.A.S. (BORA 11266/19, 2019), CABA, Argentina **Approving authority:** Sergio Daniel Kalierof, Sole Administrator **Review cycle:** Annual, or upon material change in operating perimeter

1. Purpose and applicability

This policy establishes the standards of conduct that JOLOT S.A.S., its directors, officers, employees, contractors, and any third parties acting on its behalf must observe with respect to bribery, corruption, and improper inducements. It applies to all activities of JOLOT and to all third parties (suppliers, agents, consultants, and counterparties) acting for or on behalf of JOLOT.

2. Applicable laws

This policy is designed to comply with the following anti-bribery and anti-corruption regimes:

Regime	Jurisdiction	Why applicable
Argentine Anti-Corruption Law 27.401	Argentina	JOLOT is an Argentine entity. The law establishes corporate criminal liability for bribery offences and requires an integrity program (programa de integridad).
US Foreign Corrupt Practices Act (FCPA)	United States	The bridge round includes US-domiciled LPs and US correspondent-bank relationships (IDB Bank New York). FCPA applies to issuers, US persons, and certain non-US entities transacting through US banking infrastructure.
UK Bribery Act 2010	United Kingdom	UK-domiciled LPs may participate; the Act has extraterritorial reach over entities with a UK business nexus.
Argentine Public Ethics Law 25.188	Argentina	Applicable to interactions with Argentine public officials.
OECD Anti-Bribery Convention	International	Argentina is a party. Sets the standard for the criminal offence of foreign bribery.

3. Prohibited conduct

No person acting for or on behalf of JOLOT may, directly or through any third party: - Offer, promise, give, or authorize the giving of anything of value to any government official, political party, party official, candidate for political office, or any other person (including private-sector counterparties) for the purpose of influencing an official act, obtaining or retaining business, or securing an improper advantage. - Solicit, accept, or receive anything of value from any party in exchange for any improper advantage or in a manner that could compromise the recipient's judgment or independence. - Make any "facilitating

payment" or "grease payment" to expedite a routine government action. JOLOT does not permit facilitating payments even in jurisdictions where local law may tolerate them. - Use intermediaries, consultants, or agents to make payments that the principal would be prohibited from making directly. - Make political contributions in the name of JOLOT or using JOLOT funds, except as expressly authorized in writing by the Sole Administrator and disclosed in the annual integrity report.

4. Permitted conduct (subject to safeguards)

The following are NOT prohibited, but must be conducted within the safeguards described:

Activity	Safeguard
Bona fide hospitality and gifts	Reasonable in value (under USD 100 per single gift, under USD 500 per recipient per calendar year), proportionate to the business relationship, not connected to a pending business decision, properly documented and approved in advance for amounts above USD 50.
Travel and accommodation for officials	Permitted only if directly tied to a legitimate business purpose (site visit, technical inspection), pre-approved by the Sole Administrator, fully documented, and reported in the annual integrity report.
Charitable contributions	Permitted to bona fide registered Argentine charities. Pre-approved by the Sole Administrator. Not made at the request or suggestion of any government official whose decision affects JOLOT.
Sponsorship of community events	Permitted with same safeguards as charitable contributions.

5. Third-party due diligence

Before engaging any third party who interacts with government officials on JOLOT's behalf (including legal counsel, regulatory consultants, customs brokers, environmental permit specialists, mining concession agents):

Step	Required
Identity verification	Full legal name, registration, beneficial owner
Reputational check	Public-domain searches, OFAC and EU sanctions list check, World-Check or equivalent if material
Reference check	Two professional references from prior engagements
Contract terms	Written engagement, including a JOLOT-form anti-bribery representation and warranty, audit rights, and termination rights for breach
Payment terms	Wire transfer only to the third party's registered account in its country of registration. No cash. No payment to third-country accounts without written approval.

Step	Required
Periodic review	Annual review of active third-party engagements; renewed reputational check

6. Books, records, and internal controls

JOLOT maintains books and records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the entity's assets. Internal controls are designed to provide reasonable assurances that: - Transactions are executed in accordance with management authorization - Transactions are recorded as necessary to permit preparation of financial statements and to maintain accountability for assets - Access to assets is permitted only with management authorization - Recorded assets are compared with existing assets at reasonable intervals No off-book accounts, no inadequately identified transactions, no recording of non-existent expenditures, and no use of false documents are permitted.

7. Red flags requiring escalation

Any of the following requires immediate escalation to the Sole Administrator and (where material) external counsel: - A government official requests a payment, gift, or benefit outside the bona-fide hospitality safeguards - A third party requests payment in a country other than its country of registration - A third party requests an unusually high commission or fee with no clear business rationale - A third party refuses to make the standard anti-bribery representation in the engagement contract - An employee or contractor reports suspicion of corrupt conduct - A government inquiry or investigation is initiated against JOLOT or any related party - A third party with whom JOLOT works is reported in adverse media for corruption-related conduct

8. Reporting mechanism

Any person (employee, contractor, third party, counterparty) who suspects or becomes aware of a violation of this policy or applicable anti-bribery law may report through any of the following channels:

Channel	Detail
Direct to the Sole Administrator	sergio@jolut.net
Direct to the Director of Operations	marcelo@jolut.net
Through Argentine external counsel	[Argentine counsel name and email, to be appointed]
Through international external counsel	Sentinel Legal, Lyon, France (rocheraurelien@gmail.com)
Through a confidential whistleblower channel	To be appointed by end of 2026

Reports may be made anonymously. JOLOT prohibits retaliation against any person making a good-faith report.

9. Training and acknowledgment

Audience	Frequency	Format
Sole Administrator, Director of Operations	Annual	External counsel briefing

Audience	Frequency	Format
All employees and operational contractors	At onboarding, annually thereafter	Internal training module, 1 hour
Third-party agents and consultants	At engagement, annually thereafter	Written certification

All persons subject to training must sign a written acknowledgment of receipt of this policy.

10. Disciplinary action

Violation of this policy may result in disciplinary action up to and including termination of employment, termination of contracts, and recovery of losses caused by the violation. JOLOT reserves the right to refer violations to competent authorities for criminal prosecution.

11. Approval and signature

JOLOT S.A.S.

Sergio Daniel Kalierof
Sole Administrator
Date: 15 May 2026

Cross-references

Reference	Document	Status
Cap table and ownership	CAP_TABLE_v0_2026-04-29.md	In data room
Corporate org chart	VDD 1.5 (in this the round-facilitator engineering function batch)	Drafted
Director and officer CVs	VDD 1.7 (in this the round-facilitator engineering function batch)	Drafted
Argentine commercial counterparty list (suppliers, contractors)	VDD 7.1	Pending compilation
External counsel engagement	Sentinel Legal EL (Lyon)	Drafted, DocuSign pending

v1 policy prepared 15 May 2026 by Tomas Marty for the Sentinel Legal VDD response. Sergio Kalierof must sign and execute as the Sole Administrator before this policy enters the data room as an executed compliance document. Argentine external counsel (to be appointed) should also review for Law 27.401 specificity. CONFIDENTIAL.