

Code of Business Conduct and Ethics

Purpose

1. The purposes of this Code of Business Conduct and Ethics (**this “Code”**) is to provide Employees with:
 - (a) a set of standards meant to assist them in avoiding wrong-doing and to promote honest and ethical behaviour in the conduct of the Company’s business; and,
 - (b) a process for reporting suspected violations of the Code.

Scope

2. This Code applies to all Employees.

Definitions

3. “**Employee(s)**” means all directors, officers, and employees of the Company
4. “**Company**” means STRACON Group Holding Inc. and its subsidiaries.

Requirements

Employee Obligations

5. **Employees to Act Honestly and Legally.** Employees, in discharging their duties, have a legal obligation to act honestly, ethically, in good faith, and with the best interests of the Company in mind. No Employee, regardless of position, is expected or permitted to commit a dishonest, unethical, or illegal act in carrying out their employment duties, or to instruct other Employees to do so.

Labor relations should always be based on treatment that is free of violence and compatible with human dignity.

6. **Prohibition of harassment.** no action, form or practice of sexual harassment, harassment at work and/or violence at work will be tolerated, regardless of the hierarchical relationship (vertical or horizontal) between people, or any type of conduct that is an attack on the dignity of the person.

The Company has a protocol for the prevention, reporting, investigation and punishment of sexual and workplace harassment and violence at work, which must be known and complied with by the Employees.

7. **Compliance with the Law.** All Employees, in discharging their duties, must comply with the applicable laws, rules, and regulations

8. Fair Dealing with Third Parties. All Employees shall act ethically and honestly when dealing with investors, suppliers, customers, government representatives, community members, competitors, and other third parties

9. Compliance with Competition Laws. All Employees shall comply fully with the competition laws of the jurisdictions in which the Company does business.

10. Conflict of Interest

Employees must avoid conflicts of interest with the Company. A conflict of interest may be actual, apparent or potential and exists whenever an individual's personal interests directly or indirectly interfere or conflict or appear to interfere or conflict with one's obligation as an Employee to act in the best interests of the Company.

Conflicts of interest include:

- taking for oneself an opportunity discovered through the use of corporate information or position;
- using corporate property, information or position for the Employee's benefit, whether direct or indirect; or
- competing with the Company.

Where a situation arises where a conflict of interest exists or may exist, the Employee must report it immediately to their supervisors or otherwise handle the situation in an ethical manner. If the Employee has any doubt as to how a situation is to be handled, the Employee must discuss the situation with their supervisor.

11. Confidential Information. In the course of employment, Employees may be given access to or become aware of confidential information of the Company or the confidential information of a third party who has disclosed such information to the Company. Employees are to protect all such confidential information from loss, theft, or misuse.

Furthermore, the Employees with access to this information must refrain from entering it into artificial intelligence tools or other platforms not authorized by the Company that may compromise its security or facilitate its breach. All Employees' employment contracts include a confidentiality clause,

All Employees' employment contracts include a confidentiality clause, which is considered essential. Therefore, any breach of this clause will be considered as a serious violation of the Employee's obligations triggering the termination of employment in accordance with the law.

12. **Personal Information**

Employees who have access to other Employees' personal information during the course of their employment may only use such personal information to carry out their required job functions.

Employees with access must safeguard such personal information from unintended disclosure, loss or misuse and may not allow it to be collected, used or disclosed for any other purpose.

13. **Fiscal Integrity and Responsibility.** All Employees are required to deal with the Company's assets with the strictest integrity. Company assets are not to be used for personal gain or benefit.
14. **Good Ambassadorship.** The Company considers all Employees to be ambassadors of the Company in their business and personal lives. While the Company supports the freedom of the individual to pursue life in their own way outside of business hours, Employees are encouraged to act in a manner which upholds their good reputation and, by extension, the good reputation of the Company.
15. **Safe Workplace.** The Company will provide a safe, respectful and inclusive workplace that is free from all forms of harassment, discrimination and bullying.
16. **Human Rights.** The Company is committed to supporting and adhering to all applicable standards on human rights, as well as employment standards and regulations in regions where we do business. The Company prohibits the use of child or forced labour, slavery or human trafficking.
17. **Making Public Statements, Including in Social Media.** As private citizens, Employees are entitled to express their personal opinions publicly, including in social media. However, the Company considers its reputation and brand to be important corporate assets and Employees are not to make disparaging statements about the Company. Employees are not to give the impression of speaking on behalf of the Company unless duly authorized by the Company. Whether publicly or online, Employees should not make statements about other Employees which could be considered discriminatory, defamatory, insulting, or harassing.

18. Gifts, Gratuities, and Entertainment. Employees are not to give nor accept gifts, gratuities, or entertainment that could influence Company business dealings.

19. Corrupt Practices. Employees are not to participate in or in any way be involved in corrupt practices including receiving or paying kickbacks or bribes or corrupting public officials.

Employees shall not engage in participating or promoting conducts that may constitute the crimes of money laundering, financing of terrorism, corruption, bribery, receiving stolen goods, payments or improper benefits and other crimes that may involve the criminal liability of the Company. Likewise, the Employee must immediately inform the Company in the event that, in the exercise of his duties, he becomes aware of any activity, fact or conduct that may constitute a crime.

20. Alcohol and Drugs

Any use of alcohol, or misuse of prescription drugs or the use of any illegal drugs, may jeopardize job safety and performance, and is not allowed in the Company workplace, with the exception of events hosted by the Company that permit the use of alcohol.

Employees must not enter the workplace under the influence of alcohol or illegal drugs. Employees who are taking drugs that may impair safety and performance must report this to their supervisor at the commencement of work.

21. Accurate Business Records

The Company has a policy of maintaining accurate and complete business and financial records and accounts. The Company expects that all of its Employees will act in such a way and in accordance with internal control systems so as to maintain the accuracy and completeness of the Company's records. No Employee is to create or participate in the creation of (or falsification or alteration of) any record which is intended to mislead anyone or conceal anything. Employees are also expected to cooperate and be honest and accurate when dealing with internal or external auditors concerning the Company's business.

The Company may be required by law to disclose its financial results and other business information to regulatory agencies. It is the Company's policy that any such disclosure be full, fair, accurate, timely and understandable.

To the greatest extent possible, all business communications should be conducted through proper business channels, and in no circumstance should instant messaging be used to communicate any confidential or proprietary information, negotiate or amend any contract or business arrangement, or exchange documents.

22. Annual Certification of Code. All directors and officers of the Company are required annually to sign a statement that in substance aligns with Appendix A.

Code Violations

23. Reporting Code Violations

Employees must promptly report any conduct or proposed conduct that they reasonably believe to be a violation of this Code to their supervisor or through the communication means provided by the Company.

Reported violations of this Code will be handled promptly, professionally, and with as much confidentiality as possible. Information will be shared only with those who have a need to know to help answer questions or investigate concerns, ensure the prompt enforcement of the Code, and, if appropriate, determine disciplinary and/or remedial action to address a violation. If reported information involves accounting, finance, or auditing, the information shall be shared with the Audit & Risk Committee of the Board of Directors.

The Code is administered by the General Counsel, who provides regular updates to the Board of Directors. The General Counsel is available to support all Employees and answer questions on Code issues, policies, regulations, and compliance with legal requirements.

All reports to the Company will be investigated under the supervision of the General Counsel and forwarded to appropriate members of management or the Board of Directors for follow up. An Employee alleged to be in violation of this Code will be given an opportunity to present their version of the events.

If it is determined that an Employee has violated this Code, the applicable disciplinary action will be taken and, depending on the nature and severity of the violation, such action may include termination of employment. Certain violations also may require the Company to refer the matter to criminal or civil authorities for investigation or prosecution.

Any supervisor who directs or approves of conduct in violation of this Code, or who has knowledge of such conduct and does not promptly report it, is also subject to disciplinary action, up to and including employment termination.

In the case of an alleged violation by an executive officer or director, the Board of Directors are responsible for determining whether a violation has occurred and, if so, what disciplinary measures are appropriate.

All sanctions or measures that the Company may declare are without prejudice to the corresponding civil and/or criminal liabilities, in respect of which the Company expressly reserves the actions it deems appropriate.

24. Concerns and Violations Regarding Accounting or Audit Matters. The General Counsel will advise the Chair of the Board of all reports received. The General Counsel and the Chair of the Board will determine the investigation procedure in each case in accordance with the Company's internal regulations and the applicable law. The General Counsel will maintain a record of all complaint received regarding accounting, internal accounting controls, and auditing matters and provide it to the Board each fiscal quarter.

25. No Retaliation. Reporting a known or suspected violation of the Code is an obligation of every Employee and an expected conduct. Accordingly, the Company will not retaliate against an Employee who reports what he or she believes or reasonably suspects to be a violation of this Code. This means that Employees will not be penalized, demoted, discharged, threatened, harassed or discriminated against in any way for expressing in good faith a concern about a violation or potential violation. Employees have an obligation to cooperate with any investigation related to a possible violation of this Code. Any retaliation against an Employee who has reported a known or suspected violation of this Code in good faith is in itself grounds for disciplinary action, including termination. While the Company expects to address actual or suspected violations of the Code internally, nothing in this Code should deter Employees from reporting illegal conduct to the relevant authorities.

Accountability

26. This Code cannot address every situation that Employees might face. If faced with a difficult business situation that is not specifically addressed by this Code but raises questions about the appropriate course of conduct, the Employee should ask themselves the following questions:

- Is it honest?
- Is it in the best interests of the Company?
- Does this course of action make me feel good about myself and the Company?
- Would I feel comfortable if an account of my actions were published with my name in the newspaper?
- If the answer to any of these questions is “no”, it is doubtful that the course of conduct is consistent with this Code and the Employee must discuss the proposed course of conduct with their supervisor.

Responsibilities

The company

27. The Company has the responsibility to communicate this Code to all Employees.

Supervisors

28. Each supervisor is responsible for communicating the expectations contained in this Code to all Employees under their supervision.

Employees

29. All Employees have the responsibility to understand and conduct themselves in accordance with this Code.

Adoption

30. This Code was approved by the Board on November 19, 2025.

Appendix A. Acknowledgement of Code of Business Conduct and Ethics

- I acknowledge that I have read and understand the Company Code of Business Conduct and Ethics and I agree to observe its contents.

For Supervisors of Employee/s (please tick if appropriate)

- I also acknowledge that as a supervisor of Employees I am responsible for communicating the expectations contained in the Code to all Employees under my supervision.

Signature: _____

Name: _____

Title: _____

Date: _____