

CODE OF ETHICS

NOVAWAVE. S.A. DE C.V.

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I. INTRODUCTION

The Code of Ethics of NOVAWAVE. S.A. DE C.V. sets out the basic principles of conduct and practices regarding the professional behavior of all persons who work in the company, as well as in their relations with clients, suppliers, and third parties. Novawave, S.A. de C.V. operates the itez.com platform as a Digital Asset Service Provider (PSAD) registered with the National Commission of Digital Assets (CNAD) under Registration No. PSAD-0079, and a Bitcoin Service Provider (PSB) registered under the Bitcoin Law (Registration Code 6697f7c29c3ab49e3172b9f8); accordingly, this Code governs the conduct of all its personnel in connection with the operation of the itez.com platform and the Services provided through it.

Likewise, in accordance with Article 18 of the Regulation of Digital Asset Service Providers (RPSAD), each Provider must prepare a Code of Ethics within six (6) calendar months following its definitive registration in the Registry of Digital Asset Service Providers, which it must make available to all of its clients on its LRU site or attach to the corresponding offers.

Accordingly, this Code of Ethics establishes guidelines on the attitude and conduct of the directors, managers, heads, supervisors, and employees of NOVAWAVE. S.A. DE C.V. in the management of their business relationships; this is intended to ensure a workforce committed to the growth and development of the company in the country, while at the same time reinforcing the personal values of each employee.

These values, together with the commitment to quality, sound corporate governance, social responsibility, and the creation of long-term value for shareholders, employees, clients, and society as a whole, define the doctrine of our company.

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II. OBJECTIVE

To regulate and establish the guidelines to be followed by personnel, in order to anticipate possible situations of internal conflict, as well as the mechanism to be used for their resolution within the principles established by NOVAWAVE. S.A. DE C.V.

III. SCOPE

The Code of Ethics of NOVAWAVE. S.A. DE C.V. is institutional in nature and mandatory for all of its employees, and shall apply to: Directors, Managers, Heads, Assistants, and employees in general who are directly or indirectly linked to NOVAWAVE. S.A. DE C.V., whether by means of an indefinite or temporary employment contract, or by professional services, who throughout this document shall be referred to as “addressees of this Code”.

IV. INSTITUTIONAL VALUES

NOVAWAVE. S.A. DE C.V., among its main precepts, expects the addressees of this Code to place ethical principles ahead of the achievement of goals and the company's economic profitability, as well as the obtaining of benefits for those who collaborate with it.

In addition, it recognizes the rights that workers hold as established by law, as well as any additional rights recognized within the company. It also recognizes the talent and skills of the addressees of this Code, and for this purpose, they will be given opportunities so that all positions at NOVAWAVE. S.A. DE C.V. may be filled by competent and qualified persons, regardless of gender, sexual orientation, religion, or economic status, provided that they meet the requirements previously established for the position.

The values of honesty and sincerity must guide the beliefs, attitudes, and behavior of the addressees of this Code, ensuring trust and security with our clients.

NOVAWAVE. S.A. DE C.V. holds the following corporate values:

- ✓ Customer Service Attitude: Paying special attention to the needs of clients, as well as to the effective provision of services.
- ✓ Enthusiasm: A permanent search for possibilities.
- ✓ Integrity: Acting in a manner consistent with ethical and legal principles.

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- ✓ Transparency: Acting in a clear, consistent, and timely manner.
- ✓ Reliability: Responsible handling of the information provided, thereby generating reliability with the client.
- ✓ High capability: Continuous exceeding of goals, through the optimization of processes and the innovation of the services provided.
- ✓ Teamwork: Valuing and promoting teamwork to achieve the company's common objectives.
- ✓ Social Responsibility: Being a means of development for the country and for the communities where the services are provided.

This Code is based on the company's values, which have been applied since its incorporation and are used on a daily basis, and which are faithfully observed by the employees.

V. INSTITUTIONAL ETHICS

A. General Principles

1. The control of application shall be determined by:

The addressees of this Code must comply with the provisions of this Code, as well as with the policies adopted by NOVAWAVE. S.A. DE C.V. regarding the prevention of money laundering and asset laundering and terrorist financing, and with the mandatory laws issued by the regulatory bodies.

The content of this Code does not under any circumstances modify the employment relationship between NOVAWAVE. S.A. DE C.V. and the addressees of this Code, nor does it create any contractual link.

2. Institutional Commitment

- NOVAWAVE. S.A. DE C.V. will encourage its employees to participate in achieving the proposed strategic objectives, in an environment of respect, appreciation, and legality.
- In every selection and promotion process, NOVAWAVE. S.A. DE C.V. will give priority to personnel currently employed, analyzing the competencies and

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capabilities they possess that are required for the position to which they apply. Likewise, it undertakes to train them frequently, in order to develop their skills and knowledge regarding the matters necessary for the provision of the services rendered.

- Every employee of NOVAWAVE. S.A. DE C.V. will share their knowledge and experience that may help in the training of new employees.

3. Collaboration in Compliance with the Code:

- No addressee of this Code shall comply with orders or instructions that are contrary to the principles contained in this Code. Should such a situation arise, the employee must report such order to the General Manager of the company, who will maintain absolute confidentiality regarding the reporting person. Once the report has been received, the case will be analyzed and a report will be submitted to the Compliance Officer or to the responsible area, where applicable.
- To the extent that all addressees of the Code are aware of their moral, legal, and labor responsibility and obligation, and put them into practice, the institutional duties toward the company will be fulfilled.

B. Confidentiality

1. Privileged/Inside Information:

Information obtained in the provision of services will be classified as confidential and must be treated with complete confidentiality by all addressees of this Code, and may not be used for any purpose other than that for which it was provided, nor may it be supplied to clients or third parties or to employees who, due to the position they hold, should not have access to it; such information may only be disclosed where there is express authorization from General Management or where it is required by the judicial authority.

Likewise, every employee shall refrain from:

- ✓ Taking any action that may produce a benefit for themselves or for third parties, in which privileged/inside information belonging to NOVAWAVE. S.A. DE C.V., as well as to clients or suppliers of the company, is used.
- ✓ Providing information classified as privileged/inside to third parties who have no right to access it.
- ✓ Leaking personal, financial, and operational information of the clients of NOVAWAVE. S.A. DE C.V.

- ✓ Disclosing information about the business, operations, and technology used that may harm the interests of NOVAWAVE. S.A. DE C.V.
- 2. The addressees of this Code of NOVAWAVE. S.A. DE C.V. are prohibited from making public statements on behalf of the company, unless they have been expressly authorized in writing by the Sole Administrator or by the General Manager.
- 3. For the conduct of the various training sessions provided in the company, teachers, lecturers, speakers, presenters, organizers, and course moderators must have written authorization from General Management in order to use privileged/inside information of the company.
- 4. No employee of NOVAWAVE. S.A. DE C.V. may use personal or technical information of another employee for the purpose of obtaining a management or coordination position within the company.
- 5. All company resources, including the names of employees, must be treated as assets of value and must be used in the best possible manner, avoiding improper uses or use for personal benefit.
- 6. NOVAWAVE. S.A. DE C.V. will safeguard and protect the confidential information of its employees, as well as personal files, medical records, investigations, personal financial information, and the disciplinary measures imposed, in order to prevent the inappropriate use of and access to such information by third parties.

Any breach of the points mentioned above shall constitute a serious violation, for which the penalties established in the Internal Labor Regulations shall apply, without prejudice to any criminal liability that may be incurred.

C. Computer Programs and Systems

1. Rights over programs and systems. NOVAWAVE. S.A. DE C.V. is the holder and owner of the rights of use and exploitation of the computer programs and systems used in the company, as well as of the equipment, manuals, videos, projects, studies, reports, and other documents created, developed, and used by the addressees of this Code in the course of their work activities.

Use of hardware and software. Hardware and software may only be used for the purposes established by NOVAWAVE. S.A. DE C.V., or for those for which use is expressly authorized. Their use without the appropriate license is prohibited. To this end, the use of the institution's computer equipment will be monitored.

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2. Management of technological resources. The management of technological resources must be carried out in accordance with the operating rules and procedures defined by the areas responsible for the matter. The equipment may not be used for any purpose that has not been previously authorized by NOVAWAVE. S.A. DE C.V.
3. Locking of equipment. The addressees of this Code must lock or disconnect their equipment when they are away from their workstation. In cases of absence or termination of the employment relationship, NOVAWAVE. S.A. DE C.V. will cancel all types of access to the company's computer systems. Likewise, the passwords provided to employees are personal and non-transferable.

D. Compliance with Laws and Regulations

1. All laws applicable to the institution must be complied with, as well as the rules, policies, procedures, and controls established internally by NOVAWAVE. S.A. DE C.V.
2. Whenever any questionable or possibly illegal activity affecting the company becomes known, the immediate superior must be informed immediately.
3. NOVAWAVE. S.A. DE C.V. will cooperate with the competent supervisory authorities and bodies.

E. Professional Conduct

1. Conflict of Interest

- a) The addressees of this Code must avoid incurring conflicts of interest arising from their personal and/or professional relationships, or from carrying out their own economic activities that compromise the impartiality of their judgment in decision-making; therefore:
 - ✓ They must not use for their own interest or benefit from the assets and resources of the company that have been assigned to them by virtue of their position; nor must they take advantage of their position to obtain advantages or exploit business opportunities.
 - ✓ They must consult in advance before carrying out activities or work, whether remunerated or not, that could harm or conflict with the interests of the company and that could affect the company's image, as well as the impartiality and dedication of the worker, or that benefit other entities engaged in the same line of business.
- b) Prior authorization is required in the following cases:

- ✓ Engagement or participation in the supply of services with natural or legal persons in which the addressees of this Code may have some kind of interest.
 - ✓ Acquiring goods or rights of the company, as well as leasing or using them.
 - ✓ Selling to NOVAWAVE. S.A. DE C.V. goods and rights belonging to the addressees of this Code.
- c) The addressees of this Code may not take part in situations that permit, conceal, or facilitate improper acts, including all those that may be used to undermine the good faith of third parties or be used in a manner contrary to the legitimate interests of NOVAWAVE. S.A. DE C.V., such as misleading advertising, industrial espionage, breach of labor, commercial, social, and other obligations.
- d) The addressees of this Code must report any possible conflicts of interest that may affect their work performance, whether through personal, family, or professional relationships or any other justified cause.
- e) Conflicts of interest may arise as a result of an employee's relationship with a former or prospective employer, as well as with employees and former employees of the company. The addressees of this Code are requested not to provide any kind of information regarding the activities of the business and the operations carried out to former employees, in order to avoid falling into this type of situation.
- f) The personnel of NOVAWAVE. S.A. DE C.V. must not accept gifts, presents, or courtesy attentions from clients and suppliers where it may be interpreted that they are aimed at obtaining undue advantages. In the case of gifts, presents, or courtesy attentions received by the addressees of this Code, this must be communicated in writing to the immediate supervisor in order to avoid misunderstandings.
- g) The addressees of this Code must not publicly support, on behalf of the company, political parties, churches, movements, or social clubs without the prior written authorization of General Management. This must not harm the good relations that should be maintained with institutions, in order to play a leading role in the social development of the communities where NOVAWAVE. S.A. DE C.V. has a presence.

2. Personal Appearance

Personal appearance shall be in accordance with the requirements of the hierarchical position that the employee holds at NOVAWAVE. S.A. DE C.V., always maintaining the standards of proper dress, appearance, and personal cleanliness. Personnel working in hazardous locations must always wear the appropriate protective clothing.

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3. Undesired Conduct:

- a) The following are considered undesired conduct:
- ✓ Sexual harassment.
 - ✓ Conduct contrary to the values of the company.
 - ✓ Placing the interests of the addressees of this Code ahead in order to obtain personal benefits.
- b) Every management position with personnel under its charge shall foster ethics and prudence in its staff, ensuring that it:
- ✓ Disseminates and motivates compliance with the provisions of this Code among those under its charge.
 - ✓ Motivates the achievement of the goals and objectives established by NOVAWAVE. S.A. DE C.V.
 - ✓ Responds quickly, effectively, and in a timely manner to the concerns of its staff, and seeks answers to inquiries that it cannot respond to immediately.
 - ✓ Takes corrective action in cases of errors or misconduct.
 - ✓ Protects its staff and subordinates against misunderstandings and retaliation, addressing the problems that arise through the Management or area to which they belong, as well as Human Resources.
 - ✓ In internal promotions or vacant positions at NOVAWAVE. S.A. DE C.V., priority will be given to internal personnel for selection. In this process, equal opportunity will be respected, taking into account the merits, competencies, skills, and performance in the technical and psychological evaluations carried out.

4. Working Relationships and Camaraderie

The addressees of this Code, regardless of their position, shall promote:

- ✓ Cooperation and mutual support in the work carried out.
- ✓ Excellent working relationships and harmony among colleagues, maintaining respect, honesty, and consideration, and fostering a good professional environment both inside and outside the office.
- ✓ The addressees of this Code must discuss work problems and difficulties and resolve differences respectfully and promptly.

VI. ETHICS TOWARD SUPPLIERS AND COMPETITORS

1. The management of NOVAWAVE. S.A. DE C.V. will issue the necessary instructions to ensure that all members of the organizational structure put into practice the contents of this Code regarding dealings with persons outside the company, so that they may apply them when acting in the name and on behalf of the company.
2. In relations with clients, suppliers, contractors, and competitors, the Management, Managers, Branch Heads, Administrative Heads, Supervisors, and employees in general must ensure that the interest of NOVAWAVE. S.A. DE C.V. prevails over any situation that could represent a real or potential personal benefit for themselves or for other persons.
3. All clients and suppliers must be treated in a fair, appropriate, and respectful manner and in accordance with the commercial policies established by NOVAWAVE. S.A. DE C.V. The customer service policy is a fundamental value in the company.
4. The selection and engagement of suppliers must be carried out in accordance with technical, professional, and ethical criteria and according to the needs of NOVAWAVE. S.A. DE C.V. Their selection must be carried out through processes that ensure the cost-benefit relationship, as well as knowledge of the supplier, its evaluation, and price quotation, among others.
5. Relations with competitors must be conducted fairly, this being a basic element in all operations carried out and in commercial relations within the market, in accordance with the principles of fair competition. Comments that harm the image of competitors are not permitted.

A. Good Faith and Impartiality in Digital Asset Markets

NOVAWAVE. S.A. DE C.V. undertakes to act with integrity, impartiality, and transparency in all of its dealings with digital assets and its clients. This includes the following commitments, in line with the provisions of Article 17 of the Regulation of Digital Asset Service Providers (RPSAD):

- Avoiding price manipulation: It undertakes not to intervene in the prices of digital assets for its own benefit or that of third parties, ensuring the integrity and fairness of the market.
- Financial security of users: Guaranteeing the availability of sufficient funds for the reimbursement of users on its platforms, preserving their financial security.

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- Investor priority: In all operations, the principle of investor priority will be respected, safeguarding their interests and ensuring fair and transparent transactions.
- Fair and transparent commissions: Not carrying out operations for the sole purpose of charging abusive commissions, seeking fair and transparent fees for its clients.
- Contribution to market transparency: Actively cooperating with the regulatory authorities to ensure transparency in price formation, avoiding the disclosure of false or biased information.
- Commitment to clients: In the event that the interests of clients are affected, this will be communicated transparently and action will be taken in their best interest, always seeking the best possible price in transactions.

VII. RESPONSIBILITIES

1. Collaborators and employees must not consent to or conceal facts or situations occurring in the company that they are aware of or that prove contrary to this Code of Ethics, and must report them to their Head and the Director immediately responsible for their area, who will analyze the cases and prepare a report to be submitted to the General Manager and to the Compliance Officer or to the responsible area, as applicable.
2. General Management will continuously submit reports to the Sole Administrator on compliance with the provisions contained in this Code. Likewise, whenever it becomes known by any means that an addressee of this Code has breached the behavioral aspects prescribed in this Code, all data related to the breach, as well as to the person who committed it, will be attached to the report submitted.
3. Likewise, any violations committed regarding the prevention of money laundering and terrorist financing and other mandatory laws that are detected or have been reported by any addressee of this Code will be reported. This type of violation will likewise be reported to the Compliance Officer or to the responsible area, for analysis and presentation before its committee.
4. General Management and the Compliance Officer or responsible area will maintain good communication on matters related to the supervision of compliance with the provisions of this Code; they will play the role of supervisor before Management and the Administration,

and must report at the earliest possible time on the violations committed by any employee in accordance with the provisions of items two and three of this chapter.

5. In the case of persons not linked to NOVAWAVE. S.A. DE C.V. by an employment relationship, the Administration will determine which obligations of this Code of Ethics are not applicable to them. In the case of subcontracted persons who provide their services to the company, the corresponding contract must expressly guarantee compliance with the Code by their personnel.

VIII. COMMITMENT TO SOCIETY AND THE ENVIRONMENT

Corporate social responsibility is a fundamental commitment for NOVAWAVE. S.A. DE C.V., forming a business plan that is consistent with what is prescribed by law, as well as with the rights of clients and workers, the community, and the environment, committing its corporate participation to the progress and development of the country.

IX. RELATIONS WITH PARTNERS AND SHAREHOLDERS

The capital contribution of partners and shareholders enables the development of the activities of NOVAWAVE. S.A. DE C.V.; therefore, it is the responsibility of all those involved in the operation of the company to respond with work carried out in an optimal and transparent manner, generating a trustworthy management.

All those linked to NOVAWAVE. S.A. DE C.V. are committed, through their daily duties and responsibilities, to fostering sustainable development with a long-term business outlook; recognizing the need to generate profits in each business undertaking, thereby generating the trust and support of partners and shareholders, as well as of the financial markets and investors.

X. COMPLIANCE

The bylaws, rules of conduct, codes, manuals, and guidelines issued by NOVAWAVE. S.A. DE C.V. are mandatory for all employees, even though these do not replace the good judgment, responsibility, common sense, and prudence required for the best performance of personnel's functions.

The administrative penalties that all personnel will incur for failing to comply with the provisions of this Code will be in accordance with their severity as established in the Internal Labor Regulations, without prejudice to any criminal liability that may be incurred.

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XI. GENERAL PROVISIONS

Anything not contemplated in this manual will be resolved by the Administration and Finance Management and by the General Manager, subject to prior authorization from the Sole Administrator.

The management assistant and the Compliance Officer will have the purpose of determining the actions necessary for the dissemination and strengthening of the highest standards of ethical conduct within NOVAWAVE. S.A. DE C.V., ensuring the updating of this Code of Ethics.

As described in Article 6 of the Instructions of the Financial Investigation Unit (UIF) regarding the Code of Ethics: "Obligated parties must have a Code of Ethics, in order to create a climate of values and to put into practice measures aimed at increasing the awareness of all personnel, by establishing criteria that allow ethical principles to be placed ahead of the achievement of benefits or profits and personal and commercial interests". Likewise, in accordance with Article 18 of the Regulation of Digital Asset Service Providers (RPSAD), each Provider must prepare a Code of Ethics.

XII. ANNEX

A. ANNEX No. 1. ACKNOWLEDGMENT AND COMMITMENT TO COMPLIANCE.

I have received and read the Code of Ethics of NOVAWAVE. S.A. DE C.V., and I undertake to respect all the policies and recommendations established in said Code. Likewise, I acknowledge that the breach of any provision thereof will cause harm to the company, which, if I am a party to it, will make me subject to administrative and even criminal penalties. And for the purposes deemed appropriate, I sign and undertake to submit to the aforementioned Code:

B. ANNEX No. 2. PENALTIES FOR INFRINGING CONDUCT IN COMPLIANCE WITH CORPORATE POLICIES AND REGULATIONS

Within the framework of the prevention of Money Laundering, Terrorist Financing, and Proliferation of Weapons of Mass Destruction, sanctionable conduct is considered to be that which contravenes the policies and procedures established by the organization to comply with the laws and regulations applicable in these critical areas. Some of this sanctionable conduct includes:

1. Failure to comply with internal policies and procedures:

- Failing to follow due diligence procedures in the identification and verification of clients.
- Failing to report suspicious transactions or unusual activities as required by law and the company's internal policies.
- Failing to comply with the appropriate registration and documentation requirements for relevant financial transactions.

2. Collaboration with illicit activities:

- Facilitating or participating in transactions that are known or suspected to be related to money laundering, terrorist financing, or proliferation of weapons of mass destruction.
- Providing confidential client or transaction information to third parties without legal or corporate authorization.

3. Misuse of privileged/inside information:

Using confidential information obtained in the course of work for personal benefit or to facilitate illicit activities.

Disclosing confidential information to unauthorized persons or for unauthorized purposes.

4. Failure to cooperate with internal or external investigations:

- Failing to provide information or cooperate with the competent authorities during an investigation related to possible illicit activities.
- Deliberately obstructing an internal investigation into violations of policies or procedures related to money laundering, terrorist financing, or proliferation of weapons of mass destruction.

5. Internal disciplinary measures:

- Verbal or written warnings.
- Temporary suspensions from work.
- Reduction of responsibilities or change of position.
- Loss of bonuses or incentives.

6. Legal actions:

- Fines or financial penalties imposed by the company.
- Civil claim for damages caused to the company.
- In serious cases, criminal action that could result in fines and/or imprisonment, depending on local laws and regulations.

The penalties applicable to employees involved in sanctionable conduct may vary depending on the severity of the violation and the company's internal policies. These internal disciplinary measures range from warnings and suspensions to dismissals. In addition, legal action may be taken, fines may be imposed, and, in more severe cases, participation in the financial industry or sectors related to national security may be prohibited.

It is essential to provide employees with adequate training on money laundering and terrorist financing prevention policies and procedures, as well as to inform them of the consequences arising from non-compliance with these regulations.