

## **Code of Ethics & Business Conduct (Summary)**

### Principles

- Integrity: Always act honestly and fairly.
- Compliance: Follow laws, SEC rules, and Company policies.
- Conflicts of Interest: Disclose and avoid personal conflicts.
- Confidentiality: Protect Company and client information.
- Insider Trading: Strictly prohibited when in possession of material non-public information.
- Reporting: Concerns can be reported without retaliation.

### Scope

This Code applies to all directors, officers, employees, and consultants.

# Sentient Brands Holdings, Inc.

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## Code of Ethics & Business Conduct

### 1. Purpose and Scope

This Code of Ethics and Business Conduct (the “Code”) sets forth the principles, values, and standards of behavior expected of all directors, officers, employees, and consultants of Sentient Brands Holdings, Inc. (“SNBH” or the “Company”).

The Code is designed to:

- Promote honest and ethical conduct.
- Ensure compliance with applicable laws, rules, and regulations.
- Protect the integrity of the Company’s business, reputation, and shareholders’ trust.

Compliance with this Code is a condition of continued service or employment with the Company.

### 2. Core Principles of Conduct

#### 2.1 Integrity and Honesty

Employees and directors must act honestly, ethically, and fairly in all dealings, both internally and externally. Business decisions must be guided by transparency and the Company’s best interests.

#### 2.2 Compliance with Laws

All individuals must comply with:

- Securities laws and regulations, including insider trading restrictions.
- Anti-bribery and anti-corruption laws (e.g., the U.S. Foreign Corrupt Practices Act).
- Employment, health, safety, and environmental regulations.

#### 2.3 Conflicts of Interest

- Personal interests must not interfere with the interests of the Company.

- Any actual or potential conflict of interest must be disclosed to management or the Board.
- Examples include outside employment with competitors, self-dealing, or inappropriate gifts/entertainment.

## 2.4 Confidentiality

- Non-public, proprietary, or confidential information must not be disclosed without authorization.
- This obligation continues after employment or service ends.

## 2.5 Fair Dealing

- Employees must not engage in unfair practices such as manipulation, concealment, misrepresentation, or abuse of privileged information.

## 2.6 Protection of Company Assets

- Company assets—including intellectual property, data, funds, and equipment—must be safeguarded and used only for legitimate business purposes.

# 3. Securities Laws & Insider Trading

- No one may trade in the Company's securities while in possession of **material non-public information** ("MNPI").
- No one may share MNPI with others ("tipping").
- Directors, officers, and certain employees are subject to **blackout periods** and must seek pre-clearance for trades.
- Rule **10b5-1 trading plans** may be used to ensure compliant transactions.

# 4. Workplace Conduct & Human Rights

- The Company is committed to a safe, respectful, and inclusive workplace.
- Discrimination, harassment, retaliation, or abusive conduct is strictly prohibited.

- Employment practices must comply with all applicable labor and employment laws.

## 5. Compliance with Accounting & Financial Standards

- Accurate books, records, and accounts must be maintained in accordance with Generally Accepted Accounting Principles (GAAP).
- No false, misleading, or incomplete entries may be made.
- Employees must cooperate fully with auditors and regulators.

## 6. Reporting Violations

- Concerns regarding violations of this Code, Company policy, or the law should be reported to management, the Compliance Officer, or the Audit Committee.
- Reports may be made anonymously under the Company's **Whistleblower Policy**.
- Retaliation against good-faith reporting is strictly prohibited.

## 7. Accountability & Enforcement

- Violations of this Code may result in disciplinary action, up to and including termination of employment or service.
- In cases involving unlawful conduct, the Company may refer matters to law enforcement or regulatory authorities.

## 8. Waivers & Amendments

- Any waiver of this Code for directors or executive officers must be approved by the Board and disclosed as required by SEC regulations.
- This Code shall be reviewed annually and updated as needed.