



**Code of Business Conduct and Ethics**

## **Article 1: Introduction and Purpose**

This Code of Business Conduct and Ethics establishes the non-negotiable standards of legal and ethical conduct for Eclipse International, Inc. Its purpose is to promote integrity, honesty, and compliance with all applicable laws in every aspect of our business.

This Code applies to all directors, principals, officers, and employees of Eclipse (collectively, "Personnel"). Adherence to this Code is a mandatory condition of employment and service. This Code supplements all other Company policies and applicable laws; it does not replace them.

## **Article 2: Reporting and Compliance**

### **Investigations and Corrective Actions**

Eclipse will promptly investigate any report of a known or suspected violation of this Code, Company policy, or applicable law. Personnel are required to cooperate fully with any such investigation. If an investigation confirms a violation, Eclipse will take appropriate disciplinary and corrective action, up to and including termination of employment and, where appropriate, referral to law enforcement.

## **Article 3: Our Commitment to People**

### **We Respect Human Rights**

Eclipse is committed to respecting all internationally recognized human rights. We prohibit all forms of forced labor, compulsory labor, and child labor in our operations and supply chain. We strive to conduct business with partners who share this commitment.

### **OUR WORK ENVIRONMENT**

We are dedicated to maintaining a professional work environment that fosters teamwork, collaboration, and mutual respect.

### **Equal Opportunity and Inclusion**

Eclipse is an equal opportunity employer. All employment decisions—including hiring, promotion, compensation, and termination—will be made without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, veteran status, disability, or any other characteristic protected by law.

## **Harassment/Violence**

Eclipse strictly prohibits any form of harassment, discrimination, or bullying. This includes unwelcome conduct, whether verbal, physical, or visual, that is based on any protected characteristic. Eclipse maintains a zero-tolerance policy for violence, threats of violence, or any behavior that endangers the safety of others.

## **Health, Safety, and the Environment**

The safety and health of our personnel is paramount. Eclipse will strive to provide a safe and healthy work environment and comply with all applicable health, safety, and environmental (HSE) laws and regulations. All Personnel are responsible for adhering to safety protocols and reporting any unsafe conditions.

## **Alcohol and Substance Abuse**

Personnel are prohibited from being under the influence of, or possessing, using, distributing, or selling, illegal drugs or alcohol on Company premises, while on Company business, or in any situation that could impair work performance or endanger the safety of others. This policy does not prohibit the responsible use of alcohol at Company-approved events.

## **Employee Privacy**

Eclipse respects the privacy of its Personnel. However, Personnel should have no expectation of privacy when using Company assets, including computers, email systems, and networks. Eclipse reserves the right to monitor its assets and systems to ensure compliance with this Code and applicable laws, subject to local legal restrictions.

## **Article 4: Our Commitment to Integrity**

Our values are the foundation of our work and our reputation. We are committed to acting as a dependable and trustworthy partner to our communities, customers, employees, and investors. As a firm, we are committed to

**Upholding the Law:** We comply with both the spirit and the letter of all laws and regulations that apply to our business.

**Taking Responsibility:** We are responsible for understanding the laws that affect our role.

## **Antitrust**

Eclipse will compete vigorously and ethically in full compliance with all applicable antitrust and competition laws. Personnel are strictly prohibited from engaging in anti-competitive practices, including, but not limited to:

- Price-fixing with competitors;
- Rigging bids or allocating markets, clients, or territories;
- Boycotting specific suppliers or clients in concert with a competitor.

### **Trading on Insider Information**

It is illegal and a severe violation of Company policy for any Personnel to trade securities or commodities based on **material, non-public information** (or "Inside Information") obtained during the course of their duties. It is also illegal to "tip" or pass such information to any other person who may trade on it. This prohibition applies to information obtained from any source, including from clients, suppliers, or other third parties.

### **Public Disclosures**

Eclipse is committed to providing accurate and timely public disclosure of information as required by law and regulation. All public communications must be full, fair, accurate, timely, and understandable. Only designated Personnel are authorized to speak on behalf of Eclipse to the media, investors, or analysts.

### **Fraudulent Conduct**

Eclipse prohibits all forms of fraudulent conduct. This includes any act of intentional deception, misrepresentation, or omission designed to cause loss to Eclipse, its clients, or any third party, or to achieve an unauthorized personal or business gain.

### **FERC Standards of Conduct**

As a participant in markets regulated by the Federal Energy Regulatory Commission (FERC), Eclipse and all relevant Personnel must strictly adhere to FERC's Standards of Conduct and all other applicable market behavior rules. This includes the prohibition on market manipulation and the requirement for transparent communication between a transmission provider's functions.

## **Article 5: Our Commitment to Government and Public Affairs**

### **Anti-Corruption**

Personnel are strictly prohibited from, directly or indirectly, offering, paying, promising, or authorizing any bribe, kickback, or other corrupt payment to any person, including any Government Official (as defined below) or private party, to obtain or retain business or secure an improper advantage.

### **Gifts to Government and Regulatory Officials and Employees**

No Personnel may, directly or indirectly, give, offer, or promise anything of value to any local, state, federal, or foreign government official or employee (a "Government Official") in connection with Company business without pre-approval from the Compliance Department. This prohibition includes "facilitation payments" (small payments to expedite routine government action).

## **Lobbying Requirements**

All lobbying activities must be conducted in full compliance with applicable laws and reporting requirements. No Personnel may engage in lobbying activities on behalf of Eclipse without express authorization from the Compliance Department.

## **Political Contributions and Conduct and Government Affairs**

Personnel may not use Company funds, assets, or resources to make political contributions to any candidate, party, or political committee unless expressly permitted by law and pre-approved in writing by the Compliance Department. Personnel may engage in personal political activities on their own time and with their own funds.

## **Article 6: Conflicts of Interest**

### **Conflict of Interest (consistent)**

A conflict of interest occurs when an individual's private interests interfere—or even appear to interfere—with the interests of Eclipse. Personnel must avoid any activity or relationship that creates, or appears to create, a conflict of interest. All Personnel have a duty to disclose any potential or actual conflict of interest to the Compliance Department.

### **Corporate Opportunities**

Personnel owe a duty to Eclipse to advance its legitimate business interests when the opportunity to do so arises. Personnel are prohibited from:

- Taking for themselves personal opportunities that are discovered through the use of Company property, information, or position;
- Using Company property, information, or position for personal gain; or
- Competing with Eclipse.

### **Outside Employment**

Personnel may not engage in any outside employment, consulting, or other business activity (including serving on a board of directors) that interferes with their duties to Eclipse, creates a conflict of interest, or competes with Eclipse, without the prior written approval of the Compliance Department.

### **Gifts and Entertainment**

The exchange of reasonable and modest gifts and entertainment is a common business practice. However, Personnel may not offer or accept any gift, meal, or entertainment if it is intended to, or could be perceived as, improperly influencing a business decision. All gifts and entertainment, given or received, must be in good taste, modest in value, and in compliance with all applicable laws and Eclipse's detailed travel and expense policies.

## **Article 7: Protection of Company Information and Assets**

### **Use of Company Assets**

Personnel must protect Eclipse's assets, including its data, technology, and systems, from theft, loss, damage, and unauthorized use. Company assets are provided for legitimate business purposes. Any incidental personal use must not interfere with business, violate any law or this Code, or create a conflict of interest.

### **Cybersecurity**

All Personnel are responsible for maintaining the security of Eclipse's information systems. This includes, but is not limited to:

- Using only Company-approved software and systems;
- Maintaining the confidentiality of all passwords and access credentials;
- Reporting any suspected data breach, loss of a device, or security incident immediately; and
- Adhering to all Company policies regarding data encryption, remote access, and phishing prevention.

### **Records and Information Management**

All Company records must be maintained, retained, and disposed of in accordance with Eclipse's records management policies and all applicable legal and regulatory requirements.

### **Maintaining Accurate Records**

All Company records, including but not limited to trade blotters, client communications, expense reports, and regulatory filings, must be accurate, complete, and truthful. No Personnel shall create, or participate in the creation of, any false or misleading record.

### **Confidential Information**

Personnel will have access to a variety of confidential information. "Confidential Information" includes all non-public information that, if disclosed, might be of use to competitors or harmful to Eclipse or its clients, collaborators, or suppliers.

Personnel have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. Personnel shall not communicate confidential information, whether proprietary to Eclipse or a third party, within Eclipse except to other Personnel who have a "need-to-know" such information to perform their responsibilities. This obligation to protect confidential information continues indefinitely, even after employment with Eclipse terminates.

### **Intellectual Property**

Intellectual Property (IP), such as patents, trademarks, copyrights, and trade secrets (including proprietary models and software), is one of Eclipse's most valuable assets. Personnel must protect Eclipse's IP and use it only for legitimate business purposes. Personnel must also respect the valid intellectual property rights of others.