

**Arxis, Inc.**

**Code of Business Conduct and Ethics**

**Adopted March 20, 2026**

**1. Introduction**

This Code of Business Conduct and Ethics (“**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Arxis, Inc., (together with its subsidiaries, the “**Company**”) and summarizes the standards that must guide our actions. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent Company policies.

We strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of the Company’s business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government, the public, and our shareholders. All of our employees, officers, and directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company’s most valuable assets is our reputation for integrity, professionalism, and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

**2. Compliance with Laws, Rules, and Regulations**

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules, and regulations. No employee, officer, or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

**3. Trading on Inside Information**

Using non-public, Company information to trade in securities, or providing a family member, friend, or any other person with a “tip,” is illegal. All non-public, Company information should be considered inside information and should never be used for personal gain. You are required to familiarize yourself and comply with the Company’s Policy Against Insider Trading, copies of which are distributed to all employees, officers, and directors and are available from the Legal Department. You should contact the Legal Department with any questions about your ability to buy or sell securities in the Company.

**4. Protection of Confidential Proprietary Information**

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other

companies and their proprietary information and require our employees, officers and directors to observe such rights.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

The provisions of this Section 4 are qualified in their entirety by reference to Section 10.

## **5. Conflicts of Interest**

Our employees, officers, and directors have an obligation to act in the best interest of the Company. All employees, officers, and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer, or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer, or director (or his or her family members) receives improper personal benefits as a result of the employee's, officer's, or director's position with the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer, or supplier while employed by the Company. No employee (including officers and directors who are employees) may use Company property, information, or position for personal gain, and no employee (including officers and directors who are employees) may compete with the Company. Competing with the Company may involve engaging in the same line of business as the Company, or any situation where the (including officers and directors who are employees) takes away from the Company opportunities for sales or purchases of products, services or interests.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits, as a result of your position with the Company, from a competitor, customer, or supplier.
- Competing with the Company for the purchase or sale of property, products, services, or other interests.
- Having an interest in a transaction involving the Company, a competitor, a customer, or supplier (other than as an employee, officer, or director of the Company and not including routine investments in publicly traded companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

Employees (including officers and directors who are employees) are prohibited from taking for themselves business opportunities that are discovered through the use of Company property, information, or position. Employees (including officers and directors who are employees) owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that may involve a conflict of interest to the Legal Department.

In order to avoid conflicts of interest, executive officers and directors must disclose to the Chief Legal Officer any material transaction or relationship that reasonably could be expected to give rise to such a conflict, and the Chief Legal Officer shall notify the Nominating and Corporate Governance Committee of any such disclosure. Conflicts of interests involving the Chief Legal Officer shall be disclosed to the Nominating and Corporate Governance Committee.

## **6. Protection and Proper Use of Company Assets**

Protecting Company assets against loss, theft, or other misuse is the responsibility of every employee, officer, and director. Loss, theft and misuse of Company assets directly impact our profitability. Any suspected loss, misuse, or theft should be reported to the Legal Department.

The sole purpose of the Company's equipment, vehicles, supplies, and technology is the conduct of our business. They may only be used for Company business consistent with Company guidelines.

## **7. Fair Dealing**

Each employee, officer, and director of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public, and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action. The Company and any employee, officer, or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

Bribery, whether commercial or involving government officials, is strictly prohibited. Occasional business gifts to, or entertainment of, non-government employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.

Practices that are acceptable in a commercial business environment may be against the law or the policies governing federal, state, or local government employees. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior approval of the Legal Department.

Except in certain limited circumstances, the Foreign Corrupt Practices Act ("**FCPA**") prohibits giving anything of value directly or indirectly to any "foreign official" for the purpose of obtaining or retaining business. When in doubt as to whether a contemplated payment or gift may violate the FCPA, contact the Legal Department before taking any action. Employees of the Company should be aware that practices that may be acceptable in the commercial business environment (such as providing certain transportation, meals, entertainment, and other things of nominal value), may be entirely unacceptable and even illegal when they relate to government employees or others who act on the government's behalf. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government employees and customers and suppliers in every country where you conduct business. It is strictly against Company policy for employees to give anything of value to any official or any employee of a governmental entity if doing so could be construed as a violation of law. We expect our employees to refuse to make questionable payments. Any proposed payment or gift to a government official must be reviewed in advance by the Legal Department, even if such payment is common in the country of payment. Employees should be aware that they do not actually have to make a payment that violates the Company's policies and the law but merely offering, promising, or authorizing it is sufficient. In addition, many jurisdictions have laws and regulations regarding business gratuities that

may be accepted by government personnel. For example, business courtesies or entertainment such as paying for meals or drinks are rarely appropriate when working with government officials. Gifts or courtesies that would not be appropriate for private parties are in all cases inappropriate for government officials. Please consult the Legal Department for more guidance on these issues.

## **8. Quality of Public Disclosures**

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications shall include full, fair, accurate, timely, and understandable disclosures.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and brought to the attention of the Company's Chief Financial Officer and Chief Legal Officer.

## **9. Compliance with This Code and Reporting of Any Illegal or Unethical Behavior**

All employees, directors and officers are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective and/or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities. The failure to report a violation of this Code may itself be considered a violation of this Code.

Situations that may involve a violation of ethics, laws, rules, regulations, or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions. Employees, officers, and directors should promptly report any concerns about a violation of ethics, laws, rules, regulations, or this Code in accordance with the Company's Whistleblower Policy. The reporting person must exercise sound judgment to avoid baseless allegations. Anyone who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

The Company encourages all employees, officers, and directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. When raising concerns, we ask that you provide as much detailed information as possible, including the background and history of the concern, names, dates and places where possible, and the reasons why the situation is cause for concern. Upon receipt of a report of a possible violation of this Code, another Company policy, or the law, the Legal Department shall promptly initiate an investigation to gather the relevant facts, unless the Legal Department determines that the nature and known facts of the possible violation do not warrant an investigation. All lawful investigative means and methods may be utilized in the conduct of the investigation. This includes possibly retaining an outside investigator to conduct the investigation. All employees, officers, and directors shall cooperate fully and honestly in any investigation when called upon to do so. A failure to do so may itself be considered a violation of this Code and/or other Company policy.

The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. All employees, officers, and directors are required to cooperate in any internal investigations of misconduct and unethical behavior.

The Company recognizes the need for this Code to be applied equally to everyone it covers. The Chief Legal Officer of the Company will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Nominating and Corporate Governance Committee, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors, and the Company will devote the necessary resources to enable the Chief Legal Officer to establish such procedures as may be reasonably necessary to create a culture of accountability and

facilitate compliance with the Code. Questions concerning this Code should be directed to the Legal Department.

The provisions of this Section 9 are qualified in their entirety by reference to Section 10.

## **10. Reporting Violations to a Governmental Agency**

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization, information that you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the Company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement.

Employees are protected under the Defend Trade Secrets Act (the “DTSA”) for certain lawful disclosures made in confidence to government officials or attorneys for the purpose of reporting suspected violations of law. Nothing in this Code, or in any Company agreement or policy, that protects confidentiality and restricts the disclosure of the Company’s confidential information prohibits or otherwise impedes any employee from disclosing the Company’s confidential information to an appropriate federal, state, or local governmental agency in connection with an investigation, an enforcement action, or a report to the agency regarding potentially unlawful conduct. In addition, under the DTSA trade secrets may be filed under seal in a court proceeding or submitted confidentially and expressly designated “confidential” as part of a government investigation or enforcement action. Apart from the exceptions allowed under the DTSA, SEC Rule 21F-17, and this section of the Code, employees’ obligations to not possess, use, or disclose the Company’s confidential information – including trade secrets – continues even after employment with or service to the Company ends.

## **11. Business Partners**

We are smart and selective about the companies and individuals with whom we choose to partner and do business. We conduct appropriate and thorough due diligence before we select a company or individual to partner with the Company. Not only must our business partners have the necessary business knowledge and experience to help strengthen our business, they must engage in honest, lawful, and transparent business practices.

Consistent with our commitment to our users and employees, we seek to partner with businesses and individuals who adhere to applicable non-discrimination, health and safety, fair business competition, environmental, and labor and employment laws. We also seek business partners who share our values.

Before agreeing to and entering into any contract with a business partner, the contract must first be vetted and approved through the Company's established contract review and approval process.

## **12. Waivers and Amendments**

Any waiver of the provisions in this Code for executive officers or directors may only be granted by the Board of Directors or a duly authorized committee thereof and will be disclosed to the Company's stockholders within four business days. Any waiver of this Code for other employees may only be granted by the Legal Department. Amendments to this Code must be approved by the Board of Directors or a duly authorized committee thereof and amendments of the provisions in this Code applicable to executive officers or directors will also be promptly disclosed to the Company's stockholders.

## **13. Acknowledgement**

All employees, officers, and directors are required to acknowledge that they have received, read, and understood this Code and agree to comply with it.

## **14. Review and Updates**

This Code will be reviewed periodically, with relevant sections and references incorporated as they are released. Employees, officers, and directors are expected to comply with all policies and guidelines issued between formal updates, regardless of their inclusion in this document.