



# Conflict of Interest Policy

## 1. Purpose

The Conflicts of Interest Policy's purpose is to define business conduct guidelines that prevent personal interests, which are opposed to Company interests, its Code of Ethics and Conduct, or any other Company policies, from influencing or affecting business criteria or decision making. These circumstances, in which personal interests prevail over the Company's best interests, can occur at all Company levels, regardless of individual volition or the existence of bad faith.

This Policy establishes the principles and reference framework to prevent and manage conflicts of interest, thereby avoiding or limiting their negative impact on Company interests; it also explains how these principles and rules are to be applied. Preventing and managing conflicts of interest relies on integrity (honesty, ethics, and transparency), one of our core Company values, on the conduct parameters set by our Code of Ethics and Conduct, and on existing laws and regulations (Employment Contract Law and Argentine General Business Association Law).

## 2. Scope

As previously defined by Vista's Code of Ethics and Conduct, this Policy applies to all employees, including directors, managers, and other staff members, irrespective of their type of employment contract, as well as to all Vista Board members and statutory auditors.

## 3. Supplementary and reference documents

- Vista's Code of Ethics and Conduct
- Procedure for Internal Investigation of Code of Ethics and Conduct improper conducts.

#### 4. Definitions

- **Employee:** any person that carries out their work activity within the Company, irrespective of their type of employment contract, position, or role.
- **Director:** any person that is part of the Company's administrative, management or supervisory body.
- **Third Party:** any person that is an employee or director of one of Vista's partners, contractors, suppliers, customers, advisors or consultants, or that is a public officer, in the broadest definition of the term.
- **Actual Conflict of Interest:** The Employee or Director faces a conflict of interest; their personal interests are in conflict, or interfere with, the Company's interest in any way or form.
- **Potential Conflict of Interest:** The Employee or Director is, or could be, in a situation that may result in a conflict of interest.
- **Apparent Conflict of Interest:** The Employee or Director is, or could be, in a situation that may be perceived as conflicting, even if in fact that is not the case.
- **Close Associate:** (i) Employees' or Directors' close relatives, or (ii) persons who have a personal (friendly or romantic) relationship with Employees or Directors, or (iii) persons who have a close business or professional relationship with Employees or Directors. A "close relative" is a spouse (unless legally separated), cohabitant, child, parent, sibling, sibling-in-law, daughter-in-law, son-in-law, father-in-law, mother-in-law, stepchild, step-parent, uncle, aunt, cousin, nephew, niece, grandchild, or grandparent of either the Employee or Director or of their spouse, (unless legally separated), or cohabitants.
- **Close Relationship:** a relationship according to the definition in the terms previously defined as "Closely Related Persons Associate" that an Employee or Director may have with (i) another Employee or Director, or (ii) with a third-party.
- **Conflict of Interest Prevention:** Employee or Director capacity to –in compliance with our ethical and conduct guidelines– take the required decisions and actions to ensure a potential conflict of interest does not develop into an actual one, and even completely eliminate the possibility of the conflict occurring.
- **Conflict of Interest Disclosure:** action by which the Employee or Director reports the existence, nature, and any relevant facts related to an Actual, Potential or Apparent Conflict of Interest.
- **Immediate Supervisor:** direct supervisor or manager of the area or sector which the Employee belongs to.
- **Manage a conflict of interest:** Process of identifying an Actual, Potential or Apparent Conflict of Interest, and taking actions to minimize said conflict's related risks.

## 5. Responsibilities

- **Ethics Committee:**

The Company's Ethics Committee is responsible for communicating this Policy to all Employees and Directors, and for guaranteeing, overseeing and resolving all matters related to appropriate Policy compliance.

- **Employees and Directors:**

Employees and Directors have a duty to act in good faith and conduct themselves with integrity, respecting the guidelines set in this Policy, as well as abiding by Ethics Committee decisions, in the event of an Actual or Potential Conflict of Interest.

## 6. Development

All Company Employees and Directors shall guarantee total transparency, honesty and ethical conduct when carrying out their activities, avoiding situations that present an Actual or Potential Conflict of Interest between their personal interests and Vista's best interest.

A Conflict of Interest occurs when an Employee or Director favors their personal interest over those of the Company, and when those personal interests unduly influence their business criteria, their Company-related decisions or actions. Stating opinions, making decisions, or taking action when facing a conflict of interest can stand in the way of an efficient and objective performance, and can have legal and regulatory consequences. Vista adopts a broad definition of conflict of interest, defined as Actual, Potential or Apparent Conflict of Interest.

The following is a list of Actual or Potential Conflicts of Interest situations to be avoided, considering Vista is determined to prevent and control circumstances that may lead to an Actual or Potential Conflict of Interest for any Employee and/or Director:

- Obtain direct or indirect personal gains from business opportunities that correspond to Vista, which arise or present themselves as a consequence of the work done for the Company.
- Take advantage of the position occupied at Vista and the knowledge obtained through it, for one's own or third-party benefit.
- Use Vista's assets, as well as its confidential or privileged information, for personal benefit.
- Compete directly or indirectly with Vista.
- Be direct or indirect suppliers of Third Parties that maintain any type of business relationship with Vista.

- Accept a job or any type of business or contractual relationship with a Third Party with which Vista maintains a commercial relationship.
- Have a personal direct or indirect interest in any company or entity that does business or plans to do business with Vista.
- Influence Third Parties or receive influence from Third Parties in detriment of Vista's interests.

**a) What should be declared?**

Considering that Vista's business decisions should not be influenced by personal, family, financial or any other type of situation or interest, all Employees and Directors should disclose any Close Associations that may exist (i) among Employees or Directors, and (ii) between Employees or Directors and Close Associates, in as much as such Close Associates generate a Conflict of Interest situation, be it Actual, Potential or Apparent.

Employees and Directors should also be aware of the following principles:

<b>Family Relationships</b>	Hierarchical relations with Close Associates should be avoided when doing business at Vista.
<b>Marriage/ Cohabitation</b>	<p>In the case Employees and/or Directors decide to get married, or cohabit with other Employees and/or Directors, their respective managers will define, if applicable, and together with the Ethics Committee, a change in role for one of the Employees or Directors and move them to a different area/sector in the Company, without changing their existing working conditions. They will do so if and when:</p> <ul style="list-style-type: none"> <li>▪ Due to the scope of responsibility in one of the positions involved, the marriage or cohabitation relationship could generate conflicts of interest.</li> <li>▪ Employees belong to the same area.</li> <li>▪ There is a reporting relationship between the Employees and/or Directors involved in the relationship</li> </ul>
<b>Investment in companies that compete with Vista</b>	<p>According to Vista's Code of Ethics and Conduct, an Employee or Director may individually own less than 1% (one percent) shares in a business that is a Company supplier, customer, or direct competitor, provided that this shareholding does not grant control over company decisions. To own more than 1% (one percent), the Employee or Director needs to request Vista's authorization in advance. Directors of Vista Energy S.A.B. de C.V. that are not employees should inform any shareholdings over 1% (one percent); their obligations relating to conflict of interest will in any case be subject to the laws applicable to Vista Energy S.A.B. de C.V.</p>
<b>Transactions with Third Parties (clients, suppliers, and competitors)</b>	<p>Those Employees or Directors, who, as part of their role, are required to recommend or approve, whether in an intermediate or final instance, asset acquisitions or sales, contract arrangements or service provisions, credit grants and/or special discounts to clients, or any type of transaction with customers, suppliers, contractors, or competitors, should refrain from making decisions or conduct these transactions with the intention of generating any kind of personal gain, whether direct or indirect, that is contrary to Vista's best interests.</p>

<p><b>Exclusive dedication</b></p>	<p>Vista demands its Employees dedicate their time and effort to the Company, being fully committed to their roles. Therefore, unless they are authorized by the Company, they may not hold other jobs outside Vista, as it could negatively affect their work performance or interfere with their responsibilities in the Company. Additionally, they may not perform activities that directly or indirectly conflict with Vista’s activities.</p> <p>Unless expressly authorized by the Company, it is forbidden to carry out any personal activity or business (for example, being the owner, partner, director, consultant, or advisor of other companies) as long as the activity meets at least one of the following variables:</p> <ul style="list-style-type: none"> <li>▪ Is performed during working hours.</li> <li>▪ Affects the Company’s interests.</li> <li>▪ Interferes with their performance or fulfillment of their role.</li> <li>▪ Is completed using Company resources.</li> <li>▪ Is carried out in Company facilities.</li> </ul> <p>When an Employee is dedicated to teaching or lecturing at academic conferences, the Employee should abide by this Policy and notify the Company in advance, bearing in mind that Vista’s confidential and/or privileged information shall not be shared, disclosed, and/or provided on Vista’s behalf, without prior authorization.</p>
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**b) How should it be declared?**

All Vista Employees are required to sign a “Conflict of Interest Disclosure Statement” –in accordance with Registration Form A (attached to this Policy)– at the moment they are hired, to inform the Ethics Committee how they are compliant with this Policy (that is, disclose the existence of an Actual, Potential or Apparent Conflict of Interest), and, if a Close Associate generates an Actual, Potential or Apparent Conflict of Interest, take the necessary actions to mitigate or prevent the impact of such conflict of interest on the Company’s interests.

If, during the employment relationship, a Vista Employee faces an Actual, Potential or Apparent Conflict of Interest situation, they should report it to their Immediate Supervisor, Compliance Officer or the Ethics Committee, by filing a “Conflict of Interest Notice” –in compliance with Registration Form B, attached to this Policy– with the same objective as Registration Form A is submitted.

Concurrently, if any Employee and/or Director identifies any Real, Potential or Apparent Conflict of Interest related to another Company Employee or Director, they may report it to their Immediate Supervisor, Compliance Officer, and/or Ethics Committee, or through the

reporting channels established by Vista's Code of Ethics and Conduct, if they wish to remain anonymous.

**c) Policy violation**

The Employees and/or Directors that fail to comply with this policy, that is, that fail to avoid –if it is in their hands to do so– Real or Potential Conflicts of Interest, or fail to timely report them, will be liable for the resulting damages for Vista through act or omission, and will be subject to the application of disciplinary actions in line with the Company's Penalty Application Procedure and local applicable regulations.

**7. Appendices**

A: Registration Form A "*Conflict of Interest Disclosure Statement*"

B: Registration Form B "*Conflict of Interest Notice*"

**8. Revisions**

Rev.1

**Miguel Galuccio**

Chief Executive Officer

Vista Energy S.A.B. de C.V.