

**AIRJOULE TECHNOLOGIES CORPORATION**  
**CODE OF ETHICS AND CONDUCT**

(As amended on February 12, 2025)

In accordance with the requirements of the Securities and Exchange Commission (the “*SEC*”) and the Nasdaq Stock Market LLC (“*Nasdaq*”), the Board of Directors (the “*Board*”) of AirJoule Technologies Corporation, a Delaware corporation (the “*Company*”), has adopted this Code of Ethics and Conduct (the “*Code*”) to encourage:

- honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely and understandable disclosures in reports and documents that the Company files with, or submits to, the SEC, as well as in other public communications made by or on behalf of the Company;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting of any violations of law or the Code;
- accountability for adherence to the Code, including fair process by which to determine violations;
- consistent enforcement of the Code, including clear and objective standards for compliance; and
- protection for persons reporting any such questionable behavior.

All directors, officers and employees (each a “*Covered Party*” and, collectively, the “*Covered Parties*”) of the Company and all of its subsidiaries and controlled affiliates are expected to be familiar with the Code and to adhere to the principles and procedures set forth below.

**I. Honest and Ethical Conduct**

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each Covered Party must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice. The integrity and reputation of the Company depends on the honesty and integrity brought to the job by each Covered Party.

**II. Conflicts of Interest**

All Covered Parties must conduct themselves in a manner that promotes the best interests of the Company and must avoid actual and potential conflicts of interest or any circumstance that could raise even the appearance of impropriety.

A “conflict of interest” occurs when the private interests of a Covered Party interfere, or appear to interfere, with the interests of the Company as a whole. For example, a conflict of

interest can arise when a Covered Party takes actions or has personal interests that make it difficult to perform his or her Company duties objectively and effectively. A conflict of interest may also arise when a Covered Party, or a member of his or her immediate family,<sup>1</sup> receives improper personal benefits as a result of his or her position at the Company. Conflicts of interest can also occur indirectly.

While it is not possible to describe all circumstances where a conflict of interest exists or may exist, the following situations may involve actual or potential conflicts of interest:

- Having an ownership interest in any customer, supplier, vendor, contractor or competitor of the Company (except for less than 1% of the outstanding equity interests in a publicly traded entity);
- Accepting employment or a consulting arrangement with any customer, supplier, vendor, contractor or competitor of the Company while still employed by the Company;
- Selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable directors, officers or employees are permitted to so purchase or sell;
- Accepting compensation, in any form, for services performed for the Company from any source other than the Company;
- Engaging in any other financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) involving the Company;
- Competing with the Company in the acquisition or disposition of rights or property; or
- Any other circumstance, event, relationship or situation in which the personal interest of a person subject to this Code interferes — or even appears to interfere — with the interests of the Company as a whole.

Accepting gifts or entertainment from an outside organization or vendor could also be construed as a conflict of interest. Please see the discussion below under the heading “Gifts and Entertainment” for guidelines on when giving and receiving gifts and entertainment may be appropriate.

Company employees who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization from, their supervisor or the Company’s Chief Legal Officer. A supervisor may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Legal Officer with a written description of the activity and seeking the Chief Legal Officer’s written authorization. If the supervisor is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Legal Officer.

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<sup>1</sup> Item 404(a) of SEC Regulation S-K defines “immediate family member” as a person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person’s household.

Company officers and directors who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with the Company's Chief Legal Officer. Determinations and prior authorization of potential conflicts held by officers and directors may be sought exclusively from the Audit Committee of the Board.

### **III. Gifts and Entertainment**

The Company is dedicated to treating fairly and impartially all persons and firms with whom it does business. Therefore, the Covered Parties must not give or receive gifts, entertainment or gratuities that could influence or be perceived to influence business decisions. Under the right circumstances, a modest gift can be considered a thoughtful "thank you," or a meal might help strengthen a business relationship. However, if not handled thoughtfully, the exchange of gifts and entertainment can damage the Company's reputation, especially if it happens frequently or if the value is large enough that someone might think it is influencing a business decision. In addition to the Covered Parties, these rules on receiving gifts and entertainment apply to such person's immediate family.

In general, gifts should only be accepted if:

- the gift was not solicited or requested by anyone at the Company;
- the gift is not cash or cash equivalents;
- the person or entity providing the gift only occasionally gives gifts to the Company or its directors, officers and employees;
- the gift is reasonable in value (approximately \$150 or less);
- disclosure of the gift would not embarrass the Company or the people involved; and
- the gift could not reasonably be construed as intended to influence favorable treatment by the company.

In general, invitations to a sporting activity, entertainment or meal should only be accepted if:

- there is a valid business purpose involved;
- the person or entity extending the invitation only occasionally invites the Company or its directors, officers and employees to these events;
- the activity is of reasonable value and not lavish; and
- the person extending the invitation or another representative of his or her company is present at the event.

If you are asked to attend an overnight event, you must obtain prior approval from your supervisor prior to attending.

The foregoing guidelines of specific situations and circumstances is not all inclusive. If you have any doubt about whether a gift or entertainment is proper under this Code, you should discuss it with your supervisor, the Chief Legal Officer or Human Resources. If your supervisor, the Chief Legal Officer or Human Resources determines that it would be inappropriate to accept

an offered gift or entertainment, you should extend appreciation for the offer but decline the offered gift or entertainment.

Employees should be aware that in some situations the provision of gifts or entertainment can violate applicable law, such as when dealing with regulators and other government officials. You should not provide even modest business gifts or entertainment to government officials without clearing it with the Chief Legal Officer in advance.

#### **IV. Disclosures**

The information in the Company's public communications, including all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with, and comply with, the disclosure requirements, internal controls, processes and procedures applicable to the Company commensurate with their duties. Each Covered Party must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Covered Parties are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations. Covered Parties (to the extent they are involved in the Company's disclosure process) must also, in relation to his or her area of responsibility, properly review and critically analyze proposed disclosure for accuracy and completeness.

#### **V. Compliance with Laws, Rules and Regulations**

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company.

The Chief Executive Officer, Chief Financial Officer and Chief Legal Officer (or persons performing similar functions) of the Company are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

Covered Parties located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act ("*FCPA*") and U.S. export control laws, in addition to applicable local laws.

#### **VI. Insider Trading**

No Covered Party who is aware of material, nonpublic information about the Company may, directly or indirectly, buy or sell the Company's securities or "tip" others who might make an investment decision based on material, nonpublic information about the Company. These

rules also apply to the use of material, nonpublic information about other companies (including, for example, customers, competitors and potential business partners of the Company). Insider trading is both unethical and illegal, and the consequences of insider trading violations can be severe.

To help ensure that Covered Parties do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Compliance Policy. Please refer to the Company's Insider Trading Compliance Policy for more detailed information.

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

All Covered Parties are expected to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's financial performance. Any suspected incident of fraud, theft or misuse should be reported for investigation immediately. All Company assets should be used only for legitimate business purposes, though incidental or occasional personal use of some Company equipment may be permitted.

The obligation to protect Company assets includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **VIII. Confidentiality**

One of the Company's most important assets is its confidential information. All Covered Parties should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or other business partners, except when disclosure is authorized or legally mandated. Confidential information includes all nonpublic information that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or other business partners if disclosed. Confidential information includes business strategy; potential and pending acquisitions, dispositions, joint ventures and other similar strategic transactions; nonpublic financial information and projections; intellectual property; trade secrets and inventions; personnel information and engineering designs.

The Company's policies with respect to the protection of confidential information are described more fully in the Company's Employee Handbook.

## **IX. Reporting, Accountability and Enforcement**

The Company promotes ethical behavior at all times and encourages Covered Parties to talk to supervisors, managers and other appropriate personnel, including officers of the Company, the Company's Chief Legal Officer or the Audit Committee of the Board, when in doubt about the best course of action in a particular situation.

Covered Parties are required to promptly report suspected violations of laws, rules, regulations or the Code by any director, officer, employee or anyone purporting to be acting on the Company's behalf, to the Company's Human Resources department, the Company's Chief Legal Officer or the Chairman of the Audit Committee of the Board. Reporting may also be done through the Company's Whistleblower Hotline (1- 833-759-7300 or by visiting <https://report.syntrio.com/mtenergy>), which is hosted by an independent third party and may maintain confidentiality and anonymity when requested. Failure to report suspected violations is, in and of itself, a breach of this Code.

The Audit Committee of the Board or other appropriate officer or body shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Audit Committee or other appropriate officer or body will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any Covered Party for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

#### **X. Waivers and Amendments**

Before a Covered Party, or an immediate family member of any such Covered Party, engages in any activity that would be otherwise prohibited by the Code, he or she is strongly encouraged to seek a written waiver. Any waiver from a provision of this Code for the Company's directors or executive officers (as such term is defined for purposes of Section 16 of the Securities Exchange Act of 1934, as amended) may be made only by the Board or, to the extent permitted by the rules of the Nasdaq Stock Exchange, a committee of the Board. Waivers of this Code for other employees may be made only by the Chief Executive Officer or Chief Legal Officer.

All persons should note that it is not the Company's intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code. Any amendment to this Code shall be made only by the Board.

The Company shall post this Code on the Company's website and shall properly disclose any amendments or waivers of this Code as required by law and the rules of the Nasdaq Stock Exchange, when applicable.

#### **XI. No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.