



# Motos America Inc. Compliance Manual

# I. Introduction

Welcome to the Compliance Manual for Motos America Inc., a Nevada Corporation (Motos America) that is publicly traded (MTAM-OTC) and reports to the Securities and Exchange Commission (SEC). This Compliance Manual has been developed to provide guidance and direction for the company's directors, officers, employees, and agents to ensure that they comply with all applicable laws, regulations, and industry standards.

At Motos America, we are committed to conducting business with integrity, honesty, and in compliance with all applicable laws and regulations. We take compliance seriously, and we expect all of our employees and agents to act ethically and with integrity at all times.

This Compliance Manual outlines our policies and procedures and provides guidance on the laws and regulations that govern our business. It also outlines the consequences of non-compliance, which can have serious implications for both our company and our employees.

We recognize that compliance is an ongoing process, and we will continue to review and update this Compliance Manual as needed to ensure that it remains current and effective. It is the responsibility of every employee and agent of Motos America to read and understand this Compliance Manual, and to comply with all of its provisions.

We are committed to fostering a culture of compliance and accountability at Motos America, and we appreciate your cooperation in helping us achieve this goal.

## A. Purpose of Compliance Manual

The purpose of this Compliance Manual is to provide guidance and direction for the directors, officers, employees, and agents of Motos America. This Compliance Manual outlines our policies and procedures and provides guidance on the laws and regulations that govern our business.

The primary objective of this Compliance Manual is to ensure that Motos America and all its employees comply with all applicable laws, regulations, and industry standards. Compliance is critical to our success as a company, and it is essential that we conduct our business with integrity and in accordance with legal and ethical standards.

This Compliance Manual serves as a reference guide for all employees and agents of Motos America, outlining their roles and responsibilities in maintaining compliance with applicable laws and regulations. It provides guidance on our Code of Conduct, reporting procedures, insider trading policies, financial reporting requirements, corporate governance, training and education, and the consequences of non-compliance.

By following the guidelines outlined in this Compliance Manual, we can ensure that our business practices align with our core values of integrity, accountability, and

transparency. Compliance is everyone's responsibility, and this Compliance Manual serves as a tool to help us achieve our goal of conducting business with the highest level of ethical standards.

## B. Scope of Compliance Manual

The Scope of this Compliance Manual covers all aspects of Motos America's operations and activities, including those performed by its directors, officers, employees, and agents. The Compliance Manual applies to all areas of the company, including but not limited to finance, human resources, marketing, and operations.

This Compliance Manual applies to all employees and agents of Motos America, regardless of their position or level within the company. It covers compliance with all applicable laws and regulations, including but not limited to, the SEC regulations, state and federal laws, and industry standards.

The Compliance Manual outlines the expectations of Motos America in terms of ethical behavior, confidentiality, conflicts of interest, anti-bribery and corruption, and accurate and timely reporting. It also sets out the requirements for reporting mechanisms and whistleblower protection, as well as the investigation and follow-up procedures for reported compliance violations.

This Compliance Manual also covers insider trading policies, financial reporting requirements, and corporate governance practices. It provides guidance on the roles and responsibilities of the Board of Directors, Compliance Officer, and Compliance Committee.

This Compliance Manual is an essential tool for maintaining compliance with applicable laws and regulations and promoting a culture of integrity, transparency, and accountability. It is the responsibility of all employees and agents of Motos America to read and understand this Compliance Manual and comply with all of its provisions.

## C. Overview of Motos America

Motos America specializes in the distribution of motorcycles and related products, primarily luxury brands including BMW, Triumph and Ducati =.

Motos America was founded in 2007 and has since grown to become a leading player in the motorcycle industry. The company is known for high-quality products, exceptional customer service, and experiential marketing approach.

Motos America is committed to conducting its business with integrity and in compliance with all applicable laws and regulations. The company has a strong commitment to sustainability and has implemented various initiatives to reduce its environmental footprint.

Motos America has a diverse and talented team of employees who are passionate about motorcycles and committed to the success of the company. The company values its employees and provides a positive and inclusive work environment that fosters innovation and creativity.

Overall, Motos America is a dynamic and innovative company that is well-positioned for continued growth and success in the motorcycle industry.

## II. Regulatory Framework

The Regulatory Framework of this Compliance Manual includes all applicable laws, regulations, and industry standards that govern Motos America's operations and activities. The company is a publicly traded corporation and reports to the Securities and Exchange Commission (SEC), and as such, is subject to various federal and state regulations.

The primary federal regulations applicable to Motos America include the Securities Act of 1933, the Securities Exchange Act of 1934, and the Sarbanes-Oxley Act of 2002. These regulations cover various aspects of the company's operations, including financial reporting, disclosure requirements, insider trading, and corporate governance.

In addition to federal regulations, Motos America is also subject to various state laws and regulations that govern its operations, including employment law, environmental regulations, and consumer protection laws.

Motos America also adheres to industry standards, including the Motorcycle Industry Council (MIC) standards, which cover various aspects of motorcycle design, manufacturing, and safety.

Compliance with this Regulatory Framework is critical to Motos America's success and reputation. The Compliance Manual outlines the expectations for all employees and agents to comply with all applicable laws, regulations, and industry standards. The company has also established a Compliance Committee to oversee compliance efforts and ensure that the company remains up-to-date on changes to the regulatory environment.

The Compliance Manual provides guidance on how to identify and manage compliance risks, and outlines the procedures for reporting and investigating compliance violations. By adhering to this Regulatory Framework, Motos America can maintain its commitment to integrity, transparency, and accountability in all of its operations.

### A. Securities and Exchange Commission (SEC) Regulations

Motos America is a publicly traded company that reports to the Securities and Exchange Commission (SEC). As such, the company is subject to various SEC regulations that govern its operations and activities. Some of the key SEC regulations under which Motos America must operate include:

1. Securities Act of 1933: This regulation requires companies to register securities offerings with the SEC and provide potential investors with full and fair disclosure of all material information about the offering.
2. Securities Exchange Act of 1934: This regulation requires companies to register with the SEC and file regular reports, including annual and quarterly reports, that

provide information about the company's financial performance, business operations, and any material events that may affect its stock price.

3. Sarbanes-Oxley Act of 2002: This regulation was enacted in response to corporate accounting scandals and requires companies to establish and maintain internal controls over financial reporting. It also imposes stricter requirements for financial reporting and disclosure.
4. Dodd-Frank Wall Street Reform and Consumer Protection Act: This regulation was enacted in response to the financial crisis of 2008 and includes provisions that require greater transparency and accountability in financial markets.
5. In addition to these regulations, Motos America must also comply with SEC rules related to insider trading, proxy solicitations, and other aspects of corporate governance.

Compliance with these SEC regulations is critical to Motos America's success and reputation as a publicly traded company. The company has established policies and procedures to ensure compliance with these regulations and provides regular training to employees to ensure they understand their obligations under the law. The Compliance Manual outlines the company's commitment to compliance with SEC regulations and provides guidance on how to comply with these rules.

## B. State and Federal Laws

1. Federal Antitrust Laws: These laws, including the Sherman Antitrust Act and the Clayton Act, prohibit anti-competitive business practices such as price-fixing, bid-rigging, and monopolization. Motos America must comply with these laws to avoid antitrust violations and promote fair competition.
2. State and Federal Labor Laws: Motos America is subject to various state and federal labor laws that regulate employment relationships, including minimum wage and overtime requirements, anti-discrimination laws, and workplace safety regulations.
3. State and Federal Environmental Laws: Motos America is subject to state and federal environmental laws that govern its operations and activities, including air and water quality standards, hazardous waste disposal, and emissions standards.
4. State and Federal Consumer Protection Laws: Motos America is subject to state and federal consumer protection laws that regulate the marketing and sale of its products, including product safety standards and labeling requirements.
5. State and Federal Privacy Laws: Motos America must comply with state and federal privacy laws that protect personal information collected from customers, employees, and other individuals.
6. State and Federal Securities Laws: As a publicly traded company, Motos America is subject to state and federal securities laws, including the Securities Act of 1933, the Securities Exchange Act of 1934, and the Sarbanes-Oxley Act of 2002.

These laws require the company to provide full and fair disclosure of material information to investors and maintain accurate financial records.

7. State and Federal Tax Laws: Motos America is subject to state and federal tax laws that regulate the company's tax obligations, including income taxes, sales taxes, and employment taxes.

The Compliance Manual provides guidance to Motos America employees on how to comply with these state and federal laws and regulations and outlines the consequences of non-compliance. By adhering to these laws and regulations, Motos America can maintain its commitment to legal and ethical business practices

## C. Industry Standards

1. ISO 9001: This standard outlines requirements for a quality management system, including the documentation of procedures and processes, monitoring of customer satisfaction, and continual improvement. Motos America may choose to implement this standard to improve its quality management practices.
2. ISO 14001: This standard outlines requirements for an environmental management system, including the identification and management of environmental risks, compliance with legal and regulatory requirements, and continual improvement of environmental performance. Motos America may choose to implement this standard to demonstrate its commitment to environmental sustainability.
3. National Highway Traffic Safety Administration (NHTSA) Regulations: Motos America may be subject to NHTSA regulations that govern the safety of motor vehicles and related equipment, including crash testing requirements, safety recalls, and labeling requirements.
4. International Financial Reporting Standards (IFRS): Motos America may choose to adopt IFRS, a set of accounting standards used by companies in many countries around the world, to provide investors with consistent and comparable financial information.
5. Payment Card Industry Data Security Standard (PCI DSS): Motos America may be subject to PCI DSS requirements if it processes credit card payments. These requirements include the use of secure payment processing systems, encryption of cardholder data, and regular security testing and monitoring.

The Compliance Manual provides guidance to Motos America employees on how to comply with these industry standards and regulations and outlines the consequences of non-compliance. By adhering to these standards and regulations, Motos America can maintain its commitment to quality, safety, and environmental sustainability, and protect the personal and financial information of its customers.

## III. Compliance Structure

Compliance Structure is a section of the Compliance Manual that outlines the framework for ensuring compliance within Motos America. The section includes the roles and responsibilities of the Board of Directors, Compliance Officer, and Compliance Committee, as well as their interactions with each other. It also provides an overview of the compliance structure's purpose and its importance in supporting Motos America's commitment to ethical behavior and regulatory compliance. Additionally, this section explains the procedures for reporting and investigating potential violations of laws, regulations, or company policies, and the process for imposing disciplinary actions in cases of non-compliance.

### A. Board of Directors

The board of directors plays an important role in overseeing the company's compliance efforts. Specifically, the board is responsible for setting the tone at the top, ensuring that the company's compliance program is effective, and promoting a culture of ethical behavior.

The board of directors establishes a Compliance Program by ensuring that the company has an effective compliance program in place that includes policies and procedures, training and communication, and monitoring and reporting mechanisms.

The board regularly reviews the company's compliance risks and ensures that appropriate controls are in place to mitigate these risks.

The board monitors the company's compliance performance, including reviewing reports on compliance activities and issues, and ensures that any deficiencies are addressed.

The board oversees any internal or external investigations of compliance issues and ensures that appropriate actions are taken in response to any findings.

### B. Compliance Officer

The Compliance Officer is responsible for ensuring that the company complies with all relevant laws and regulations. He oversees the development and implementation of compliance policies and procedures and ensures that such policies are communicated effectively to all employees. The Compliance Officer monitors the company's activities to identify and mitigate any compliance risks, and works with Company management to develop and implement solutions to these risks. The Compliance Officer also provides training and education to employees on compliance matters and is responsible for reporting any potential violations to senior management and regulatory authorities.



## C. Lines of Communication and Responsibility

The Chief Compliance Officer (CCO) is responsible for overseeing the compliance program of a company, and as such, the CCO should have open and direct lines of communication with the Board of Directors and senior management.

Here are some reporting lines of communication for the CCO that should be considered:

1. Reporting to the Board of Directors: The CCO should have direct access to the Board of Directors and provide regular updates on the company's compliance program, including any significant compliance risks or issues.
2. Reporting to the CEO: The CCO should report directly to the CEO and provide updates on compliance program performance and any significant compliance issues.
3. Reporting to the General Counsel: Depending on the company's structure, the CCO may report to the General Counsel or work closely with the legal department to ensure that the compliance program is aligned with legal requirements.
4. Reporting to Business Leaders: The CCO should work closely with business leaders and provide guidance on compliance matters related to their respective areas of responsibility.
5. Reporting to Audit Committee: The CCO should regularly report to the audit committee of the Board of Directors, which has oversight responsibilities related to the company's compliance program.

Overall, the CCO will have a reporting structure that provides direct access to senior management and the Board of Directors, and enables the CCO to provide regular updates on the company's compliance program performance, risks, and issues. This will help to ensure that the company maintains a strong culture of compliance and mitigates risks related to non-compliance.

## D. ISO 9001

Motos America follows the outline below to implement ISO 9001:

1. Conduct a Gap Analysis: Motos America will conduct a gap analysis to determine the current state of their quality management system (QMS) and identify areas where they need to improve to meet the requirements of ISO 9001.
2. Establish a Quality Policy: Motos America will establish a quality policy that outlines their commitment to meeting customer requirements and continuous improvement.
3. Form a Quality Team: Motos America will form a quality team with members from various departments to oversee the implementation of ISO 9001.

4. Identify and Document Processes: Motos America will identify all the processes that contribute to their products and services and document them.
5. Develop and Implement Procedures: Motos America will develop and implement procedures to ensure that their processes are consistent and meet the requirements of ISO 9001.
6. Train Employees: Motos America will provide training to employees to ensure they understand the requirements of ISO 9001 and how to implement the QMS.
7. Monitor and Measure Processes: Motos America will regularly monitor and measure their processes to identify areas for improvement and ensure they are meeting their quality objectives.
8. Conduct Internal Audits: Motos America will conduct regular internal audits of their QMS to identify non-conformances and opportunities for improvement.
9. Corrective and Preventive Actions: Motos America will establish a process for identifying and correcting non-conformances and implementing preventive actions to avoid future non-conformances.
10. Seek Certification: Motos America should seek certification from an accredited third-party certification body.
11. Continual Improvement: Motos America should continuously improve their QMS by monitoring performance, analyzing data, and implementing corrective and preventive actions.

## IV. Code of Conduct

This section includes a set of ethical principles and standards that guide the behavior and actions of employees and other individuals associated with Motos America. The code of conduct covers areas of ethical behavior, confidentiality, conflict of interest, anti-bribery and corruption, and other important topics. It is designed to promote an ethical culture within the organization and to help ensure compliance with laws, regulations, and industry standards. The code of conduct will be communicated to all employees and regularly reviewed and updated as needed.

### A. General Principles

1. Integrity: Act with honesty and integrity in all business dealings and interactions.
2. Compliance with laws and regulations: Comply with all applicable laws and regulations, as well as the company's policies and procedures.
3. Respect for others: Treat all individuals with respect and dignity, including colleagues, customers, suppliers, and shareholders.
4. Accountability: Take responsibility for actions and decisions, and be accountable for the consequences of those actions.
5. Confidentiality: Protect confidential information, including the company's and its customers' information, and maintain the confidentiality of proprietary and trade secret information.
6. Avoid conflicts of interest: Avoid situations that create actual or potential conflicts of interest, and disclose any actual or potential conflicts of interest.
7. Fair dealing: Conduct business in a fair, ethical, and transparent manner.
8. Quality: Provide high-quality products and services that meet or exceed customer expectations.
9. Sustainability: Promote sustainable business practices and be a responsible corporate citizen.

### B. Ethical Behavior

1. Avoid discrimination and harassment: Motos America prohibits discrimination and harassment based on race, gender, sexual orientation, age, religion, and other protected characteristics.
2. Provide a safe and healthy workplace: Employees are expected to maintain a safe and healthy work environment, comply with all safety rules and regulations, and report any unsafe conditions.
3. Avoid insider trading: Employees, officers, and directors must not use material non-public information for personal gain or share such information with others.
4. Report violations: Employees are encouraged to report any violations of the company's code of conduct, policies, or laws and regulations, and they are protected from retaliation for making such reports.

5. Protect company assets: Employees are responsible for protecting the company's assets, including physical assets, intellectual property, and information.
6. Avoid bribery and corruption: Motos America prohibits bribery and corruption in all business dealings and interactions, both domestically and internationally.
7. Maintain accurate records: Employees must maintain accurate and complete records, including financial records, in accordance with applicable laws and regulations.

## C. Confidentiality

1. Protect confidential information: All employees, officers, and directors must protect confidential information, including trade secrets, financial information, customer data, and any other confidential information.
2. Use confidential information only for legitimate purposes: Confidential information may only be used for legitimate business purposes and must not be disclosed to unauthorized parties.
3. Safeguard information: Confidential information should be stored securely, and employees should take all necessary precautions to safeguard the information from unauthorized access or disclosure.
4. Respect privacy: Employees must respect the privacy of customers and other individuals and must comply with all applicable privacy laws and regulations.
5. Do not disclose confidential information: Confidential information should not be disclosed unless authorized or required by law, regulation, or court order.
6. Report unauthorized disclosure: Employees must report any unauthorized disclosure or potential breach of confidential information to the appropriate person or department.

## D. Conflict of Interest

1. Disclose potential conflicts: Employees, officers, and directors must disclose any potential conflicts of interest, including any personal or financial interests that may conflict with the company's business interests.
2. Avoid actual conflicts: Employees must avoid actual conflicts of interest, where their personal or financial interests conflict with the company's interests or could be perceived as such.
3. Act in the best interest of the company: All business decisions and actions must be made in the best interest of the company, and not for personal gain or benefit.
4. Do not use company resources for personal gain: Employees must not use company resources, including time, equipment, or information, for personal gain or benefit.
5. Avoid family and personal relationships: Employees must avoid business dealings or relationships with family members or personal acquaintances that may create a conflict of interest.

6. Obtain approval: Employees must obtain approval from the appropriate person or department before engaging in any business dealings or transactions that may create a conflict of interest.

## E. Anti-bribery and Corruption

1. Prohibit bribery and corruption: Motos America strictly prohibits the offering, giving, soliciting, or accepting of any bribe, kickback, or other illegal or unethical payment or benefit.
2. Comply with anti-bribery laws: Employees, officers, and directors must comply with all applicable anti-bribery and corruption laws, including the Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.
3. Conduct due diligence: Motos America conducts due diligence on third-party vendors, agents, and business partners to ensure they comply with anti-bribery and corruption laws.
4. Report any suspicions: Employees must report any suspicions or incidents of bribery or corruption to the appropriate person or department.
5. Maintain accurate records: Motos America maintains accurate records of all business dealings and transactions to ensure transparency and accountability.
6. Provide training: Motos America provides regular training and education to employees, officers, and directors on anti-bribery and corruption laws, policies, and procedures.

## V. Reporting Procedures

This section of the Compliance Manual outlines the procedures for reporting potential violations of company policies, laws, regulations, or ethical standards. It includes information on the different mechanisms available for reporting, such as hotlines or confidential reporting channels, as well as the steps that will be taken to investigate and follow up on any reports received. Additionally, this section covers the company's whistleblower protection policy, which ensures that employees who report suspected violations are protected from retaliation.

### A. Reporting Mechanisms

**Email:** Motos America provides an email address that employees, officers, and directors can use to report concerns or suspected violations of the company's code of conduct or other policies. The email is monitored by a designated department or person responsible for receiving and documenting the reports.

**Direct reporting:** Employees, officers, and directors can report concerns or suspected violations of the company's code of conduct or other policies directly to their supervisor, manager, or other designated person or department.

## B. Whistleblower Protection

1. Non-retaliation: Motos America prohibits any form of retaliation against employees who report concerns or suspected violations in good faith. Retaliation includes but is not limited to termination, demotion, suspension, harassment, or discrimination.
2. Confidentiality: Motos America maintains confidentiality to the extent possible, consistent with the need to investigate and take appropriate follow-up actions. Employees who report concerns or suspected violations are encouraged to keep the matter confidential and not discuss it with others except on a need-to-know basis.
3. Whistleblower protection laws: Motos America complies with all applicable whistleblower protection laws, including the whistleblower provisions of the Securities Exchange Act of 1934, as amended, and the Sarbanes-Oxley Act of 2002.
4. Reporting options: Motos America provides multiple reporting options for employees who wish to report concerns or suspected violations.

## C. Investigation and Follow-up

1. Receipt and documentation of reports: Motos America designates a department or person responsible for receiving and documenting reports of concerns or suspected violations. All reports received through any reporting mechanism are documented, and the documentation includes the date, nature, and substance of the report.
2. Initial assessment: Upon receipt of a report, Motos America conducts an initial assessment to determine the nature and scope of the concern or suspected violation. If the report is deemed credible and falls within the scope of the company's code of conduct or other policies, an investigation is initiated.
3. Investigation: Motos America conducts an investigation of the concern or suspected violation, which may include collecting and reviewing relevant information, interviewing witnesses, and conducting other appropriate procedures. The investigation is conducted in a confidential and objective manner.
4. Follow-up actions: Based on the findings of the investigation, Motos America takes appropriate follow-up actions, which may include corrective action to address the concern or suspected violation, disciplinary action, or other appropriate measures.

## VI. Insider Trading

This section outlines the policy and procedures for preventing insider trading by employees and affiliated persons. It provides guidance on the legal definition of insider trading, including what constitutes material, non-public information, and the legal penalties for insider trading violations. The section also establishes requirements for obtaining pre-clearance for certain trades, maintaining insider trading lists, and reporting of potential violations.

### A. Definition of Insider Trading

Insider trading refers to the illegal practice of trading securities based on non-public information. In general, insider trading occurs when an individual who has access to material, non-public information about a company uses that information to buy or sell securities of the company before the information becomes public. Insider trading can also occur when an individual shares or "tips off" inside information to others who then use it to trade securities.

Insider trading is illegal because it violates the fundamental principle of fairness in the securities markets. Investors who buy or sell securities based on public information are disadvantaged when others trade on inside information that is not available to them. Moreover, insider trading undermines investor confidence in the integrity of the securities markets, which can lead to a decline in market liquidity and a decrease in capital formation.

### B. Prohibited Activities

1. Trading securities of Motos America or any other company while in possession of material, non-public information about the company;
2. Disclosing material, non-public information about Motos America or any other company to third parties who may use the information to trade securities;
3. Tipping off or sharing material, non-public information about Motos America or any other company with family members, friends, or others who may use the information to trade securities;
4. Engaging in any transaction that could reasonably create the appearance of insider trading or that could otherwise violate applicable laws or regulations.
5. Employees, officers, and directors of Motos America are prohibited from engaging in any of the above activities or any other conduct that could constitute insider trading. In addition, any individual who receives material, non-public information about Motos America or any other company in the course of his or her employment or service to the company must treat that information as confidential and refrain from using it to trade securities.

### C. Insider Trading Policy

1. No employee, officer, or director of Motos America may engage in any transaction involving the purchase or sale of the company's securities while in possession of material, non-public information about the company or any other company.
2. All employees, officers, and directors must receive pre-clearance from the Compliance Officer before engaging in any transaction involving the purchase or sale of the company's securities.
3. All employees, officers, and directors must report any material, non-public information about the company or any other company to the Compliance Officer immediately upon becoming aware of such information.
4. The Compliance Officer must maintain a list of individuals who are subject to the insider trading policy and monitor their compliance with the policy.
5. The Compliance Officer must conduct periodic training and education sessions for all employees, officers, and directors to ensure that they are aware of the company's insider trading policy and their obligations under the policy.
6. Any suspected or actual violations of the insider trading policy must be promptly reported to the Compliance Officer, who will investigate the matter and take appropriate action.
7. Any employee, officer, or director who violates the company's insider trading policy will be subject to disciplinary action, up to and including termination of employment or service. In addition, any individual who engages in insider trading may be subject to civil and criminal penalties under applicable laws and regulations.



## VII. Financial Reporting

This section of the Compliance Manual outlines the company's commitment to maintaining accurate financial records and complying with all applicable financial reporting requirements. It includes policies and procedures related to internal controls, financial statement preparation, and the reporting of financial information to regulatory bodies. The section emphasizes the importance of transparency and accountability in financial reporting, and stresses the company's commitment to timely and accurate disclosure of financial information.

### A. Accurate and Timely Reporting

Motos America is committed to providing accurate and timely financial reporting to its shareholders, the Securities and Exchange Commission (SEC), and other stakeholders. The company recognizes the importance of transparent financial reporting in maintaining investor confidence and promoting the integrity of the capital markets.

To ensure the accuracy and timeliness of financial reporting, the company has established the following policies and procedures:

1. The Chief Financial Officer (CFO) is responsible for the preparation and filing of all financial reports with the SEC and other regulatory bodies.
2. The company maintains an effective system of internal controls over financial reporting to ensure the accuracy and reliability of financial information.
3. The company's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) and other applicable accounting standards.
4. The company's financial reports are reviewed by the Audit Committee of the Board of Directors to ensure their accuracy and completeness.
5. The company has established procedures for the timely disclosure of material information to investors and other stakeholders.

Any suspected or actual instances of financial fraud, misrepresentation, or other misconduct related to financial reporting must be promptly reported to the Compliance Officer, who will investigate the matter and take appropriate action. The company is committed to maintaining the highest standards of integrity and ethics in its financial reporting practices.

### B. Internal Controls

Motos America is committed to maintaining effective internal controls over financial reporting to ensure the accuracy and reliability of financial information. The company's internal control system is designed to provide reasonable assurance that financial

transactions are recorded accurately, in a timely manner, and in accordance with applicable accounting standards.

The company's internal control system includes the following components:

1. **Control Environment:** The company's management sets the tone for the organization and establishes a culture of ethical behavior and accountability. The Board of Directors provides oversight and guidance on financial reporting matters, and the Audit Committee oversees the company's internal control system.
2. **Risk Assessment:** The company identifies and assesses risks related to financial reporting and develops controls to mitigate those risks.
3. **Control Activities:** The company establishes policies and procedures to ensure the accuracy and completeness of financial transactions and the reliability of financial reporting.
4. **Information and Communication:** The company maintains systems to capture and process financial information and communicates that information to appropriate parties in a timely and accurate manner.
5. **Monitoring:** The company regularly monitors the effectiveness of its internal control system and makes adjustments as necessary to address identified weaknesses.

The company's internal control system is periodically evaluated by management and the external auditors to ensure its effectiveness. Any identified deficiencies are promptly addressed and remediated to strengthen the internal control system.

Motos America is committed to maintaining the highest standards of integrity and ethics in its financial reporting practices, and to complying with all applicable laws, regulations, and accounting standards.

## C. Financial Disclosures

Motos America is committed to providing accurate and transparent financial disclosures to its shareholders, regulators, and other stakeholders. The company's financial disclosures are prepared in accordance with applicable accounting standards, including Generally Accepted Accounting Principles (GAAP), and reflect the company's financial performance and position.

1. The company's financial disclosures include, but are not limited to:
2. **Annual Reports:** The company prepares and publishes annual reports that include financial statements, management's discussion and analysis of financial condition and results of operations, and other relevant information.
3. **Quarterly Reports:** The company files quarterly reports with the Securities and Exchange Commission (SEC) that provide updates on the company's financial performance and position.

4. Current Reports: The company files current reports with the SEC to report any material events that occur between the filing of quarterly reports.
5. Other Disclosures: The company may provide other financial disclosures as required by law or regulation, or as requested by shareholders or other stakeholders.

The company's financial disclosures are reviewed by management and the external auditors to ensure their accuracy and completeness. Any identified errors or omissions are promptly corrected.

Motos America is committed to providing timely and accurate financial disclosures that enable stakeholders to make informed decisions about the company. The company's financial disclosures are prepared with the highest standards of integrity and ethics, and in compliance with all applicable laws, regulations, and accounting standards.

## D. Record Keeping

Motos America maintains accurate and complete records of its financial transactions, in accordance with applicable laws and regulations. The company's record-keeping practices are designed to ensure the integrity, accuracy, and completeness of its financial records, and to facilitate effective and efficient financial reporting and analysis.

The company's record-keeping practices include, but are not limited to:

1. Accounting Policies and Procedures: The company has established accounting policies and procedures that govern the recording and reporting of financial transactions, including the proper use of accounts and the maintenance of supporting documentation.
2. Electronic Record-Keeping: The company maintains electronic records of its financial transactions, using secure and reliable systems that provide adequate safeguards against unauthorized access, modification, or destruction of data.
3. Retention and Disposition: The company retains financial records in accordance with applicable laws and regulations, and disposes of them in a timely and appropriate manner.
4. Audit Trail: The company maintains an audit trail of its financial transactions, to enable effective monitoring and control of its financial activities.

Motos America recognizes the importance of maintaining accurate and complete financial records, and is committed to complying with all applicable laws and regulations governing record-keeping. The company's record-keeping practices are subject to periodic review and assessment, to ensure their continued effectiveness and compliance with applicable standards.

## VIII. Corporate Governance

This section highlights the importance of maintaining an effective corporate governance framework to ensure that the company operates with integrity, accountability, and transparency. It also describes the roles and responsibilities of the board of directors, management, and employees in promoting good corporate governance practices. The section includes policies and procedures related to the composition and independence of the board, the establishment of board committees, the review and approval of related-party transactions, the management of conflicts of interest, and the oversight of executive compensation. Additionally, this section emphasizes the importance of adhering to all applicable laws, regulations, and best practices related to corporate governance.

## A. Board Oversight

The Board of Directors of Motos America has ultimate responsibility for overseeing the company's compliance and risk management practices. The board is committed to maintaining the highest standards of corporate governance and ensuring that the company operates in an ethical, responsible, and sustainable manner.

To fulfill its oversight responsibilities, the board has established a Compliance Committee, which is responsible for monitoring the company's compliance with applicable laws and regulations, reviewing and approving compliance policies and procedures, and overseeing the implementation of the company's compliance program.

The board also receives regular reports from the company's Compliance Officer and other senior management on the company's compliance and risk management activities, and may conduct independent reviews and investigations as necessary to ensure that the company's compliance program is effective and properly implemented.

In addition, the board ensures that the company's corporate governance practices are aligned with best practices and applicable laws and regulations. This includes, but is not limited to, the adoption of a code of conduct and ethics, the establishment of appropriate policies and procedures for related party transactions, and the establishment of appropriate executive compensation practices.

Motos America is committed to maintaining strong corporate governance practices that promote transparency, accountability, and ethical behavior. The board of directors is dedicated to fulfilling its oversight responsibilities and ensuring that the company operates in a manner that is consistent with its core values and mission.

## B. Executive Compensation

Motos America is committed to ensuring that its executive compensation practices are aligned with the interests of shareholders and promote long-term sustainable growth. The company's compensation philosophy is based on the principles of pay-for-performance, fairness, and accountability.

The Board of Directors is responsible for approving and overseeing the company's executive compensation practices. In order to ensure that compensation is aligned with company performance, a significant portion of executive compensation is tied to the achievement of key performance metrics and objectives, such as revenue growth, profitability, and shareholder returns.

Executive compensation is also subject to rigorous review and analysis by the company's Compensation Committee, which is composed of independent directors. The Committee reviews and approves all aspects of executive compensation, including base salary, annual incentives, and long-term equity-based compensation.

To further promote accountability and alignment with shareholder interests, a portion of executive compensation is in the form of equity-based awards, such as stock options and restricted stock units. These awards are subject to vesting and performance conditions designed to promote long-term growth and align the interests of executives with those of shareholders.

Motos America is committed to maintaining responsible and accountable executive compensation practices that promote long-term sustainable growth and align the interests of executives with those of shareholders. The Board of Directors and Compensation Committee regularly review and evaluate these practices to ensure that they remain aligned with the company's strategic objectives and values.

## C. Related Party Transactions

Motos America is committed to conducting all related party transactions in a manner that is fair, transparent, and in the best interests of the company and its shareholders. A related party transaction is any transaction between the company and a related party, which includes any director, executive officer, or any immediate family member of a director or executive officer.

All related party transactions are subject to review and approval by the Audit Committee of the Board of Directors. The Audit Committee reviews each related party transaction to determine whether it is fair, reasonable, and in the best interests of the company and its shareholders. The Audit Committee may consult with outside advisors, legal counsel, or other experts as necessary to ensure that related party transactions are conducted in a manner that is fair and transparent.

To further promote transparency and accountability, related party transactions are disclosed in the company's periodic filings with the Securities and Exchange

Commission. These disclosures include the nature of the relationship with the related party, the terms of the transaction, and the rationale for entering into the transaction.

Motos America is committed to conducting all related party transactions in a manner that is fair, transparent, and in the best interests of the company and its shareholders. The company's Board of Directors and Audit Committee regularly review and evaluate these practices to ensure that they remain aligned with the company's strategic objectives and values.

## IX. Training and Education

This section covers the training and education of employees regarding the company's code of conduct and compliance policies. It outlines the various types of training that will be provided, such as in-person training sessions, online courses, and refresher training. This section also describes the objectives of the training and the employees who are required to complete it. The purpose of this section is to ensure that all employees have a clear understanding of the company's expectations regarding compliance and that they have the knowledge and tools necessary to comply with these expectations.

### A. Compliance Training

Motos America is committed to maintaining a culture of compliance, and one of the key ways in which we do so is by providing comprehensive training and education to our employees. The company's compliance training program is designed to ensure that all employees are aware of the company's policies and procedures, as well as the relevant laws and regulations that govern our business.

All new employees are required to complete compliance training within the first 30 days of their employment. The training covers a range of topics, including the company's code of conduct, insider trading policy, reporting procedures, and anti-bribery and corruption policies. In addition, employees receive ongoing training on an annual basis, which is designed to reinforce their understanding of these key topics and to ensure that they remain up-to-date with changes in the regulatory landscape.

The company's compliance training program is overseen by the Compliance Officer, who works closely with department heads and other stakeholders to ensure that the training is relevant and effective. The Compliance Officer also monitors employee participation in the training program and provides regular reports to the Board of Directors and senior management on compliance-related matters.

Motos America is committed to providing employees with the knowledge and skills they need to maintain a culture of compliance, and to ensure that they are equipped to make ethical and responsible decisions in the course of their work. By investing in training and education, we are able to build a more resilient and sustainable business that is better able to meet the needs of our customers and stakeholders.

### B. Ongoing Education

Motos America is committed to providing ongoing compliance training and education to all employees, officers, and directors to ensure that they are aware of the latest regulatory requirements and best practices. The Compliance Officer shall coordinate and conduct periodic training programs on the Company's policies and procedures, and all applicable laws and regulations. The training shall cover the Code of Conduct, insider

trading policy, reporting procedures, anti-bribery and corruption policy, and any other relevant compliance matters. The Compliance Officer shall also maintain a record of all training provided to employees and directors. Employees and directors are required to complete all mandatory training within the prescribed timeline, and any changes or updates to the training program shall be communicated in a timely manner.

## C. Communication

Motos America recognizes the importance of effective communication in promoting a culture of compliance. The Company shall maintain open channels of communication between the Compliance Officer and all employees, officers, and directors to ensure that they are aware of their compliance obligations and can report any concerns or violations without fear of retaliation. The Compliance Officer shall regularly communicate with all employees, officers, and directors to provide updates on compliance matters, changes to policies and procedures, and any new regulatory requirements. The Company shall also encourage employees to seek guidance and report any concerns or violations through the reporting mechanisms provided in the Code of Conduct and whistleblowing policy. The Company shall take appropriate measures to ensure that all employees, officers, and directors have access to these communication channels and are encouraged to use them.



## X. Consequences of Non-Compliance

This section describes the potential penalties and disciplinary actions that may be taken if an employee or entity fails to comply with the company's code of conduct or applicable laws and regulations. The consequences may include fines, legal action, termination of employment, or other disciplinary measures. It is important for all employees to understand the potential consequences of non-compliance and to take their responsibilities seriously in order to avoid any negative outcomes.

### A. Disciplinary Actions

Motos America takes non-compliance with laws, regulations, and company policies very seriously. Any employee, officer, or director who violates any provision of the Code of Conduct or any applicable law or regulation may be subject to disciplinary action, up to and including termination of employment or removal from office. The nature and severity of the disciplinary action will depend on the specific circumstances of each case, including the severity of the violation, the level of intent, and the employee's past record. Disciplinary action may also include, but is not limited to, written warnings, suspension, demotion, or reduction in compensation. The Company reserves the right to take any additional measures deemed necessary to prevent future non-compliance. The Company shall ensure that all disciplinary actions are taken in accordance with applicable laws and regulations and that all affected employees, officers, and directors are treated fairly and consistently.

### B. Legal Consequences

Non-compliance with laws, regulations, and company policies can result in legal consequences for both the individual and the company. Legal consequences may include fines, penalties, imprisonment, and other sanctions. In addition, non-compliance can lead to civil lawsuits, which can result in financial damages, injunctive relief, and other remedies. The company may also be subject to regulatory actions, such as fines, censures, or revocation of licenses or registrations. Motos America is committed to complying with all applicable laws and regulations, and it expects all employees, officers, and directors to do the same.

In the event that any employee, officer, or director becomes aware of a violation of law, regulation, or company policy, it is important to report the matter promptly through the appropriate channels, as described in Section V. Reporting Procedures, to help prevent potential legal consequences. The Company will cooperate fully with any regulatory or law enforcement agency in any investigation or proceeding relating to non-compliance.

## C. Reputational Damage

Failure to comply with laws and regulations, as well as with the company's policies and procedures, can lead to severe reputational damage, which can have long-term impacts on the company's success. This can cause a loss of confidence from stakeholders such as investors, customers, and employees. In addition, regulatory agencies may impose significant fines, penalties, and sanctions. The company may also face civil and criminal liability, including lawsuits from affected parties. The impact of non-compliance can be far-reaching, and the costs can be significant. It is important for all employees to understand the potential consequences of non-compliance and the importance of upholding the highest standards of ethical conduct.

# XI. Conclusion

This section concludes the Compliance Manual by summarizing the importance of compliance with the company's Code of Conduct, policies, and procedures, and the consequences of non-compliance. It reiterates the commitment of the company to ethical behavior, integrity, and accountability and emphasizes the role of all employees in ensuring compliance with the regulations and laws governing the company's operations. The conclusion also invites feedback and questions from employees, stakeholders, and the public on the company's compliance efforts and commits to reviewing and updating the Compliance Manual regularly.

## A. Commitment to Compliance

Motos America is committed to upholding the highest standards of ethical conduct and regulatory compliance. Our Compliance Manual serves as a guide to ensure that all employees understand their responsibilities and obligations. By following these guidelines, we can maintain a culture of integrity and trust, which is critical to our success as a publicly traded company. All employees are expected to adhere to these policies and procedures, and we encourage anyone who has questions or concerns to reach out to the compliance officer or the compliance committee. We take compliance seriously and are committed to addressing any issues that arise promptly and effectively.

## B. Future Review and Revision

As a dynamic and evolving company, Motos America recognizes the importance of ongoing review and revision of our Compliance Manual. We understand that regulatory requirements and industry standards may change, and we are committed to staying up-to-date with these changes. We will periodically review and update our policies and procedures as necessary to ensure that they remain relevant and effective. We also welcome feedback from our employees, customers, and stakeholders, as it helps us to improve and grow. We are confident that by working together and prioritizing compliance, we can continue to achieve our goals while maintaining the trust and confidence of our investors and the public.