

NOMADAR CORP.

CORPORATE COMMUNICATIONS POLICY

The Board of Directors (the “Board”) of Nomadar Corp. (“Company”) has adopted this policy (“Policy”) in order to ensure that the information contained in all Company communication with the public is (i) consistent, accurate and fair, (ii) disseminated on a timely basis and in a manner reasonably designed to provide broad, non-exclusionary distribution of information to the public; and (iii) made in a manner that complies with the Securities Exchange Commission’s Regulation Fair Disclosure (“Regulation FD”) and other applicable laws. This Policy applies to the Company and its subsidiaries.

I. Definitions

As used in this Policy, the following terms shall have the following meanings:

A. “Material” means information regarding the Company which (i) has a substantial likelihood that a reasonable investor would consider the information important in making an investment decision, or (ii) could reasonably be expected to have a substantial effect on the price of the Company’s securities. Company information that may be material includes (but is not limited to):

1. Earnings information, including whether the Company will meet expectations;
2. News of a pending or proposed merger, acquisition, tender offer, joint venture, or significant changes in assets
3. News of the disposition of a subsidiary;
4. Impending bankruptcy or financial liquidity problems;
5. Gain or loss of a substantial customer or supplier;
6. Procurement or loss of significant government contracts;
7. Changes in dividend policy;
8. New product announcements of a significant nature;
9. Information relating to any strategic relationship;
10. Significant product defects or modifications;
11. Significant pricing changes;
12. Stock splits;
13. New equity or debt offerings;
14. Significant litigation exposure due to actual or threatened litigation; and
15. Major changes in senior management.



- B. “Nonpublic Information” means information that has not been disclosed to the general public by means of a press release, conference call, SEC filing or other medium for broad public access.
- C. “SEC” means the Securities and Exchange Commission.
- D. “Securities Market Participants” means shareholders, analysts, institutional investors, investment advisors, broker/dealers, institutional investment managers and investment companies.

II. Disclosure of Material Nonpublic Information

No employee, officer or director of the Company (each, a “Covered Person”) shall make disclosures of Material Nonpublic Information about the Company except as provided for by SEC rules and regulations, including Regulation FD. Discussing previously disclosed historical information about the Company or facts that are generally known would not be considered a prohibited selective disclosure. However, commenting on or updating previously disclosed historical information, may in certain circumstances constitute a disclosure of Material Nonpublic Information. The disclosure of Material information is not limited to express, spoken language. Material information may also be disclosed through tone, emphasis or demeanor or through the use of “code words” or “winks and nods” (body language).

If a Covered Person inadvertently discloses Material Nonpublic Information, the designated Compliance Officer (the “Compliance Officer”) should be notified immediately. If there is any question as to whether there was a disclosure of Material Nonpublic Information, the Covered Person should consult with the Compliance Officer. Upon notification of an inadvertent disclosure, the Compliance Officer and the Chief Financial Officer of the Company (the “Chief Financial Officer”) will make a determination as to whether there was a disclosure of Material Nonpublic Information.

If it is determined that Material Nonpublic Information was disclosed inadvertently, the Company will make prompt public disclosure of the information by issuing a news release or furnishing or filing a Form 8-K with the SEC, or through some other method of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public. The public disclosure will be made as soon as reasonably practicable within 24 hours after the determination by the Compliance Officer and the Chief Financial Officer that there was a disclosure of Material Nonpublic Information, and in no event later than the opening of the next day’s trading on The Nasdaq Stock Market LLC (the “NASDAQ”). If it is determined that disclosure was intentional, the Company will make the public disclosure immediately.



It is important to note that the mere fact that a Covered Person becomes aware of Material Nonpublic Information does not in and of itself require disclosure. However, the SEC requires the filing of reports upon the occurrence of specific itemized events listed in Form 8-K.

III. Authorized Spokespersons

The following are the only individuals authorized on behalf of the Company to communicate with Securities Market Participants: the Chief Executive Officer of the Company, Chief Financial Officer, the Director of Corporate Communications of the Company (the “Director of Corporate Communications”), and any officer in which the Chief Executive Officer delegates such authority (each, a “Spokesperson”). At least one Spokesperson must participate in all communications with Securities Market Participants. Covered Persons who are not authorized to speak on behalf of the Company should refer all inquiries from the media or Securities Market Participants to a Spokesperson.

IV. Public Communications and Press Releases

For all public communications initiated by the Company, the Director of Corporate Communications will draft all related press releases and circulate the draft press release to a Spokesperson prior to its release. Outside Counsel will review the press release where appropriate.

For all public communications not initiated by the Company, the Director of Corporate Communications and a Spokesperson will review all requests by customers, suppliers, vendors and others. Only the Director of Corporate Communications shall authorize and approve press releases.

To the extent practicable, a Spokesperson will accompany senior management in any meetings or discussions with Securities Market Participants to monitor for unintentional disclosure of Material Nonpublic Information and keep a record of the substance of the matters discussed.

V. Quarterly Earnings Releases; Conference Calls; Updates and Quiet Period

The Company may hold quarterly conference calls open to the public and the media to discuss quarterly financial results and certain other significant events that arise in the course of its business. The Company will provide public notice about such conference calls in advance through a media release, by electronic distribution, posting on at least one well known public financial information website, and the Company website. Before the conference call, the Company will furnish its annual or quarterly earnings



press release, and then file a Current Report on Form 8-K with the annual or quarterly earnings press release with the SEC. Generally, analysts and professional investors will have teleconference access to the call so they may participate in the Question and Answer portion of the call. Generally, other interested parties will also be able to listen to the call via the Internet through the Company's website or via a conference bridge made available to the public. The Company will attempt to respond to as many questions as possible during the time allotted; however, it reserves the right to not respond to any question where it chooses to do so. The Company will try to promptly post an audio transcript of the call on the Company's website for a period of thirty days. All transcripts and archived materials on the Company's website are considered time-dated and the Company undertakes no obligation to update such information, which shall not later be considered a current representation of the Company's views or forecasts.

As needed, from time to time, the Company will hold topical investor conference calls open to the public and media, and provide public notice about the call through a media release, by electronic distribution, posting on at least one well known public financial information website, and the Company website.

Following any conference call or public comment, the Company will not provide new Material Nonpublic Information or elaborate in a material way beyond what was covered during the conference call or public comment.

Furthermore, to the extent that the Company provides guidance on an open conference call or in a press release, it is important that the Company not later "reconfirm" that guidance in a one-on-one or non-public situation. If asked, the Company should respond with "our policy is not to reconfirm our guidance" or "we have no comment." The statement "our guidance has not changed" may in fact be deemed to be a prohibited reconfirmation.

The Company will observe a "quiet period," during which the Company shall not comment on its earnings estimates or other prospective financial results. The quiet period will begin two weeks prior to the end of the quarter and continue until the Company's earnings information for the applicable period is made public.

VI. Analysts Reports

Only a Spokesperson may review in advance and/or comment on the accuracy of historical data contained in draft analyst reports. In connection with any review of analyst projections, the Company will not provide comments on forecasts or projections, except that comments may be made by a Spokesperson to the extent that those comments relate to previously disclosed actual results or are made to correct factual inaccuracies of previously disclosed information. To the extent that an analyst asks a question in which an analyst is seeking an answer to refine the analyst's own



projections, those questions should be answered by referring to already released materials.

Under no circumstances will the Company distribute analyst reports on the Company externally. The Company may post on the investor relations section of its website the names and firms of all analysts then known to the Company to conduct research on the Company.

VII. Presentations

The Company will use the safe harbor guidelines under the Private Securities Litigation Reform Act of 1995 for forward-looking information as part of individual, group, and investor conference communications formats. The Company may participate in other forums at which Securities Market Participants could be present, including industry seminars, trade shows, employee, retiree, annual stockholder meetings, and meetings with commercial partners that are shareholders. The Company does not intend to disclose any Material Nonpublic Information during these meetings.

VIII. Responding to Rumors

Generally, the Company will not comment on rumors or speculation. If the Company decides to comment on a rumor, only a Spokesperson may speak on behalf of the Company. Rumors about the Company that are posted in Internet chat rooms are covered by this Policy. Covered Persons should not respond to rumors about the Company, including those found in Internet chat rooms. All rumors should be referred to the Compliance Officer for appropriate action.

IX. Communication with the Media

Although the Company recognizes that Regulation FD does not apply to communications with the media, the Company will attempt to publicly disclose Material information before discussion with individuals representing the media.

X. Compliance with and Enforcement of this Policy

Questions regarding the content or implementation of this Policy should be directed to the Compliance Officer. Violations of Regulation FD are subject to SEC enforcement action, which may include an administrative action seeking a cease-and-desist order, or a civil action against the Company, or an individual seeking and/or monetary penalties. Violations of this Policy may result in discipline, up to and including immediate discharge.

