

Conflict of Interest Policy

2022



VASS

complex made simple

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VASS Madrid

CMMI-DEV v2.0 (Staged): Maturity Level, Web Portal Development Projects

UNE-EN ISO 9001:2015 Design, development and implementation of web portals and platforms to support business processes and document management.

UNE-EN ISO 14001:2015 Design, development and implementation of web portals and platforms to support business processes and document management.

UNE-EN ISO 14064-1:2018 The scope of the verification is established for the activities provided by the organisation carried out and managed by the VASS Group: technological consultancy, including the brands VASS, Nateevo, Serbatic, vdSHOP and T4S.

UNE-EN ISO 27001:2017 Business application support service in accordance with the applicability document in force at the date of issue of the certificate.

UNE-EN ISO 20000-1:2018 Business application support service in accordance with the applicability document in force at the date of issue of the certificate.

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1. Our conflict of interest policy

VASS CONSULTORIA DE SISTEMAS, S.L. (hereinafter also referred to interchangeably as "VASS" or "the Organization¹") is deeply convinced of the need to eradicate corruption, and expresses its firm commitment to act under the principles of integrity, transparency, objectivity and compliance, establishing the necessary mechanisms that contribute to ensure the integrity and professional behaviour of all members of the Organization in the development of its activity.

Confirming this commitment, VASS has approved this conflict of interest policy as an essential tool where the limits and procedures applicable to the prevention and control of any situation in which there is a risk that the particular interest (external business, financial, family, political or personal) of a person linked to VASS, as defined in this policy, may interfere in the impartiality and objectivity of their professional activity.

2. Scope of application

2.1. Subjective scope²

This policy is corporate in scope and applicable to all members of the organisation, regardless of the contractual relationship that binds them to **VASS** or the geographical area where they carry out their activity, serving as a guide and reference for due action.

VASS will actively promote among its business partners³, adherence, compliance and respect for this policy. When this is expressly established, the contracting of services may be conditioned on the commitment to comply with this policy.

2.2. Objective scope

A conflict of interest is considered to exist when any member of the Organisation who must take a decision on behalf of **VASS**, present or future, has interests in external business, financial, family, political or personal, outside of **VASS**, that may interfere or influence him/her when taking a decision, in such a way that his/her objectivity, transparency and commitment to good faith and loyalty with respect to the interests of **VASS** may be compromised.

A classification is established, depending on the imminence of the conflictive situation, as follows:

a) Actual conflict of interest

A conflict of interest is an actual conflict of interest when the person has a particular interest - as defined in this policy - that may interfere with a particular professional decision on behalf of or in the name of **VASS** and when that person must actually make the decision or is a member of the body that must make the decision. In other words, the actual conflict of interest is a current risk.

¹ Hereinafter, the name "VASS or Organisation" refers to the company VASS Consultoría de sistemas, S.L. and its subsidiaries, as well as any other company that in the future may be a direct or indirect subsidiary and adhere to the Criminal Compliance Management System.

² The definition and scope of the concept of "members of the organisation", for the purposes of this document, is that contained in the definitions section.

³ The definition and scope of the term "Business Partners", for the purposes of this document, is that contained in the definitions section.

b) Potential conflict of interest

The conflict of interest is a potential conflict of interest when the individual has a particular interest - as defined in this policy - that could influence his or her objectivity in making a professional decision in the future, from the position or position he or she holds, but is not yet in a situation where he or she is required to do so.

By way of example, but not limitation, the following could be considered examples of conflict of interest situations:

- Develop activities, directly or indirectly, that may involve direct or indirect competition for **VASS**.
- Have family, personal or financial ties with suppliers, customers or competitors, as well as with any other organisation or business partner, linked to the activity of **VASS**.
- Have personal, family, political or financial interests in the operations or business of **VASS**.

Use confidential **VASS** information for private purposes.

3. Preventing conflicts of interest at VASS

This policy is established as a means to prevent and manage the risks arising from a possible conflict of interest, and the members of the Organisation must act in the best interests of VASS, without taking into account their own particular interests when making any decision.

For the purposes of this policy, one's own interests shall be equated to those of related persons, with related persons being understood to mean:

- In the case of a natural person:
 - a) Spouse or persons in a similar relationship
 - b) Ascendants, descendants and siblings of a member of the Organization or of his or her spouse (or person in a similar affective relationship)
 - c) The spouses or persons in a similar relationship, ascendants, descendants and siblings of a member of the Organisation.
- In the case of a legal person:
 - a) Those in which the members of the Organisation or a person related to it - as described in the previous section -, either by themselves or through an intermediary, hold at least ten percent of the share capital or are in any of the situations of control established by law.
 - b) Those in which the members of the Organisation or persons related to it - as described in the previous section -, either by themselves or through an interposed person, hold a position on the administrative or management body or receive any type of remuneration for any reason whatsoever.

VASS will establish the scope of the obligation to declare the conflict of interest taking into account the decision-making power of the members of the organisation, the Organisation being empowered to expand, as it deems appropriate, the perimeter of personal and business links that must be declared. In parallel, and as a preventive measure, all internal issues and procedures necessary to ensure

compliance with this policy shall be incorporated into the personnel selection and assessment processes.

3.1. Simple due diligence: Declaration of absence of conflict of interest

In general, **VASS** requires new recruits, regardless of their position, to sign a specific declaration of absence of conflict of interest, depending on their place of work and personal or professional circumstances. The declaration must be signed at the time the relationship with **VASS** is established. **Annex 1**.

3.2. Enhanced due diligence: Declaration of absence of conflict of interest of persons in specific positions

In those **VASS** positions in which the decision-making power and the responsibility of the position make it advisable, enhanced diligence measures will be adopted.

Without prejudice that **VASS** considers necessary to extend the scope of application of the reinforced diligence to other cases, it will be applied in any case to **the members of the administrative body, senior management, members of the areas that participate in purchasing processes or that maintain any type of relationship, whether personal or professional, with members of any rank of the public administration, at a national or international level**. In these cases, the content of this policy shall be extended to closely related natural or legal persons, as defined in this document. In such cases, the declaration attached as **Annex 2** to this policy shall be required to be signed every year.

3.3. Disclosure of conflict of interest

In relation to the members of the Organisation who are already part of **VASS**, whether or not they have signed an express declaration on conflict of interest, they have the generic obligation to inform the criminal compliance body of **VASS** of any situation of real and potential conflict - as defined in this document - between their particular interests and those of **VASS**, which may influence them when making a professional decision, using the channels and procedures set out in this policy.

The communication must contain at least the information contained in the form incorporated in this policy as **Annex 3**. Likewise, any member of the Organisation must inform the **VASS** criminal compliance body of the appointment or taking up of a public or political position linked to the corporate purpose of the entity and which may generate an actual or potential conflict of interest by means of the same **Annex 3**.

4. Tratamiento del conflicto de interés

4.1. Comunicación

Any person to whom this policy is applicable is obliged to communicate to the criminal compliance body, using any of the means established to communicate with it, any circumstance that may involve an actual or potential conflict of interest with those of **VASS**, as soon as it arises or becomes known.

Any consultation or doubt, regarding a possible conflict of interest situation, must be raised prior to taking any decision directly to the criminal compliance body, using any of the means established to communicate with the latter.

4.2. Register

VASS, through the criminal compliance body, will keep an updated register of the conflict of interest declarations signed, as well as of the communications received by the members of the Organisation, for the identification and effective management of any potential future conflict of interest.

4.3. Abstention

Persons who are affected by an actual or potential conflict of interest shall immediately notify the criminal compliance body and shall refrain from intervening in and/or influencing decisions in which their objectivity and impartiality may be affected and/or questioned, unless expressly authorised by the criminal compliance body in the manner set out in this document. In such cases of a duty to abstain, the decision shall be taken by the immediate superior, who is also free of conflict of interest.

If the conflict of interest is held by a member of senior management, the decision must be taken by the CEO. If the conflict of interest is held by the CEO, the decision shall be transferred to the administrative body, which in the case of a single-member body, the decision shall be taken by the legal representative of the majority shareholder of the organisation. If this figure does not exist, the decision-making body shall be the administrative body of the majority shareholder.

In any case, the members of the Organisation must refrain from:

- a) Carrying out transactions with **VASS**, unless they are ordinary operations, carried out in standard conditions for the customers and of little relevance, and previously informed and authorised by the criminal compliance body, understanding as such those whose information is not necessary to express the faithful image of the patrimony, of the financial situation and of the results of the entity.
- b) Use the name of **VASS** or invoke its place to unduly influence the performance of private transactions.
- c) Making use of corporate assets, including confidential company information, for private purposes or for purposes unrelated to **VASS**' own corporate activities.
- d) Taking advantage of **VASS** business opportunities for private or non-**VASS** purposes.
- e) Obtain advantages, favours or remuneration from third parties other than **VASS**, associated with the exercise of their position, unless they are mere courtesies, appropriate to the uses and social customs, in accordance with the policies of the Organisation.
- f) To develop activities of their own account or of the account of others, directly or indirectly, that involve effective competition, or may involve an actual or potential conflict of interest, with **VASS** or that, in any other way, place them in a permanent conflict with the interests of **VASS**.

VASS may waive these prohibitions in singular and exceptional cases, provided that objectivity and independence are guaranteed, and that the financial interests of **VASS** are not affected.

In any case, the waiver of any of the prohibitions of conflicts of interest contained in this policy shall be submitted in writing to the criminal compliance body, which shall submit it to the decision of the management body, and always prior to any decision being taken.

5. Complaints channel

Any member of the Organisation who becomes aware of a breach or risk of breach of this policy must report it through the whistle-blowing channel to the criminal compliance body. Such reports shall be dealt with in accordance with the internal regulations established for the treatment and management of reports received through the channel, with absolute respect for the guarantees of confidentiality and non-retaliation to the whistle-blower in good faith, as well as the rights of the reported party, especially the right to the presumption of innocence.

6. Other applicable documents

The guidelines and principles set out, among other documents, in the **VASS** Ethics Policy and other internal policies and regulations.

7. Compliance with the policy

Compliance with this policy is mandatory for all members of the Organisation and business partners to whom it applies, and forms part of the Organisation's criminal compliance management system. Failure to comply with this policy may be subject to disciplinary action.

8. Dissemination and communication

This Policy is accessible to all members of **VASS** through the digital media available to them. **VASS** will carry out awareness and sensitization activities in order to promote an ethical culture within the Organization that allows for the dissemination of the said principles and values, as well as the content of this policy.

9. Definitions⁴

For the purposes of this document, and for a better understanding, a series of concepts are established which, given their relevance, it is necessary and convenient to contemplate and define. This is without prejudice to the legal definition established for each of these concepts by the laws applicable to the Organisation in each sphere of action, as well as the definitions of identical concepts in other internal **VASS** regulations.

9.1. Senior management

Person or group of persons who direct and control an organisation at the highest level, whose highest representative is the CEO.

⁴ These definitions have been totally or partially extracted from the UNE 19601 standard on Criminal Compliance Management Systems.

9.2. Conflict of interest

Situation in which external business, financial, family, political or personal interests could interfere with the judgement of the members of the Organisation when carrying out their duties in the Organisation.

9.3. Members of the Organisation

The members of the governing or administrative body, managers, employees, workers or temporary employees or employees under collaboration agreements, and volunteers of an organisation and the rest of the persons under hierarchical subordination of any of the above.

9.4. Criminal Compliance Body

Collegial or single-member body responsible for the Compliance function within **VASS**. Hereinafter also CCB⁵.

9.5. Business partner

Any party, other than members of the Organisation, with whom the Organisation has, or intends to establish, any type of business relationship.

NOTE 1. Business partners include, but are not limited to, customers, joint ventures, joint venture partners, consortium partners, contractors, commission agents, consultants, subcontractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors.

9.6. Third parties

Includes business partners and any other persons and bodies independent of the Organisation.

10. Annexes

10.1. Declaration of absence of conflict of interest

Mr/Mrs., with ID. no. in compliance with the provisions of the **VASS** Conflict of Interest Policy declares:

1. That he/she is aware of the Code of Ethics and the **VASS** Conflict of Interest Policy, as well as of the situations that may be considered as a conflict of interest.
2. That at the time of signing this Declaration he/she is not in any situation of actual or potential conflict of interest between his/her personal interests and those of **VASS**, ensuring at all times transparency, objectivity and impartiality in decision-making both on his/her own behalf and on behalf of **VASS**.
3. That he/she is fully aware that if he/she finds him/herself in a situation of conflict of interest, he/she must notify the criminal compliance body by means of the form attached to the **VASS** Conflict of Interest Policy as **Annex 3**.

⁵ VASS shall certify the composition of the CCB by means of a formalised appointment approved by the management body.

In _____, _____ (date) _____ of 202__.

(Name and signature)

10.2. Declaration of absence of conflict of interest for persons in specific positions

Mr/Ms _____, with ID No. _____ in compliance with the VASS Conflict of Interest Policy. I undertake:

1. Not to carry out transactions with the company, except for ordinary transactions, carried out under standard conditions and of little relevance, understanding as such those whose information is not necessary to give a true and fair view of the assets, financial situation and results of the company.
2. Not to use my position on behalf of the company to carry out transactions of a private nature that are beneficial to me or that may damage the image of the company in which I hold office.
3. Not to use corporate assets, including confidential company information, for my own benefit or that of a third party in private transactions.
4. Not to take advantage of the company's business opportunities.
5. Not to obtain advantages or remuneration from third parties outside the company and/or its group, associated with my position, except for mere courtesies.
6. Not to engage in any activities of my own account or of the account of others which are in effective competition with the company, either currently or potentially in the future, or which in any other way place me in permanent conflict with the interests of the company.

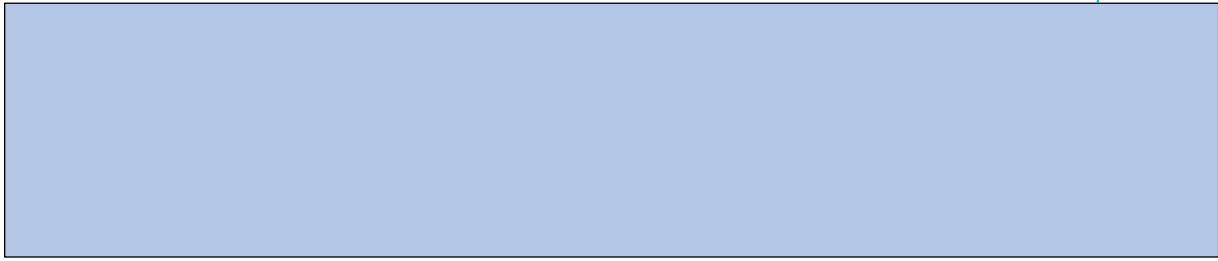
This declaration also applies to persons related to the undersigned.

If at the time of signing this declaration you are in a situation of Conflict of Interest, please tick "yes", otherwise "no":

Yes

No

If the answer is yes, and you do have a direct or indirect Conflict of Interest, you or your related persons must expressly disclose it to the Criminal Compliance body as set out in the Conflict of Interest Policy and indicate the reason in the box below:



Finally, I undertake to disclose, in the future, any conflict of interest situation affecting me to the Organisation, in accordance with the requirements of this Policy.

In _____, _____ (date) _____ of 202__.

(Name and signature)

10.3. Disclosure of potential conflict of interest

a) Personal information

- Full name:
- ID no:
- Address:
- Telephone:
- E-mail:

Message:

In compliance with the VASS conflict of interest policy, I wish to disclose to the Organisation the existence of a new or newly known situation that may involve an actual or potential conflict of interest with VASS.

b) Conflict of interest

- I. Class/origin of the conflict:
- II. Have you been involved in any decision-making affected by the conflict?
 - a) Already adopted, already implemented?
 - b) To be adopted?

c) Appointment to public or political office:

- I. Position:
- II. Administration / Entity / Body:
- III. Date of taking up office:
- IV. Date of leaving office:

Mr/Mrs. _____, in _____ (date) _____ of 202_.

(Name and Signature)