



**EVERIS**  
FOUNDATION

# **CODE OF CONDUCT AND GOOD GOVERNANCE**

## **EVERIS FOUNDATION**

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## 1. INTRODUCTION

The rules, principles and guidelines set out in this Code serve as a guide and are binding on all employers, executives and collaborators/individuals of the everis Foundation, where applicable and as appropriate, as well as on the other actors with whom the Foundation is related (individuals, other entities, suppliers, Administration, etc.).

## 2. MISSION

- 2.1. From everis Foundation, we give back to society the best we get from it: talent as the driving force of progress. We altruistically channel the capabilities of those who make everis towards projects in education, science, innovation and entrepreneurship.
- 2.2. We contribute through our volunteer work, with the support of external resources and/or through alliances, so that talent can be transformed into value propositions for society.
- 2.3. We seek to ensure that society acknowledges the value of talent and eliminates the social, geographical and economic barriers that hinder its development.
- 2.4. We conduct our activities in those countries where everis operates, in Europe and America.

## 3. TRANSPARENCY AND COMMUNICATION

### 3.1. Relevant information and accountability

The Foundation will:

- 3.1.1. Inform society about its purposes, activities and beneficiaries of its actions. It will also disclose the Statutes by which it is governed and this Code, as well as the composition of its governing body and management team.
- 3.1.2. Be subject to external audit, without prejudice to the fulfilment of its legal obligations.
- 3.1.3. Report on its annual accounts and activities, as well as on any other relevant information.
- 3.1.4. Report on the projects it develops and on the group of beneficiaries served.

3.1.5. Publish its activities by disseminating the information referred to in the previous sections. The web and social networks will be a fundamental instrument for the communication and publication of the Foundation's actions.

## 4. FINANCIAL SUPERVISION AND CONTROL

### 4.1. Autonomy

4.1.1. The Foundation will have sources of funding that comply with current legislation and that come exclusively from the everis Group in order to favor the continuity of its activity and guarantee its financial autonomy. Exceptionally, external financing for particular actions may be approved.

4.1.2. The Foundation will not accept economic contributions that condition the fulfilment of its objectives, its values or its principles, that jeopardize the fulfilment of its purposes, or whose origin is illicit or not transparent.

4.1.3. Procurement and optimization of resources.

The Foundation will:

4.1.3.1. Have an expenditure approval policy based on austerity, with supplier selection criteria equivalent to those contemplated by the everis Group in its Code of Ethics and Professional Conduct, which, in any case, must conform to the principles of impartiality, transparency, objectivity and sustainability.

4.1.3.2. All external services and supply contracts will need to comply with the aforementioned principles.

4.1.3.3. Establish an internal procedure to control expenses and revenues.

4.1.3.4. Ensure that its assets do not lose value and will comply the Council Agreement of 20 February 2019 of the National Securities Market Commission of Spain, approving the code of conduct relating to investments by non-profit entities [Spanish Official State Bulletin (BOE) of 5 March 2019].

## 5. ACTIVITY PLANNING AND SUPERVISION

The Foundation will:

- 5.1. Plan its activities and apply its criteria and procedures for the selection of projects and beneficiaries –duly approved by the Board– always in compliance with the Foundation purposes.
- 5.2. Stablish internal control and supervision mechanisms of its activity.
- 5.3. Have a system of indicators, approved by the Board, allowing for the evaluation of its activity, effective results and, where appropriate, its social impact.
- 5.4. Have appropriate procedures in place to control the correct use of its resources.
- 5.5. Certify, in due legal form and where applicable, the effective application of the contributions received from third parties to the specific projects of the Foundation and in effective fulfilment of its foundational purposes.

## 6. GOVERNANCE OF THE FOUNDATION

### 6.1. Ethical behavior

Respect for ethics, for the principle of integrity and for all applicable regulations at all times will inspire the actions of, but will not be limited to, employers, executives and collaborators/individuals. All persons who are members of the Foundation and relate in any way to the Foundation will act under the principles of diligence, good faith and primacy of the purposes of the Foundation in accordance with the will of the everis Group as founder.

### 6.2. Non-discrimination principle

The Foundation will offer equal treatment to those who may be affected by its actions, without any discrimination with regard to place of birth, race, gender, religion, disability, opinions or any other personal or social condition or circumstance.

### 6.3. Free of charge

The members of the Board will hold office at no charge, without prejudice of being reimbursed by any duly justified expenses they may incur in the course of their work, in accordance to austerity and efficacy criteria.

## 7. BOARD

The Board is the governing and representation body of the Foundation and will meet as often as necessary to carry out its functions effectively, all in accordance with the provisions of its Statutes.

### 7.1. Structure and competences

7.1.1. The Statutes of the Foundation describe its size, structure and operation. The Board is in charge of governing, representing, administering and disposing of the assets of the Foundation.

7.1.2. The Board of the everis Foundation will have the broadest powers to enforce the purposes of the Foundation, without other limitations than those expressly defined by the current regulation and those which, where appropriate, may be established by its Statutes, in accordance with said regulations.

7.1.3. The competence of the Board extends without exception to everything concerning the government, disposition of the patrimony, administration and representation of the Foundation, and to the approval, interpretation and modification of the Statutes, as well as to the resolution of all incidences or circumstances of any other nature that could arise.

7.1.4. The Board holds the ultimate responsibility of all the activities conducted by the Foundation, as well as the approval, examination and review of the budgets and the economy of the Foundation.

7.1.5. In any case, the Board will have the competences attributed to it by the law and the Statutes of the Foundation, and in particular the following:

- 7.1.5.1. Inspect, supervise and guide the actions of the Foundation.
- 7.1.5.2. Organize and direct the internal and external operation of the Foundation.
- 7.1.5.3. Establish all kinds of action protocols as appropriate.
- 7.1.5.4. Appoint the Board members, the Board member who will act as Chairperson of the Board, the Board member who will act as Secretary and, as appropriate, the Director of the Foundation.

7.1.5.5. Plan, design, elaborate and approve every year the program of activities to be developed by the Foundation in compliance with its foundational purposes.

## **7.2. Obligations and responsibilities of the Board**

7.2.1. To undertake the aims and objectives of the Foundation in accordance with the Statutes and the will of the founder, interpreting the aims pursued in full compliance with current legislation.

7.2.2. To plan the activities, choosing those most in accordance with the foundational purposes.

7.2.3. To supervise the effective application of policies and strategies that may apply to the Foundation, and to monitor its activities –making resources available and ensuring their efficient allocation.

7.2.4. To analyze the financial statements of the Foundation and, where appropriate, to approve the annual financial statements and supervise the management of the foundational assets.

7.2.5. Ensure its agreements are in accordance to Law, to the governing Statutes, to this Code and to the interests of the Foundation.

7.2.6. If so deemed by the Board of Trustees, to choose the Director of the Foundation rigorously and objectively, defining the profile of the candidate and the selection criteria, according to the principles of merit and ability.

7.2.7. To define the functions and responsibilities of the Director and to establish his/her objectives within the strict framework of the action plan.

7.2.8. To take part in relations with the Foundation's stakeholders.

## **7.3. Appointment, renewal and replacement**

7.3.1. The appointment of the members of the Board will occur as set out in the Statutes of the everis Foundation, in accordance to the will of the founder in a rigorous, objective and diligent manner. The appointment of Board members will consider their abilities, experience, ethics and integrity.

7.3.2. The Foundation will seek the renewal of the Board with attention to the balance between change and continuity of its members.

#### **7.4. Obligations and responsibilities of the Board members**

7.4.1. To know and assume the principles, values and purposes of the Foundation, with a commitment to their achievement.

7.4.2. To act with diligence, loyalty and independence.

7.4.3. To preserve the public image of the Foundation and to divulge its work.

7.4.4. To provide experience and knowledge related to the activities and the management of the everis Foundation.

7.4.5. To attend the meetings.

7.4.6. To devote the time and efforts necessary for the supervision of matters related to the governance and management of the Foundation.

7.4.7. To maintain confidentiality of the discussions held in meetings of the Board, the Delegate Commission and any other committees that may exist within the Foundation.

7.4.8. To report to the Board any judicial, administrative or any other kind of claims that could personally involve the said member or the entity they represent when this could affect the reputation of the Foundation, as well as to inform of any eventual conflict of interest.

7.4.9. The members of the Board will voluntarily resign from their position when they cannot fulfill the obligations established in this article in the manner established in the Statutes.

#### **7.5. Rights**

The members of the Board have the right to obtain additional information as deemed necessary on any matter within their competence, as well as regular information regarding the accounts and main indicators of the activity of the Foundation.

## 7.6. Conflict of interest

7.6.1. The members of the Board must refrain from taking part in discussions and votes related to office appointment, re-election or termination proposals, as well as any other matter where there could be a particular interest or interest of the entity they represent or by which they might be affected.

7.6.2. Without prejudice to the procedures of authorization or communication as legally appropriate, the Board must know and approve any commercial relations that may arise between the Foundation and the members of the Board or the entities they represent.

7.6.3. The members of the Board must communicate the Board about their participation –even free of charge– in organizations that have the same or similar purposes as the Foundation.

7.6.4. The members of the Board cannot use their status as member of the Board to obtain any financial gain or any other undue advantage or personal benefit.

## 8. DELEGATE BODIES

### 8.1. Delegate Comission

8.1.1. The Board may create, on its own, other bodies deemed necessary or adequate for the better functioning of the Foundation. Likewise, the Board may make and revoke the corresponding appointments of said bodies and establish, modify or revoke the internal provisions and regulations necessary for the operation thereof.

8.1.2. The Delegate Commission is the body that acts by express delegation of the Board, resolves the matters entrusted to it and, in general, monitors the activity of the Foundation, giving an account of its actions to the Board.

8.1.3. Its functions will be contained in the Statutes of the everis Foundation.

8.1.4. The Delegate Commission will be composed of maximum six members. The Chairperson and the Secretary will be, respectively, the Chairperson and the Secretary of the Board. The rest of members must also belong to the Board, except for the Secretary General of the Foundation and the Executive Director who will be members of the Commission with the right to speak but not to vote.

8.1.5. The Delegate Commission will meet six times a year and will hold extraordinary sessions whenever the Chairperson decides or when requested by at least three of its members.

## **9. POSTS IN THE FOUNDATION**

### **9.1. Chairperson**

9.1.1. The Chairperson must promote the good functioning of the bodies within the Foundation and ensure the presence and active participation of Board members, thus demonstrating the importance of fulfilling their obligations.

9.1.2. In addition to the duties that statutorily and legally correspond, the Chairperson will ensure that Board members receive the information and documentation necessary for the fulfilment of their obligations.

### **9.2. Secretary**

9.2.1. The Secretary will be appointed among the members of the Board.

9.2.2. In addition to the duties that statutorily and legally correspond, the Secretary will assist the rest of the members of the Board with the necessary advice and information for the fulfilment of their obligations and will ensure the formal and material legality of agreements.

### **9.3. Secretary General. Legal Counsellor**

9.3.1. It is the duty of the Legal Counsellor to carry out the functions attributed to him/her by the legislation in force and, in particular, to ensure the formal and material legality of the actions of the Board of Trustees; to ensure the compliance with the requirements established regarding to the call, constitution, and decision-making process of the Board of Trustees; to check its statutory regularity; to comply with the provisions issued by regulatory bodies, such as, for example, the Spanish Protectorate of Foundations; and to ensure compliance with the criteria of Corporate Governance.

9.3.2. In his/her capacity as Lawyer, the Secretary General of the Foundation takes on the tasks of providing legal advice in the activities and operations of the Foundation, and resolving any consultation of a legal nature, including the preparation of written pleadings, agreements and contracts.

#### 9.4. Director

9.4.1. The Director is responsible for the executive direction and the operational management.

9.4.2. The Director will attend the meetings held by the Board and the Delegate Commission and will have the right to speak but not to vote.

9.4.3. The Director will present to the Board and to the Delegate Commission all the information necessary for the correct performance of his/her competences and responsibilities.

9.4.4. The Director will refrain from attending and taking part in discussions in which he/she may have a particular interest, with the exception of those relating to the responsibilities entrusted to him/her.

9.4.5. The Director will give priority to the objectives of the Foundation over individual objectives, so that conflicts of interest or any incompatibility between personal and work issues do not arise.

## 10. RELATIONS OF THE FOUNDATION WITH DONORS AND COLLABORATORS

### 10.1. Relationship with donors

10.1.1. Without prejudice to the general obligations set forth in this Code, the Foundation will promote transparency in relation to its sole donor, providing them with the information set out in the following provisions.

### 10.2. Information

10.2.1. In case the sole donor so requires or where applicable law so provides, the Foundation will provide:

10.2.1.1. Accurate and true information about the destination of the funds, with identification of the amounts committed to the funding of programs, to administrative expenses and to fund raising.

10.2.1.2. Information about the compliance with tax duties for the Foundation, as well as other requirements laid down in Law 49/2002 of 23 December, on the Tax Regime of Non-Profit Entities and Tax Incentives for Patronage.

### 10.3. Rights of the sole donor

10.3.1. The Foundation will respect the will of its sole donor without modifying or allocating the donor's contribution to a destination other than that stated by the said donor, without the donor's express authorization.

### 10.4. Collaborators – Natural persons

10.4.1. The activity of collaborators will have an altruistic purpose.

10.4.2. The Foundation will produce and make public the norms that determine the form of selection and the activities of the collaborators.

10.4.3. The Foundation will previously define the functions of its collaborators and the domain where they must operate, and they will not be allowed to take on the duties of the professionals working for the Foundation.

10.4.4. The Foundation will make its best efforts to set the guidelines that govern the relationship of natural persons who individually and personally join the initiatives of the Foundation.

10.4.5. In order to carry out its functions, the Foundation shall provide these collaborators with appropriate training, either directly or through third parties.

10.4.6. In case there is no coverage in the insurance policies subscribed by the Foundation, the Foundation will take out an insurance policy, appropriate to the characteristics and circumstances of the activity carried out by the collaborators/individuals, to cover them against the risks of accident and illness arising from their voluntary activity, as well as civil liability for any eventual damage caused to third parties that may be required of the volunteer or the Foundation.

10.4.7. The collaborators are obliged to fulfil the commitments undertaken with the Foundation. They must maintain, when appropriate, the confidentiality of the information received and known in the course of their activity.

## **11. EVERIS GROUP EMPLOYEES WHO COLLABORATE WITH THE FOUNDATION**

- 11.1. The employees of the everis Group who collaborate with the Foundation and its initiatives will observe the values, principles and guidelines set out in the Code of Ethics and Professional Conduct of the everis Group, without prejudice to the fact that such cooperation must also be in accordance with the provisions of this Code, insofar as they are expressly applicable to them and do not contradict the provisions of the everis Group Code.

## **12. COLLABORATION WITH OTHER INSTITUTIONS**

- 12.1. For the correct accomplishment of its activities, the everis Foundation will collaborate with any other entities, organizations or institutions, public or private, without prejudice to what is established in the following section.

## **13. REGULATORY COMPLIANCE**

- 13.1. The everis Foundation promulgates all the regulations (international, European and national) that may be applicable due to its activity, in particular the Anti-Corruption, Prevention of Money Laundering and Competition regulations. In any case, the everis Foundation prohibits any conduct that could lead to a breach of regulations or to a possible crime, for which it will take all the necessary measures for prevention and control.
- 13.2. In the context of its activity, the everis Foundation specially prohibits any corruption or bribery action, whether direct or indirect, both in the public and the private sectors. In particular, it will be expressly prohibited to offer, promise or deliver, as well as to receive or accept any gift, hospitality and/or undue advantage which is not in accordance with the customary commercial practices and which is intended to obtain a contract or retain or preserve a signed contract, including subsidies or public aids.

## **14. ACCEPTANCE, COMPLIANCE AND VERIFICATION OF STANDARDS OF GOOD GOVERNANCE AND GOOD PRACTICE**

### **14.1. Compliance monitoring and control**

14.1.1. All the members of the everis Foundation and any related person must fully comply with the rules set out in this Code. Likewise, the values and principles herein contained will apply to third parties acting on behalf of the Foundation or in any way collaborating or interacting with the Foundation.

14.1.2. The monitoring and control of the application of this Code will be the competence of the Board of the Foundation, which will ensure its adequate dissemination, full knowledge and compliance, and will be responsible for its updating when appropriate, adopting the disciplinary or legal measures that may be appropriate, in the event of violation of the same, in whole or in part.