

## **CONFLICT OF INTEREST POLICY**

In accordance with the Code of Ethics and Conduct, the following conflict resolution policy is established:

### **Article I: Purpose**

The purpose of the conflict of interest policy is to prevent the personal and/or institutional interests of the members of the governing body from interfering with the normal performance of their work at Agrónomos Sin Fronteras Foundation and to ensure that there is no personal, professional or political benefit to the detriment of the entity.

Conflict of interest is defined, therefore, as an interest that could affect, or could appear to affect, the judgment or conduct of some member or members of the governing body, contracted personnel, etc. to the detriment of the interests of the entity.

This policy is not intended to prohibit the existence of relationships between the entity and third parties related to the governing body, employees or other individuals or groups related to the organization whose interests may coincide in the performance of some joint activity (duality of interest and non-conflict).

This policy does require, however, in the event of the possibility of any of the aforementioned situations, the obligation to inform the person who designates this policy and that, if it is decided that such a conflict of interest exists, the person or persons involved do not participate in the decision-making process.

### **Article II: Definition**

The Agrónomos Sin Fronteras Foundation should be able to identify potential conflict of interest situations that may arise given the nature of its activity and the particularities of the organization. It would be advisable to review with some frequency whether any of these situations exist or could exist in order to act with the utmost diligence.

"In the event of a conflict of interests or rights between the foundation and any of its trustees, whose existence must be determined by the Board of Trustees by a simple majority of those attending, those affected shall not participate in the decisions in the following cases:

- a) Adoption of agreements establishing a contractual relationship between the foundation and the person who is a member of the Board of Trustees, his or her representative, his or her relatives up to the fourth degree of consanguinity or second degree of affinity inclusive, or a person linked by a relationship of affectivity analogous to that of a spouse, or in the adoption of agreements establishing a contractual relationship between the foundation and a company or organization in which the member of the Board of Trustees, his/her relatives to the same degree, his/her spouse or a person linked with a relationship of

affectivity analogous to that of the spouse, have a shareholding of more than twenty-five percent.

- b) Adoption of resolutions establishing remuneration for services rendered to the foundation.
- c) Adoption of resolutions by which liability action is brought against the affected person who is a member of the Board of Trustees".

"The interest of the following persons shall be equated to personal interest, for the purpose of assessing the existence of a conflict of interest:

- a) In the case of a natural person, that of the spouse, that of other persons with whom he/she is especially linked by ties of affectivity, that of his/her relatives in the straight line without limitation and in the collateral line up to the fourth degree of consanguinity or the second degree of affinity, and that of legal persons in which management functions are exercised or with which a decision-making unit is constituted, directly or through an interposed person, in accordance with commercial legislation.
- b) In the case of a legal person, that of its administrators or attorneys-in-fact, that of the controlling partners and that of the entities that form a decision-making unit with the same, in accordance with mercantile legislation."

### **Article III: Procedure**

**1.- Communication:** The person or persons who become aware of the possible existence of a conflict of interest of their own or of another member of the entity shall bring it to the attention of the President of the Foundation, providing the evidence or arguments necessary to verify whether such conflict of interest exists or could appear to exist.

**2.- Determination of whether there is or could appear to be a conflict of interest:** At a meeting of the Board of Trustees or Delegated Commission, the case shall be presented with as much information as possible and the person concerned shall be heard. Subsequently, said person shall leave the meeting and it shall be discussed and decided whether it is considered that a conflict of interest situation exists or could appear to exist.

**3.- Procedure to be followed:** Always at a meeting of the governing body or Executive Committee.

- a) The interested person shall make a presentation explaining his/her reasons for the hiring or the agreement to be reached. Subsequently, this person shall leave the meeting.
- b) The chairman of the governing body in question may summon to the meeting one or more disinterested persons to propose alternatives to the transaction or contracting or the situation outside the option presented by the interested person.

- c) Subsequently, the governing body shall decide whether any of the proposed alternatives may be equally or more beneficial than the one that may involve a conflict of interest.
- d) If none of the proposed alternatives improves the conditions of the one presented by the interested party, a majority of the disinterested members must decide whether to proceed with the contract or agreement.

#### **4.- Non-compliance with the Conflict of Interest policy:**

- a) If the governing body or Delegated Committee becomes aware of a possible breach of the conflict of interest policy it shall inform the member of the reasons for believing that the policy has been breached and allow the person concerned to state his or her view of the situation.
- b) If, after the above, the governing body or Delegated Committee decides that the proper procedure has not been followed or that a conflict of interest, whether actual or potential, has not been reported, appropriate action shall be taken, up to and including removal of the individual from the governing body.

#### **Article IV: Archiving of the process and rendering of accounts**

The minutes of the meetings of the governing body or the Delegated Commission shall contain:

- 1.- The names of all persons who have intervened since the beginning of the process with a summary of their interventions.
- 2.- The alternatives studied to the transaction or agreement proposed by the interested party.
- 3.- The reasons for which it has been decided to continue with said transaction or agreement.
- 4.- The agreement reached and the final vote.

#### **Article V: Publicity**

Each member of the governing body, as well as any person to whom any decision-making capacity in the entity is delegated, shall sign a document or letter stating that:

- 1.- Has received a copy of the conflict of interest policy.
- 2.- You have read and understand the policy.
- 3.- You agree to comply with the policy.

#### **Article VI: Periodic Review**

Annually the governing body shall review and issue a report justifying that the transactions, contracts, agreements, etc. carried out in which a conflict of interest has arisen or appeared to be likely to arise, are still justified by their beneficial conditions for

the entity to the detriment of other possibilities that would not involve a conflict of interest.