

AIRTFICIAL | Conflicts of Interest Policy



Conflicts of Interest Policy

Reference	A_POC-07
Title of the Standard	Conflicts of Interest Policy
Summary of the Standard	Help ensure that, when actual or potential conflicts of interest arise, the organization has an established process for communicating relevant facts about the situation to the governing body.
Scope	Airtificial Group
Category	Policy
Responsible	
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Approved by	Airtificial Board of Directors
Affects	Not applicable
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1 Introduction

This policy is the result of the constant process of review and improvement implemented in Airtificial Group in relation to regulatory compliance and addresses the prevention, detection, management and sanctions in relation to conflicts of interest that may occur in any process of decision or award, purchase or sale of goods and / or services that the company intends to carry out.

2 Definition of conflict of interest

A conflict of interest occurs in any situation in which a personal interest interferes or may interfere with the ability of a person, organization or institution to act in accordance with the interest of another party, provided that the person, organization or institution has an obligation to act in accordance with the interest of the other party. In other words, a conflict of interest exists when, in the exercise of the functions of the position, there is a conflict between the interests of the individual and those of the institution for which he/she works.

Thus, a conflict of interest arises when a person, as a director, executive or employee of an organization or institution, is influenced by personal considerations when performing his work that may lead him to be disloyal, to forget the collective interests and to act for his own benefit or that of a third party, thus ignoring the most elementary duties of good faith, loyalty and trust.

In general, the need to address and manage a conflict of interest arises from the very moment that a manager, executive or employee of an organization or institution must face opposing interests in the course of his or her activities and by virtue of his or her status as an employee of the company.

As mentioned above, a conflict of interest can occur at any level of the company, although the greater the decision-making capacity of the person involved, the greater the repercussions.

For all these reasons, it is necessary that all decision-makers within the company are aware of the need and obligation to report the existence of a conflict of interest as soon as possible and without delay.

3 Addressees of the conflict of interest policy. Roles and responsibilities for the prevention and detection of conflict of interest.

- a. Senior management is the body responsible for defining the Conflict of Interest Policy and for promoting a culture of compliance and ethical and loyal behavior within the company, communicating the importance and responsibility of all members of the company who must, in all cases, adopt their decisions putting social interests before personal interests.
- b. The Chief Compliance Officer (CCO) is responsible for analyzing complaints or allegations reported through the Whistleblowing Channel System, guaranteeing the confidentiality and security of the information and reporting to the Audit Committee in order to determine the corrective, preventive or disciplinary actions to be proposed to the Board of Directors.
- c. Those responsible for those areas that are responsible for making decisions that may affect the normal operation of the company. In particular, those responsible for those who have special and continuous commercial relations with suppliers of goods and services must know and follow this policy.
- d. Finally, employees who may make decisions in connection with matters related to the normal course of business are also responsible.

4 Processes

4.1.- The implementation of a firmly established system, such as rules of conduct or a code of ethics, which prescribes the conduct expected of employees and includes a detailed description of situations that are considered acceptable and unacceptable or require prior authorization, is essential to manage and mitigate potential conflicts of interest. These documents raise staff awareness and help reduce the number of compromising situations.

4.2.- Declaration of a conflict of interest before or during decision making

4.2.1 Appropriate measures shall be taken to ensure that any decision regarding the company is taken solely in the corporate interest.

4.2.2. In order to achieve this objective, it is mandatory that the person or group of persons who must make any decision involving the company analyze their personal situation with respect to the company.

This analysis should consider aspects such as the existence of personal factors -family or friends- or external factors -gift promises, future expectations of new business- that may directly or indirectly affect the correct decision making process.

4.2.3. If the above analysis confirms the existence of factors that may impair the decision-making process, the person(s) in question shall immediately communicate such circumstance to his/her superior, the Chief Compliance Officer (CCO), or to the other persons involved in the decision-making process.

In the event that the conflict of interest is communicated to the hierarchical superior or to the other persons involved in the decision-making process, it must be reported to the Chief Compliance Officer (CCO) and, as a last resort, to the Audit Committee within two days so that it is fully aware of the situation.

The hierarchical superior or other persons who may have access to the communication issued by the person concerned shall keep the strictest confidentiality with respect to the information provided, undertaking to treat it and exhibit it only to those persons who must decide on this matter.

4.2.4 Communication may be made orally or in writing. In those cases in which the statement is made orally, the persons to whom the conflict is communicated shall document it so that it is accessible at a later date.

4.2.5 In any case, the facts presented by the person involved shall be analyzed in order to clarify the situation. During the period of time it is necessary to proceed with the analysis of the possible existence of the conflict of interest, such person shall be temporarily removed from the decision-making process.

4.2.6. Depending on the scope and nature of the conflict of interest that has arisen, the decision-making body shall proceed to modify the distribution of functions and responsibilities of the affected personnel.

4.2.7. Once the conflict of interest has been analyzed, the decision-making body, after communicating it to the person involved, may:

- I. reintegrate and maintain the person in the decision-making process, giving the reasons for such a decision, or
- II. proceed to the immediate exclusion of the person from the specific decision-making process.

In such a case, the decision-making body shall ensure that its decision is fully transparent, and ensure that it is based on transparent and fair evidence.

4.2.8 All actions taken in response to conflict of interest situations in any decision making shall be duly documented.

4. 3.- Detection of a conflict of interest in relation to a decision-making process

4.3.1 The imperative and general rule is that any manager, executive or employee of the organization shall immediately report any conflict of interest to his or her superior.

4.3.2. In any case, the Company shall devote its efforts to analyze, by any means permitted by law, the personal and professional situation of its directors, executives or employees in order to detect those personal or professional ties of the former with third parties, natural or legal persons, which may affect the normal development of the Company's own business.

4.3.3. If, after conducting these investigations, the existence of a possible conflict of interest is proven, the following process shall be followed:

4.3.3.1 The Chief Compliance Officer (CCO) shall notify the manager, executive or employee of the organization of the alleged existence of the conflict of interest.

4.3.3.2 The person involved shall be granted a period of three days to present in writing any allegations he/she deems appropriate, in which he/she shall, where appropriate, refute the information obtained by the company.

4.3.3.3 If there is an ongoing decision-making process, the person involved shall be removed from the process.

4.3.3.4 Based on the content of the allegations presented by the director, executive or employee of the organization, the Chief Compliance Officer (CCO) shall inform and propose to the Audit Committee one of the decisions set forth in 4.2.6 and 4.2.7 above for the latter to take the final decision.

4.4. The company will not tolerate behaviors contrary to those determined in this policy, so that failure to comply with it may result in disciplinary sanctions determined in the legislation in force, including those of greater severity.

rules relating to conflicts of interest, as well as any others of the same nature that may be incorporated in the future.

5 Reporting of unethical or illegal actions or behaviors.

Any manager, executive or employee of the company's organization is obliged to report or bring to the attention of the Chief Compliance Officer (CCO) or through the Whistleblowing Channel any unethical and/or illegal action or conduct, through the channels established for this purpose.

In order to allow the company's advisors and suppliers to make the same communication, Airtificial Group has set up a complaints channel on its website.

6 Dissemination of Conflict of Interest Policy

The Administrative Body is responsible for ensuring that Airtificial Group complies with applicable laws and regulations, respects the uses and good practices of the sectors and territories where it operates and observes the principles of social responsibility that it has voluntarily assumed.

In accordance with the foregoing, the Board of Directors, through its officers and senior managers, shall promote the monitoring by the officers and employees of the