

# sando





**POLICY OF ACTION IN THE PRIVATE  
SECTOR AND CONFLICTS OF INTEREST**  
**GRUPO SANDO'S POLICY OF ACTION IN THE PRIVATE  
SECTOR AND CONFLICTS OF INTEREST**

**GENERAL PRINCIPLES OF ACTION**

In developing its activity, GRUPO SANDO competes fairly in the market and interacts with many companies and private entities. The Group's priority objective is to contribute to maintaining the rules governing free competition since the more significant the competition is, the greater the guarantee of the quality of the services provided.

For this reason, SANDO maintains a policy of transparency in relations with the private sector to avoid any conflict of interest, guaranteeing that the company's commercial decisions respond exclusively to the development of its professional activity excellently.

This is projected on the dual external level, i.e. in the relationships with suppliers, customers and companies in the sector, and internal, i.e. in the relationships between the Group's professionals (directors, managers and employees) (the "Professionals") with the company itself.

**KEY POINTS TO KEEP IN MIND**

The purpose of this policy is to specify the general principles of SANDO's action, describing the criteria and rules that guide the performance of the functions and tasks of the SANDO Group Professionals in the context of the relationships of the company, its administrators, managers and employees in the private sector.

The relationships of SANDO Professionals in the private sector can generate conflicts of interest. At the same time, they can violate competition rules. The acceptance or offer of gifts when there is no apparent reason to justify it, as well as the performance of work or investments in supplier companies or customers, can generate conflicts of interest, which unnecessarily link future business decisions with the personal acceptance of gifts. Constraints of this nature will also imply a compromise on the rules of competition, which are fundamentally based on the strength of the supply of products and services; a commitment, in short, to the Group's vocation for excellence in providing its services.

Spanish law prohibits and punishes the following behaviours when carried out in the commercial sphere:

- Promise, offer or grant benefits or advantages to directors, directors, employees or collaborators of other commercial companies or organisations to be favoured in contracting, acquiring, or selling goods. It is forbidden to do so directly or through an intermediary, for example, through third parties, friends, or shell companies.
- This conduct is criminal whether the gift or favour is offered or delivered on one's initiative or if it is done at the request of the director, administrator, collaborator or employee of third parties.
- Receiving, requesting or accepting unjustified benefits or advantages of any nature to favour the person granting the advantage or benefit over third parties.
- These behaviours are punishable by severe penalties, both for the individual (up to 4 years in prison and a fine of up to three times the profit obtained) and for the company on behalf of which they may act (fines, suspension of activities, prohibition of public procurement, etc.).

Benefits or advantages can be understood as any direct or indirect consideration, from objects of economic value, cash or transfers, investments, hiring of third parties (family or friends of the person from whom you will be favoured), etc.

Only the attention given to administrators, directors, employees, or collaborators of other companies that occurs in habitual, social, **and courtesy uses is excluded from the above prohibition.**

If attention is received from any administrator, director, employee or collaborator of a higher value than that accepted by SANDO or may affect its objectivity, it must be rejected, and in case of impossibility, it will be used for social interest.

SANDO's commitment to compliance with these laws and the principles that inspire them is absolute in every one of its areas of activity and is an essential part of the development of its activity under the principles of ethics, transparency and excellence.

This policy and its rules of conduct are mandatory for all Professionals who are part of the Group, as well as other collaborators, consultants, agents or contracted third parties.

Failure to comply with the provisions of this policy or any of the rules of conduct contained therein will lead to disciplinary sanctions that, where appropriate, may lead to the termination of the employment or commercial relationship that the offender maintains with SANDO.

There is a *Communication Channel* (through the e-mail address) **canaldenuncias@sando.com** available to all the people of the Sando

Group that will attend and resolve any questions, doubts or uncertainties about applying this policy in each specific case.

## **STANDARDS OF CONDUCT IN RELATIONS WITH THE PRIVATE SECTOR**

The following rules of conduct respond to the principles of ethics and transparency in developing SANDO's activity, particularly in the relationships and interactions of the people belonging to the Group in the private sector.

**First.**- It is forbidden to solicit gifts, advantages or favours for oneself or a third party from customers, suppliers, subcontractors and other similar entities with whom SANDO maintains commercial relations.

**Second.**- It is forbidden to accept gifts from third parties (understood as customers, suppliers, subcontractors and other similar parties) of the company when such gifts consist of money or equivalent in any of its forms (checks, transfers, etc.).

**Third.**- It is forbidden to offer gifts to third parties, customers, suppliers, subcontractors, and others when such gifts consist of money or equivalent (checks, transfers, etc.). Due to their nature as the provision of services, the remuneration for conferences, seminars, presentations or working groups is not considered gifts, concerning which the provisions of rule Eight of this policy shall apply.

**Fourth.**- In general, **any attention from third parties with whom SANDO maintains commercial relations, produced in the context of habitual, social and courtesy uses, must be communicated to the hierarchical superior, who will obtain authorisation for its acceptance from the Compliance Body when its value exceeds 0 euros.** The attention received will be considered beyond mere courtesy and outside social usage when it differs from that usually given to other people who have had relationships with the same customer or provider. In case of doubt, the Compliance Body should be informed.

In those cases in which, due to its nature, characteristics or circumstances, *the Compliance Body* does not give the go-ahead for its acceptance by the Sando Group Professional, the latter will reject or, if it has already received it, return the care received to the donor and, if the return is not considered appropriate or appropriate, will incorporate it into a budget item intended for solidarity purposes.

In addition, **when its value is equal to or greater than 0 euros, it must be communicated to the Compliance Body to prepare a record of services issued or received** of an amount equal to or greater than 0 euros.

To this end, a brief description of the care, estimated amount at current market value, identification of the person providing it, and the recipient to whom it is intended must be stated.

In addition, **when its value is equal to or greater than 0 euros, it must be communicated to the Compliance Body to prepare a record of services issued or received of** an amount equal to or greater than 0 euros.

To this end, a brief description of the care, estimated amount at actual market value, identification of the person providing it, and the recipient to whom it is intended must be stated.

**Fifth.**- In general, **any service intended for employees, directors, administrators or collaborators of third-party companies with which SANDO maintains business relations, produced in the context of habitual, social and courtesy uses, must be communicated to the hierarchical superior when its value does not exceed 90 euros, who will obtain authorisation for its acceptance at the end of the year. Compliance Body when its value is equal to or greater than 90 euros and up to 200 euros.**

In addition, **when its value is equal to or greater than 100 euros, it must be communicated to the Compliance Body to prepare a register of services issued or received for an amount equal to or greater than 100 euros.**

To this end, a brief description of the service, the estimated amount at current market value, and the name and position of the client company or supplier to which it is intended must be stated.

It is forbidden for SANDO Professionals to directly or indirectly request any gift or service from suppliers or customers, regardless of its value.

**Sixth.**- **Concerning requests for personnel selection and/or filling vacancies:**

Any SANDO Professional who receives a job request (CV, hiring suggestion, request to respond to a job demand from a candidate, etc.) from employees, collaborators, managers, or administrators of supplier companies, customers, subcontractors and other similar employees of the company, **when such request is for family or friends of the applicant, it must immediately notify the Compliance Body.**

Once the communication has been received, the *Compliance Body* will collect the necessary documentation to know the reasons for the request and its potential interference with SANDO's ethical and compliance commitments. In any case, once the request has been communicated to the *Compliance Body*, it will immediately inform the Human Resources Department so that, depending on the applicant's CV, it can reject it or include it in the corresponding processes, following the guidelines and

operational tools established in the Selection Policy, and **avoiding situations of conflict of interest.**

**Seventh.-** The services provided to employees, collaborators, managers or administrators of client companies, suppliers, subcontractors and other similar companies by SANDO within the usual social and courtesy uses will be evaluated under the Fourth and Fifth rules. In case of doubt, the indicative criteria are those developed in the Fourth Rule of the Policy on Relations with Public Authorities and Officials.

**Eighth.-** Concerning the remuneration of speakers, employees, collaborators, directors or administrators of third-party companies with which SANDO maintains business relations, the Seventh Rule of the Policy on Relations with Public Authorities and Officials will be merely indicative. Notwithstanding the nature of the provision of services of participation in the events above, the hiring of the aforementioned persons must be communicated to the *Compliance Body* so that, where appropriate, it can decide on the proportionality of the remuneration.

**Ninth.-** All SANDO Professionals must notify the *Compliance Body* of any potential conflict of interest, abstaining from adopting decisions concerning contracting processes that affect or may affect the third parties concerning the conflict.

Conflict of interest means:

- the realisation or maintenance of direct or indirect investments or participations in companies that are clients or suppliers of SANDO;
- the development or execution of occasional or permanent work, directly or indirectly, and paid or unpaid, for companies or entities that are clients or suppliers of SANDO;
- any other that could compromise or question the impartiality of the decisions to be taken in the relationship with SANDO's customers and suppliers.

The *Compliance Body* shall inform the Board of Directors of any conflict situations of which it is aware.

## **REPORTING OF NON-COMPLIANCE**

Any SANDO employee who becomes aware of an action that violates this policy or constitutes a breach of any of its rules of conduct must report it to the *Compliance Body* by any of the following means:

- Through the Whistleblowing Channel enabled on the SANDO intranet



- By letter addressed to:

**Criminal Enforcement Body**

Avenida José Ortega y Gasset, 112 – SANDO Building  
29006 - Malaga

All reports of violations of this policy and its rules of conduct will be considered and appropriately investigated.

Such notification will be protected by confidentiality as long as it is given in good faith.

**COMMUNICATION OF THIS POLICY**

This policy on action in the private sector and conflicts of interest will be communicated to all administrators, managers and employees of SANDO, as well as periodic actions to raise awareness and remind them of their existence.

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**NOTE:** This policy is annexed to the Protocol on the Prevention and Detection of Crimes, approved by the **SANDO Board of Directors at its meeting on 30 April 2021.**