Fundación ITURRI

CODE OF GOOD GOVERNANCE

PREAMBLE

The governance of foundations requires a responsible and efficient use of the resources available to them in order to achieve the objectives set out in the statutes and annual action plans. The ITURRI Foundation (hereinafter, the Foundation) recognises the need for good governance and that is why this Code of Good Governance is approved by the Board of Trustees on 9 June 2024, recognising the need for good governance as an internal rule that contributes to more transparent and effective management.

At the same time, the principles and values of the ITURRI Group are accepted to follow the mission of contributing to a safer world, paying special attention to people in vulnerable situations.

The Foundation was established on May 3, 2023, and is registered in the Registry of Foundations of State competence by Resolution of October 2, 2023, with the assigned registration number 2785 and being recognized as being of general interest.

The Foundation's mission is to contribute to a safer world, redoubling efforts to reach vulnerable population groups and enhancing the preventive and response capacities of Emergency, Health and Environmental services, with sustainable solutions.

The Board of Trustees is responsible for interpreting and developing the appropriate supplementary regulations. The Foundation's Statutes, as well as this Code of Good Governance and the Code of Ethics, will provide a basic standard of compliance that will serve as a guide for the Trustees and other participants to guide their actions, adapting them to the principles, mission and values.

PRELIMINARY TITLE

Article 1. Purpose of the Code of Good Governance

The purpose of the Code of Good Governance is to formalise and develop the principles and values that the members of the Board of Trustees, the management team and the Foundation's staff must comply with in their actions in the planning and execution of all those actions through which the foundation's aims and objectives are materialised.

Article 2. Regulatory scope of the Code of Good Governance

In any case, the Code of Good Governance must be interpreted and applied as part of the Foundation's regulatory system, which consists of the following provisions:

a) Charter
b) Code of Ethics
c) And the future codes that are deemed necessary to include, with the prior approval of the Board of Trustees.

CHAPTER I. MISSION, PURPOSE AND AIMS

Article 3. Mission & Purpose

The purpose of the Foundation is to contribute to the protection of the most vulnerable groups, enhancing the preventive and response capacities of Emergency, Health and Environmental services, with sustainable solutions. This objective will be carried out through the following areas of action:

a) Aid to the Emergency and Health sector
b) Promoting Home Security
c) Supply of protective and uniform materials and equipment

d) Basic aid for groups in vulnerable situations
e) Aid for environmental protection

Article 4. Purposes

The Foundation was created with the main objective of contributing to a more sustainable, safer and protected world, both at the individual level (occupational or domestic accidents) and at the level of emergency and response to natural disasters or accidents. Through the Foundation, the following purposes of general interest:

a) Promote the protection and safety of people both at work and at home.
b) Disseminate and enhance knowledge about safety and security among citizens in general, and in disadvantaged groups in particular.
c) To promote scientific research and technological development in the field of safety and security.
d) Defence of protection and the environment, as well as the promotion of sustainability and the culture of recycling and the circular economy.
e) Promotion of volunteering.
f) International cooperation for development, mainly in the field of safety and security, the environment and sustainability.
g) Contribute to the social interest through the promotion of social, cultural, artistic, sports, educational, conservation of cultural or historical heritage and defense and protection of the environment.

Article 5. Values

The Foundation was born from a family business and that should be noticed in how we do things. We are people who help other people, in a close, simple way, with joy and from humility, to continue learning to do better every day. From transparency and authenticity, working as a team. The Foundation will be governed by the following values:

a) Humility
b) Authenticity
c) Simplicity
d) Joy
e) Collaboration
f) Transparency
g) Team
h) Solidarity

In addition, the Foundation is aligned with the United Nations 2030 Sustainable Development Goals, specifically:

a) End of poverty
b) Health & Wellness
c) Climate Action
d) Partnerships to achieve the goals

Article 6. Non-profit

The Foundation will not distribute any profits to the ITURRI Group, even in the event of dissolution, allocating the surpluses it may obtain to its founding purposes, in accordance with the provisions of current legislation and its Statutes.

Article 7. Responsible use of resources.

The use of the Foundation's resources will be honest and responsible, applying the principles of effectiveness and efficiency, maintaining an adequate record of the activity and effective control of its execution and the application of the funds, and must periodically inform the Board of Trustees of updates.

TITLE I. GOVERNANCE STRUCTURE

CHAPTER I. GENERAL PRINCIPLES OF GOOD GOVERNANCE

Article 8. Purpose

1. This Code of Good Governance of the Foundation develops and formalises the purpose, principles and values by which the Board of Trustees and the other persons involved in the Foundation's activity will be guided. The principles and values of the ITURRI Foundation must be taken into account for its interpretation, and it will be the responsibility of the Board of Trustees to implement an optimal interpretation.
2. This Code is approved within the framework of the powers of the Board of Trustees and includes the main national recommendations on good governance for non-profit entities.

Article 9. General principles

1. The Foundation assumes a set of principles and values to which it is committed in terms of good governance, these being:
   a) Act with transparency in the management of matters of interest, in accordance with the principles of effectiveness, economy and efficiency and with the aim of satisfying the general interest.
   b) To exercise the functions with dedication to public service, refraining from any conduct that is contrary to these principles.
   c) Respect the principle of impartiality, so as to maintain an independent criterion that is free from any particular interest.
   d) Ensure equal treatment and non-discrimination of any kind in the exercise of their functions.
   e) Act with due diligence in the fulfilment of obligations and promote quality in the provision of public services.
   f) Maintain a dignified conduct and treat the population involved with careful correctness.
   g) Assume responsibility for their own decisions and actions and those of the bodies they manage, without prejudice to others that may be legally enforceable.
2. The Foundation, the Board of Trustees and all those involved in activities to achieve the purposes of the Foundation must:
   a) They will carry out their activity with full dedication and with full respect for the regulations governing incompatibilities and conflicts of interest.
   b) They shall maintain due confidentiality with respect to facts or information known by reason of or on the occasion of the exercise of their powers.
   c) They shall inform the competent bodies of any irregular action of which they are aware.

d) They will exercise the powers attributed to them by the regulations in force for the exclusive purpose for which they were granted and will avoid any action that may put the public interest or the assets of the Administrations at risk.
e) They shall not be involved in situations, activities or interests incompatible with their functions and shall refrain from intervening in matters in which there is any cause that may affect their objectivity.
f) They will not accept gifts for themselves that go beyond the usual, social or courtesy uses, or favors or services under advantageous conditions that may condition the performance of their functions. In the case of gifts of greater institutional relevance, they will be incorporated into the Foundation's patrimony.
g) They shall carry out their duties with transparency and loyalty, putting the interests of the Foundation before their own interests.
h) They will properly manage, protect and conserve the resources, which may not be used for activities other than those permitted by the founding statutes and the applicable regulations.
i) They shall not use their position in the Foundation for personal or material advantage.

CHAPTER II. THE BOARD

Article 10. Definition and responsibilities

1. The Board of Trustees is the governing and representative body of the Foundation.
2. It is the responsibility of the Board of Trustees to fulfil the foundation's purposes and to diligently administer the assets and rights that make up the Foundation's assets, maintaining their performance and usefulness.

Article 11. Composition

1. It will be made up of a minimum of three and a maximum of 10 Trustees, who will adopt their resolutions by majority, under the terms established in these Statutes. Within these limits, it will be up to the Board of Trustees itself to determine the specific number at any given time. The term of trustee shall be four years, and may be re-elected indefinitely for successive periods.
2. Members of the Board of Trustees may be individuals who have full capacity to act and are not disqualified from holding public office.
3. The position of Trustee that falls to a natural person must be exercised personally. However, another Trustee designated by him may act in his name and on his behalf. This action will always be for specific acts and must be in accordance with the instructions that, where appropriate, the represented party formulates in writing.
4. Legal entities may form part of the Board of Trustees and must designate the person or individuals to represent them.
5. The Trustees shall exercise their duties free of charge, without prejudice to the right to be reimbursed for duly justified expenses incurred by the position in the exercise of their functions.

Article 12. Rules for the Appointment and Replacement of Members

1. The appointment of the members of the first Board of Trustees will be made by the founders and will be recorded in the deed of incorporation.
2. The renewal or appointment of new members will be made by the Board of Trustees registered in the corresponding Register of Foundations and by agreement of the majority of its members.

3. The Trustees must accept their positions in the manner provided for in the legislation in force and their acceptance will be formally notified to the Protectorate and registered in the Register of Foundations.
4. In the event of a vacancy, the Board of Trustees, within a period of two months, if it deems it appropriate or if it is necessary to appoint a new Board of Trustee because it is below the legal or statutory minimum, will appoint the person who will replace him. If the vacancy is caused by a Trustee appointed by reason of the position, the person who replaces him in the position shall take his place. In both cases, it will be for the time remaining until the next renewal of the Board of Trustees.

Article 13. Presidency

1. The Board of Trustees shall appoint a Chairman from among its members, who shall serve for a period of four years, which may be renewed for successive periods.
2. It will be the responsibility of the Presidency to represent the Foundation before all kinds of people, authorities and public or private entities, to convene the meetings of the Board of Trustees, to preside over them, to direct their debates and, where appropriate, to execute the agreements, being able to carry out all kinds of acts and sign the necessary documents for this purpose.
3. The Chair will be responsible for ensuring that the Board of Trustees meets regularly and whenever necessary, selecting the agenda with the matters that are appropriate at any given time, as well as ensuring that all Trustees receive adequate information. It will schedule the meetings sufficiently in advance to organize the attendance of the Trustees and will guarantee the evaluation of the Board of Trustees.
4. The person who occupies the presidency has a casting vote to resolve any ties that may occur in the votes held by the Board of Trustees.
5. In the event of illness, absence or vacancy, the functions of the Presidency shall be performed by the Vice-Presidency or, if this position is not appointed, by the oldest Trustee.

Article 14. The Vice-Presidency

1. The Board of Trustees may appoint, if it deems it appropriate, a vice-president.
2. It is the responsibility of the Vice-Presidency to carry out the functions of the Presidency in cases of absence, illness or vacancy, and may also act on behalf of the Foundation, in those cases in which it is determined by agreement of the Board of Trustees.
3. The office of vice-president shall be for four years and may be re-elected for successive terms.

Article 15. The Secretariat

1. The Board of Trustees will appoint a Secretary, a position that may fall to a person outside the Board of Trustees, in which case he/she will have a voice but not a vote.
2. The Secretary is responsible for certifying the resolutions of the Board of Trustees, the custody of all the documentation belonging to the Foundation, convening the Board of Trustees by order of the Secretary, certifying the agreements, drawing up the minutes corresponding to the meetings of the Board of Trustees, issuing the necessary certifications and reports and all those expressly entrusted to him. In cases of illness, absence or vacancy, the functions of the Secretariat shall be exercised by the youngest Employer.
3. The minutes of the Board of Trustees must clearly reflect the matters proposed for approval and the result of the vote.

a) Include the date, time, and location of the event.
b) Include the names of those attending the meeting, the mention of those absent and whether or not the quorum required in each case is met.
c) Collect the voting delegations.
d) Write the items in the order in which they were discussed, giving each item a separate heading. Be written in a concise and relevant manner.
e) You don't need to write down all the details of every discussion; Neither is recording matters irrelevant to the issues at hand.
f) Expressly and separately set out the agreements.
g) Write down the place, time, and date of the next meeting so that all members are informed in advance.

4. The term of office of Secretary shall be four years, and may be renewed for successive periods. In the case of a non-Patron Secretary, he will not be subject to this temporary duration, and may be dismissed from his position at any time with reasons, agreeing in the same act the appointment of who will replace him in the position.

Article 16. Powers of the Board of Trustees

1. Without prejudice to the mandatory authorisations of the Protectorate, the following shall be the powers of the Board of Trustees:
   a) To govern and represent the Foundation and to approve its management plans and periodic action programmes.
   b) Interpret and develop the Statutes and, where appropriate, agree on their modification, whenever it is convenient for the interests of the Foundation and for the better achievement of its purposes.
   c) To establish the general guidelines on the distribution and application of the available funds among the purposes of the Foundation.
   d) Appoint general or special attorneys-in-fact.
   e) Select the beneficiaries of the foundational benefits.
   f) Approve the action plan and the annual accounts to be submitted to the Protectorate.
   g) Agree on the opening and closing of their Delegations.
   h) Adopt agreements on the extinction or merger of the Foundation in the event of impossibility of fulfilling its objectives.
   i) To delegate its powers to one or more Trustees, without the approval of the accounts and the action plan, the modification of the Statutes, the merger and liquidation of the Foundation, as well as those acts that require the authorization of the Protectorate, without being subject to delegation.

Article 17. Dismissal and suspension of Employers.

1. The dismissal and suspension of the Foundation's Trustees will take place in the following cases:
   a) Due to death or declaration of death, as well as due to the extinction of the legal entity.
   b) Due to incapacity, disqualification or incompatibility, in accordance with the provisions of the Law.
   c) By cessation of the position for which they were appointed members of the Board of Trustees.
   d) For not carrying out the duties with the diligence provided for in paragraph 1 of the preceding article, if so declared in a court decision.

e) For the expiry of the period of six months from the granting of the public deed of foundation without having requested registration in the corresponding Registry of Foundations.
f) For the duration of their term of office if they were appointed for a certain period of time.
g) By resignation, which may be carried out by any of the means and through the procedures provided for acceptance.
h) For repeated and unjustified non-attendance at the meetings of the Board of Trustees. Repeated non-attendance is considered to be the non-attendance of three continuous meetings or five non-continuous meetings. In this case, the reasoned agreement of the Board of Trustees adopted by the absolute majority of the attending and represented Trustees will be required.
i) Due to loss of confidence in a Trustee by the Board of Trustees.

2. For the adoption of the causes established in section i), the reasoned agreement of the Board of Trustees, adopted by half plus one of the members present and represented, will be required. The Trustee whose dismissal is decided may not participate in the voting, but must be summoned and informed of the decision to be taken and of his right to be heard at the meeting, before the vote, as well as of the decision finally adopted.
3. The replacement, dismissal and suspension of the Trustees will be registered in the corresponding Register of Foundations.

Article 18. Form of deliberation and adoption of agreements.

1. The Board of Trustees will meet at least twice a year and as often as necessary for the smooth running of the Foundation. It is the responsibility of the Presidency to convene its meetings, either on its own initiative or at the request of at least one third of its members.
2. The call shall be sent to each of the members at least five days before the date of its celebration, using a means that allows proof of its receipt. It shall indicate the place, day and time of the meeting, as well as the agenda.
3. No prior call will be required when all the Trustees are present and unanimously agree to hold the meeting.
4. The Board of Trustees may be held by means of a telephone conference call, videoconference or any other similar system, so that one or more of the Trustees attend the meeting through the aforementioned system, provided that the identity of the attendees is guaranteed and communication between them in real time is ensured and, therefore, the unity of the act. The meeting held by this means shall be deemed to have been held at the headquarters of the Foundation.
5. The Board of Trustees shall be validly constituted when more than half of its members are present or represented.
6. Resolutions shall be adopted by a simple majority of votes present or represented at the meeting, except where the Articles of Association or current legislation provide for qualified majorities.
7. The corresponding minutes of the meetings of the Board of Trustees shall be drawn up by the person who holds the Secretariat, which must be submitted to the approval of all the members present at the meetings. This shall be transcribed into the corresponding book and signed by the person holding the Secretariat with the approval of the person in the Chair.
8. The position of Trustee that falls to a natural person must be exercised personally. However, another Trustee appointed by him/her may act in his/her name and on his/her

behalf. This action will always be for specific acts and must be in accordance with the instructions that, where appropriate, the represented party formulates in writing.

Article 19. Remuneration of Employers

The Law on Foundations establishes the essentially free nature of the position of the Trustee, without prejudice to the right to be reimbursed for expenses provided that the Trustee is reimbursed.

a) Are directly related to the exercise of the office,
b) are duly justified, and
c) Respect legal boundaries

Both compensation of expenses and indirect remuneration must be guided by the principle of maximum transparency.

TITLE II. Duties and obligations of the Board of Trustees

Article 20. Obligations of the Board of Trustees

In its actions, the Board of Trustees must comply with the provisions of current legislation and the will of the founder as expressed in these Statutes.

Article 21. Employers' Liability

1. Trustees shall perform their duties with the diligence of a loyal representative.
2. The Trustees shall be jointly and severally liable to the Foundation for the damages caused by acts contrary to the Law or these Bylaws, or by those carried out without the diligence with which they must carry out the position, those who have voted against the 7th agreement, and those who prove that, not having intervened in its adoption and execution, They were unaware of its existence or, knowing of it, did everything possible to avoid the harm or at least expressly opposed it
3. The Trustees must attend the meetings to which they are summoned and comply with the provisions of the current legal provisions and these Statutes.

Article 22. Duty of care of the Board of Trustees

The persons who form part of the Board of Trustees must act as loyal representatives, taking into account the following aspects:

1. Active Behavior
2. Determined involvement in the fulfilment of the Foundation's responsibilities
3. Fulfilment of supervisory and management functions
4. Promotion of other duties related to the Foundation's trajectory.

Article 23. Duty to attend and prepare for meetings of the Board of Trustees

The persons who are part of the Board of Trustees must attend the meetings of the Board of Trustees, including the following responsibilities:

1. Knowledge of the agenda and the matters contained therein
2. Request for the inclusion in the agenda of those items that are considered appropriate to be addressed
3. Attendance at the deliberations of the Board of Trustees with active participation.
4. In the event of not being able to attend in person, give instructions for the exercise of the position by representation

5. Request to the Chairman of the Board of Trustees to convene a meeting of the Board of Trustees in order to discuss matters of interest to the Foundation

a) Monitoring of the implementation of the agreements adopted and verification of their compliance.

Article 24. Duty of Supervision

The Trustees must adopt the necessary measures for the effective control of the Foundation's activity. It must also take into account the various risks, financial and non-financial, that may affect the Foundation. The actions included for the achievement of the duty of supervision are:

a) Request to the Chairman of the Board of Trustees for detailed information on the management of the Foundation's actions
b) Request to the President for the attendance of members of delegated bodies, as well as directors or managers, to the Board of Trustees, and to propose, if necessary, the appointment or dismissal of directors.
c) To bring to the attention of any defects that have been observed in the foundation's supervisory systems by making proposals for improvement.
d) To report any deviations or bad practices that may be observed in the management of the foundation
e) Warn of the risks of which they are aware.

Article 25. Duty of Regulatory Compliance.

The Foundation's Trustees will strictly comply with the law in the development of their activity, in accordance with the spirit and purpose of the regulations. Likewise, they will fully respect the commitments and obligations assumed by the Foundation in its contractual relations with third parties, as well as the uses and good practices of the countries in which they carry out their activity.

Article 26. Duty of confidentiality

The deliberations and agreements of the Board of Trustees shall be kept secret, and in general they shall refrain from disclosing the information, data, reports or background to which they have had access in the exercise of their position, as well as from using them for their own benefit or that of the persons linked to them, even when they have ceased to be Trustees.

Article 27. Duty to be adequately informed about the Foundation's actions

It is a right-duty of the Trustees for their exercise of the position to know the actions of the foundation in order to effectively fulfill the functions of the position. Trustees shall:

a) To inquire about any aspect of the Foundation in order to examine the documents and other records of the Foundation's activities.
b) In particular, examine the annual accounts and all the supporting documentation and background information.

Article 28. Duty of loyalty.

The duty of loyalty requires the Trustees to exercise their duties at all times in the interest of the foundation. They must carry out their duties with the diligence of a loyal representative, obliging the Trustee to act in good faith and to take those actions that are most favorable to the Foundation. The duties inherent to it are:

1. Perform the office with the loyalty of a loyal representative, acting in good faith and in the best interest of the foundation.
2. Not to exercise their powers for purposes other than those for which they have been granted (in the statutes or by powers of attorney)
3. Not to disclose information, data, reports or records to which they have had access while exercising their position, even when they have ceased to be Trustees, except in cases permitted by law or when required (duty of confidentiality)
4. Not to participate in the deliberation and voting of agreements or decisions by which
    a) A contractual relationship is established between the foundation and the Trustee, his/her representative, his/her relatives up to and including the fourth degree or his/her spouse or person related to a similar affective relationship,
    b) Remuneration is established for the services rendered to the foundation other than those involved in the performance of the functions that correspond to him as a member of the Board of Trustees, or
    c) An action for liability is brought against him;
5. To carry out its functions under its own responsibility, with freedom of discretion and independence from instructions and links from third parties; and
6. Take measures to avoid situations in which their interests, on their own account or on behalf of others, may conflict with the interest of the foundation and with their duties towards the foundation.

Article 29. Duty of Objective Selection

The Board of Trustees will select the organisations and projects with which it will collaborate following objective selection criteria. To do this, the interested organization must first be approved by the ITURRI Foundation, which will then assess the suitability of the project to the defined lines of action. Those organizations that present the documentation required by the ITURRI Foundation (Statutes, Registration, Certificate of being up to date with payment with the Public Treasury, Code of Ethics, among others) will be approved.

Article 30. Duty to avoid situations of conflict of interest

A conflict of interest arises when the interests of the Trustee, on his or her own behalf or on behalf of others, conflict or may conflict with the foundation's interest. Therefore, the Trustees will have a duty of conduct of good faith and diligence, as well as communication in the event that the conflict of interest is identified. Trustees must sign a responsible declaration of no conflict of interest on an annual basis.
A situation shall be considered a conflict of interest when:

1. Adoption of agreements establishing a contractual relationship between the foundation and the Trustee, his/her representative, his/her relatives up to the fourth degree of consanguinity or a related person with an affective relationship similar to that of the spouse. Agreements with persons who maintain up to and including a second degree of affinity, family members in the same degrees and companies or organizations in which the Employer, family members in the same degrees, spouse or related persons with an affective relationship similar to that of the spouse have a participation of more than 25% will also be considered.
2. In the event that the contracting of services or purchase of products is given to any company of the ITURRI group that exceeds €50,000, it will be put to a vote by the Board of Trustees. In this case, the Trustees who have a direct relationship with the ITURRI group will abstain from voting.

3. Situations in which, directly or indirectly, the personal interest of the Trustee and the interests of the Foundation collide.
4. Carrying out actions under the condition of Patrons to obtain any type of profit or other personal benefit.
5. Significant influence is held by any shareholding equal to or greater than 10% of the share capital or voting rights or by virtue of which it has been possible to obtain, in fact or in law, a representation in the company's administrative body.

In the event of a conflict of interest, the Trustees must act in accordance with the following principles:

1. Independence: act at all times with professionalism, loyalty to the Foundation and regardless of one's own interests or those of third parties. Consequently, they will in any case refrain from prioritizing their own interests at the expense of those of the Foundation.
2. Abstention: to refrain from intervening in or influencing decision-making that may affect the Foundation with which there is a conflict of interest, from participating in meetings in which such decisions are raised and from accessing confidential information that affects said conflict.
3. Notification to the Board of Trustees, by means of communication to the Director, in the manner indicated in this section, of any situation of conflict of interest in which it is involved.

The provisions set forth in this section shall also apply, where appropriate, to the Director and the Secretary of the Board of Trustees in all matters appropriate to the nature of their position. On the contrary, it will not apply to activities, contracts, agreements or any other type of legal act that is carried out in execution of the contract for the provision of services formalized between the Founder, in this case, the ITURRI Group, and the Foundation.

These general principles of action will be observed in particular in those cases in which the situation of conflict of interest is, or can reasonably be expected to be, of such a nature that it constitutes a situation of structural and permanent conflict of interest between the Trustee, or a person linked to the Trustee, and the Foundation.

The communication of a case of conflict of interest must be complete and addressed to the Director of the Foundation, and must include:

1. If the conflict of interest affects you personally or through a person related to you, identifying him or her in the case
2. The situation giving rise to the conflict of interest, detailing the purpose and main conditions of the operation and planned decision
3. The approximate amount or economic evaluation.

Article 31. Use of Foundation assets.

The Trustee may not make use of the Foundation's assets or use his position in the Foundation to obtain a financial advantage, unless he has paid adequate consideration and it is a standardized service.

Article 32. Conflict of Interest Resolution

1. The members of the Board of Trustees must abstain from intervening in the deliberations and votes on proposals for appointment, re-election or dismissal from office, as well as in

any other matter in which there may be a particular interest for which they may be affected.

2. Without prejudice to the authorisation or communication procedures that may be legally applicable, the Board of Trustees must be aware of and approve any commercial relations that may arise between the Foundation and the members of the Board of Trustees.
3. The Trustees must inform the Board of Trustees of their participation, even free of charge, in organizations that have the same or similar purposes as the Foundation. The members of the Board of Trustees may not use their status as Trustee to obtain any type of economic gain or other personal benefit.
4. When a potential conflict of interest is identified, it will be the responsibility of the Board of Trustees to avoid the situation that is the subject of the interest. The concurrence of the conflict of interest must be determined by the Board of Trustees, by a simple majority of the attendees. Those affected will not participate in the following decisions:
   a) Adoption of agreements establishing a contractual relationship between the foundation and the person who is a member of the Board of Trustees, their representative, their relatives up to and including the fourth degree of consanguinity or the second degree of affinity, or a related person with an affective relationship similar to that of the spouse, or in the adoption of agreements establishing a contractual relationship between the foundation and a company or organisation in which the the person who is a member of the Board of Trustees, his/her relatives in the same degrees, his/her spouse or related person with an affective relationship similar to that of the spouse, have a participation of more than twenty-five %.
   b) Adoption of resolutions setting a remuneration for their services rendered to the foundation other than those involved in the performance of the functions that correspond to them as a member of the Board of Trustees.
   c) Adoption of resolutions initiating liability actions against the affected person who is a member of the Board of Trustees.

In the event that a highly serious conflict of interest is identified once the action has taken place, the Trustee(s) involved must resign in order to preserve the good name and mission of the Foundation.

Article 33. Acceptance of gifts and gifts.

Neither the Trustees of the Foundation nor persons linked to them may give or accept gifts or gifts, in the exercise of their position, of such relevance that they are likely to constitute a conflict of interest because they affect the freedom and independence with which they must exercise their position.
This prohibition shall not apply where the gifts or gifts are of little economic value; respond to customary signs of courtesy; and are not prohibited by law or generally accepted practices in entities of a similar nature.

CHAPTER I. OTHER BODIES OF THE FOUNDATION

Article 34. The Management

1. The Board of Trustees may appoint the Director of the Foundation, who will be responsible for the management, execution and administration functions delegated to them.
2. The Director shall exercise the following powers, without prejudice to the fact that the Board of Trustees may grant him any other powers it deems appropriate and which must respect, in any case, the non-delegable powers of the Board of Trustees:

a) To exercise the management of the staff and the services and activities of the Foundation.
b) Prepare the draft of the action plan and the annual accounts of the Foundation and submit them to the Board of Trustees for approval within the legally established deadlines.
c) To exercise financial control over the Foundation's projects and activities and to inform the Board of Trustees of the level of implementation of the same, the expenses and material, human and economic needs of the Foundation.
d) To exercise the functions of Non-Trustee Secretary of the Foundation, if approved by the Board of Trustees.
e) To transmit to the Board of Trustees, through its President or Secretary, the communications of conflicts of interest presented by the Trustees.
f) All other powers that the Board of Trustees attributes to it, except those established as non-delegable by law.

3. Their appointment and dismissal shall be notified to the Protectorate and shall be entered in the Register of Foundations.

Article 35. Advisory Board

1. Within the Foundation, and under the superior direction of its Board of Trustees, the Foundation's Advisory Council may be constituted. It will be composed of the person who holds the position of Chair of the Board of Trustees, who will also be the Chair of the aforementioned Advisory Council and will be made up of those members determined by the Board of Trustees.
2. It will be up to the Board of Trustees to determine whether or not to have an Advisory Board, as well as the appointment of its members, their replacement or dismissal and even, where appropriate, the cessation of such an Advisory Council.
3. The Advisory Council shall consist of a maximum of ten members appointed by agreement of the Board of Trustees, necessarily from among professionals of recognized prestige and competence and shall be governed by the following stipulations, without prejudice to their greater specificity, at any time, by the Board of Trustees, which may approve internal rules for the operation of the Advisory Board:
4. The Advisory Council is an advisory body to the Board of Trustees. As such, it will be up to the Advisory Board to express its opinion on those matters submitted to it by the Board of Trustees and that facilitate or improve the adoption of the Board of Trustees' own decisions.
5. Likewise, the Advisory Board may issue proposals to the Board of Trustees, on its own initiative. The opinions and proposals of the Advisory Board shall not, under any circumstances, be binding on the Foundation's Board of Trustees.
6. The members of the Advisory Board shall exercise their duties free of charge, without in any case being able to receive any remuneration.

TITLE III. THE REALIZATION OF FOUNDATIONAL PURPOSES

Article 36. Functions entrusted to the Foundation

The Foundation will have the following functions:

1. The foundation was created with one main objective: to contribute to a more sustainable, safer and more protected world, both at the individual level (work or domestic accidents) and at the level of emergency and response to natural disasters or accidents.

2. The aims of general interest pursued are the following:
   a) Promote the protection and safety of people both at work and at home.
   b) Disseminate and enhance knowledge about safety and security among citizens in general, and in disadvantaged groups in particular.
   c) To promote scientific research and technological development in the field of safety and security.
   d) Defence of protection and the environment, as well as the promotion of sustainability and the culture of recycling and the circular economy.
   e) Promotion of volunteering.
   f) International cooperation for development, mainly in the field of safety and security, the environment and sustainability.
   g) Contribute to the social interest through the promotion of social, cultural, artistic, sports, educational, conservation of cultural or historical heritage and defense and protection of the environment

Article 37. Preparation of the programme of activities and budgets.

It establishes the obligation to create annual plans that will be presented the year prior to their execution and approved by the Board of Trustees. Budgets will also be approved annually.

The Board of Trustees must ensure that the Foundation allocates the percentage provided for by law to the financing of programmes and activities, as well as that the constitution of reserves to meet possible contingencies, in a duly justified manner and without exceeding reasonable limits.

The Board of Trustees shall ensure that the foundation keeps an adequate record of its financial activity in accordance with generally accepted reporting standards and that it receives regular information on its financial situation. If necessary, the Foundation will be audited annually by an independent expert who will keep a record with identification of the donations.

Article 38. Economic Registration

It will be the responsibility of the Board of Trustees to ensure that the foundation maintains an adequate record of economic activity in accordance with the applicable regulations. It will also be their responsibility to have the Foundation audited and that this is carried out by an independent external expert when required by the applicable regulations.

The Board of Trustees will ensure that under no circumstances does the foundation grant loans in favor of its Trustees or directors.

CHAPTER I. RELATIONS WITH THE ITURRI GROUP

Article 39. Collaboration with ITURRI Group

The ITURRI Foundation reserves the right to collaborate with the ITURRI Group when it is convenient for the project, using the market price either for products or for the provision of services. You will also be able to collaborate with the Foundation through regular donations.

The Foundation will be responsible for requesting authorisation from the Protectorate in the legally established cases, justifying the convenience for the Foundation of the self-contracting of the services or products agreed by the Board of Trustees.

CHAPTER II. INFORMATION TRANSPARENCY

Article 40. Foundation on the Internet and its participation in social networks.

1. The Foundation's website is the main instrument of the transparency policy. Through this, the Foundation will inform the general public, and third parties directly related to it, about the activities carried out, while also serving as an instrument to facilitate knowledge and participation in future activities to be developed, as well as for the dissemination of its purposes and principles. The Foundation will promote the accessibility of its website.
2. Without prejudice to the fact that the Board of Trustees may agree at any time on other information, the Foundation's website shall contain at least:
   a) The Statutes of the Foundation.
   b) The identification of its Board of Trustees and the Foundation's team of professionals
   c) The Foundation's Code of Good Governance.
   d) The Foundation's Code of Ethics and the regulations that develop it. Take care of the environment. Print in black and white and only if necessary.
   e) Memories of their activities.
3. Likewise, the Foundation will make its best efforts to maintain direct and constant contact with all those stakeholders interested in achieving its social goals, through its participation in social networks.
4. The Foundation's website, its presence on social networks and, in general, its digital communication strategy, are channels that favour its digital communication and transformation strategy.

Article 41. Relationship with the auditor.

In the event that the Board of Trustees agrees to carry out an audit:

1. The Board of Trustees will establish an objective, professional and continuous relationship with the Foundation's auditors, respecting their independence as much as possible.
2. The appointment of the auditor will be made through a transparent, efficient and equitable selection formula, among those firms that meet the requirements established at the time by the Founder to opt for the status of auditor in the Iberdrola group.
3. The Board of Trustees will receive information from the auditors on matters that may jeopardize its independence.

Article 42. Compliance Monitoring

The Board of Trustees will be responsible for assuming the transparency obligations on an annual basis and these actions must be recorded in the minutes.

Article 43. Situations of conflict of interest of the Trustees.

In the periodic information to the Foundation, the Trustees will inform in detail about any situation of conflict of interest in which the Trustees find themselves by virtue of the communications made by the affected party or by any other means.

Article 44. Supplier Relations

The Foundation's relations with its suppliers will be guided exclusively by the criteria of objectivity, impartiality and equal opportunities, avoiding any favouritism or interference of conflicts of interest in their selection in accordance with the sustainable development policies of the Founder, ITURRI Group, and, in particular, the provisions of its Purchasing Policy and the Code of Ethics.

Article 45. Updating and amending the Code of Good Governance

The Board of Trustees is committed to promoting the updating of this Code in order to ensure its adaptation to the circumstances of the Foundation and to the regulations in force at all times, reviewing its content on an annual basis.

Modifications to this Code, in whole or in part, may be proposed by any of the Trustees. The proposal must include the text of the amendment and a memorandum justifying it. Any modification of the Code of Good Governance will require the unanimous approval of the Board of Trustees of the ITURRI Foundation.

ABOUT THE CODE OF GOOD GOVERNANCE

Article 46. Acceptance and Compliance

This Code of Good Governance is applicable and mandatory for the people who at any given time perform the function of governance and representation of the same. This will be made public through the ITURRI Foundation website.

Article 47. Tracking

The Board of Trustees will monitor compliance with the code of good governance and ensure that it is known and applied.

Article 48. Noncompliance

Any breach of the Code of Good Governance must be reported by whoever has the knowledge of the Board of Trustees, who will assess the channel to be given to the information received. The confidentiality of such information is guaranteed, as well as the identity of the person providing it.

Article 49. Validity

This Code of Good Governance was unanimously approved at the meeting of the Board of Trustees held on June 9 and will remain in force until it is amended.