



CODE OF CONDUCT

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Letter from the president

A corporate culture based on strict ethical principles is an essential foundation for a profitable and sustainable business model over the long term. At Management Solutions, we practice our profession by adhering to these principles, and one of our goals is to communicate them and ensure that they are followed.

Our ethical principles are the foundation on which the Firm is built. Effort, commitment, service, integrity, generosity, critical thinking, solidarity, and the constant search for excellence are essential values that are part of our corporate culture.

We are keenly aware of the importance of transmitting this culture throughout the Firm, ensuring that it is easily identifiable and generates value for all our clients, professionals, employees and society as a whole. Our Code of Conduct is a statement of our ethical principles. We require all of our professionals to uphold these principles in the performance of their activities, and it is through adherence to these principles that we will continue to sustain our business model.

Alfonso Serrano-Suñer

President of Management Solutions



*Our strong ethical principles and standards of conduct
govern the performance of each of our professionals*



Introduction

The purpose of this Code of Conduct is to establish the ethical principles and standards of conduct that should govern the actions of each of Management Solutions' professionals (hereinafter "MS" or "the Firm"). Disseminating these principles and standards of conduct undoubtedly fosters the promotion of a strong corporate culture based on values that make a difference.

The Code of Conduct is applicable to all Management Solutions professionals, regardless of the type of contract that determines their employment relationship, position or geographical area in which they work (including students on non-work training internships). The Firm's management team has a duty to communicate the content of this Code to their teams, to lead compliance with it, to resolve any doubts or concerns raised by their teams, and to establish mechanisms to ensure compliance.

The scope of this Code may also be extended to any other person associated with Management Solutions whose actions may affect the Firm's reputation (candidates, suppliers, clients, etc.).

*Principles governing
the conduct of all our professionals*



Ethical principles of MS

One of our hallmarks is practicing our profession while remaining true to solid principles and values. At Management Solutions, we care not only about what we do, but also how we do it.

Commitment and dedication to service; integrity; humility, solidarity and generosity; a critical mind; meritocracy and results orientation; perseverance in the pursuit of our goals; entrepreneurial spirit; passion for a job well done; and the constant search for excellence (which requires talent, effort and training) are the principles and values that inspire our Code of Conduct.

We believe that our culture is essential to achieving a profitable and sustainable business model over the long term. Therefore, upon joining Management Solutions, all professionals receive training on the Firm's Code of Conduct to ensure they know and understand it, and they continue to be trained on our principles and values throughout their careers.

Integrity and honesty

We are committed to acting with integrity and honesty at all times and to consistently applying the highest ethical standards.

The trust that our clients place in us, and that each of us places in the other members of our Firm, is based on integrity and honesty.

Our performance is based on integrity and the achievement of the highest levels of quality, excellence in service delivery and the development of long-term relationships based on trust and mutual respect.

Dedication to excellence

We make an absolute commitment to our clients, the members of our Firm and the community at large to ensure excellence in all aspects of our professional activities.

We bring the best of our management, relationship and service skills to our clients to deliver projects of the highest quality.

We are committed to developing and enhancing the skills of our professionals and providing the best working environment to develop their potential and retain talent.

Commitment

We embrace our clients' goals as if they were our own, making the most of our talents to achieve the best results. Our work is based on a strong culture of commitment. This commitment is evident in our management, relationships and client service, as we strive to provide the best consulting services in the market.

We meet and exceed our clients' expectations in a climate of trust and continuous collaboration between the client and our professionals.

The Management Solutions management team is committed to creating opportunities for all professionals and it is their duty and responsibility to convey the Firm's values and culture.

Professionalism

Our people are recognized for their high level of professionalism. We are all committed to achieving the best results in the best way, working in partnership with other departments or colleagues, and paying attention to our own training and that of those we work with. We strive to project an excellent image of correctness and professionalism in all situations.

We comply with the law, guided by professional standards and the norms established in each case, avoiding any situation that could compromise the prestige of the Firm.

Emphasis on the human factor

Beyond the requirements of a proper professional relationship, we take into account that both our employees and our clients are human beings and therefore deserve to be treated with dignity. This includes respect for human rights in all our actions and a willingness to contribute to the personal fulfillment of all who are part of the Firm.

We foster a work environment that encourages personal growth, development and success, supported by a climate of continuous collaboration and teamwork based on the generosity of each member, with common goals prevailing over individual ones.

Our success depends on our professionals, so we select and train our people to provide the highest quality of service in all areas of our professional performance.

We evaluate performance using objective and agreed-upon criteria and offer unlimited career opportunities where merit and advancement are self-directed.

We are committed to investing time, effort and resources to select the best professionals and to develop and maintain their skills through training plans appropriate to each level and category.

Responsibility to society

Our commitment to service and client orientation leads us to provide high value-added projects that contribute to the economic development of society. This responsibility is evident in the creation of jobs for young people, as we contribute to their comprehensive training and promote their integration into the labor market. In addition, the Firm favors initiatives that allow employees to participate in various volunteer activities (Social Action).

Privacy and confidentiality

Management Solutions complies with the privacy laws of all countries in which it operates.

All members of our organization are prohibited from disclosing confidential client information to third parties and are required to maintain the professional secrecy of the Firm's internal reports and documents, treating the information with special responsibility, control and protection, without using it for their own benefit or for the benefit of third parties.

All of the Firm's strategic information, as well as client and employee information accessed in the course of the Firm's professional activities, is considered confidential.

Management Solutions implements the highest security standards in all its IT and communications systems to ensure that confidentiality protocols are not breached.

Entrepreneurial spirit

Effort

Results orientation

Critical thinking Solidarity

Passion

Perseverance

of excellence

The

Unit



Our work is based on a strong culture of commitment to our stakeholders and compliance with applicable regulations



Standards of conduct

Regarding our commitment to compliance

With the Law

The services we provide are subject to the laws of the countries in which we operate, and it is imperative that we strictly comply with all such laws (whether statutory, regulatory or otherwise) and refrain from any actions that could be considered criminal. In addition, the same level of compliance is required of all of the Firm's stakeholders.

Among the various regulatory requirements that Management Solutions professionals have to comply with are the following:

- ▶ Respect the confidentiality of clients, competitors or other companies to the fullest extent possible.
- ▶ Not damage, alter, delete or interfere with documents or programs belonging to others.
- ▶ Not advise, cooperate with, induce or maintain complicity with any person or company engaged in criminal activity.
- ▶ Not to commit fraud in advising or developing the activity.
- ▶ Not to facilitate money laundering practices.
- ▶ Not falsify invoices to clients for tax or other purposes.
- ▶ Not participate in projects that seek strategies to accomplish criminal acts (e.g., fake suspension of payments, etc.).
- ▶ Not disclose any personal information to which they have access.

With our Internal Code of Conduct, Policies, Procedures and Manuals

It is mandatory for all Management Solutions professionals to be aware of and comply with the Code of Conduct, Policies, Procedures and Manuals that make up the Firm's control framework, with the understanding that any breach will result in the adoption of the appropriate disciplinary measures. Likewise, it is also mandatory to report any suspected breach of this control framework by any party (internal or external to the Firm).

Each professional is responsible for keeping abreast of changes in the control framework (new versions, new documents).

This Code of Conduct sets out the main internal rules governing relations with clients/suppliers, employees and/or the Firm's commitments to society and the environment.

The Firm's internal rules include a number of specific aspects relating to non-competition, communication and general conduct that all our professionals must be aware of and comply with. These aspects are set out below.

- ▶ Non-competition commitment:
- ▶ Communication
- ▶ General rules of conduct

Regarding our commitment to compliance

Non-competition commitment:

- ▶ Not to engage in any activity that is concurrent with, interferes with, or is in direct competition with the Firm. For any other type of activity, prior notice must be given to the Human Resources Department.

Communication:

- ▶ The correct use of the Firm's corporate materials (logo on proposals and documents, corporate email signature, etc.) must be ensured, with particular attention to the use of updated materials that are always available on the Firm's intranet.
- ▶ Mass communications, whether external or internal, are subject to the prior approval of the Human Resources Department, and professionals are not authorized to send mass e-mails without such approval.
- ▶ The participation of a Professional in events that involve the public dissemination of the Firm, its business, activities or opinions that may be attributed to Management Solutions must be approved in advance by the Human Resources Department.
- ▶ Statements made by Professionals on social networks, whether personal or professional, must be made in such a way that their personal nature is clear, with prudence, common

sense, decency, maximum respect for internal policies and, in any case, without using the image or name of the Firm.

- ▶ The distribution to third parties of images (and, in general, of any audiovisual content) obtained within the premises of the Firm is not permitted. The use of the Firm's image, symbols or logo in any publication is not permitted, unless expressly authorized by the Partner in charge.
- ▶ Affiliation or membership in political parties, associations and/or institutions must not interfere with the performance of professional duties, nor is it permitted to use the Firm's name, resources or facilities in such relationships.
- ▶ Before accepting public office, professionals must consult with the Human Resources Department to assess any potential incompatibilities.

General rules of conduct:

- ▶ It is not permitted to work under the influence of drugs or alcohol.
- ▶ Tobacco use is regulated in accordance with the laws of each country.



Regarding our relationship with clients and suppliers

As stated in our Code of Ethics, honesty, integrity and excellence will always govern our relationships with our clients and suppliers. In this regard, the following are some of the key standards of conduct we must adhere to:

- ▶ Compete honestly and fairly in accordance with market practices and free competition, so that each project is awarded (to us by the client or to a supplier by us) with maximum transparency, based on criteria of efficiency, quality and economy. It is strictly forbidden to give or accept gifts or invitations that could corrupt the decision.
- ▶ Be rigorous regarding the experience or credentials of resources when pursuing a project.
- ▶ Comply with the Firm's quality control policies and the contractual obligations established with each client.
- ▶ Avoid any strategy that could damage the reputation of our profession and perform work that is guaranteed to deliver high quality services with the highest level of excellence that does not jeopardize the Firm's reputation. We must understand that Management Solutions's reputation is tied to our own reputation.
- ▶ Always act in good faith and carefully use any privileges or access granted in connection with a project. Never use or disclose confidential information of our clients or suppliers.
- ▶ Present the Firm's financial and accounting information reliably, truthfully and with the utmost rigor, while complying with all established internal control procedures.
- ▶ Show the utmost cooperation and diligence and ensure that information is reported in a timely and accurate manner during any inspections, audits, etc.
- ▶ Require our suppliers to adhere to the same ethical principles by which we operate.
- ▶ Demonstrate good manners in professional relationships with clients and suppliers, whether in person (meetings, cafeteria, airplanes, taxis, etc.) or remotely (vocabulary in emails, phone calls, etc.), without ever confusing closeness or trust with a lack of respect or manners.

- ▶ Present an impeccable image through careful daily grooming and classic and formal dress, which for men means a classic dark suit, light shirt, discreet tie, short hair and no earrings. For women, this means a classic and discreet suit jacket. Under no circumstances are piercings or visible tattoos allowed.

Commitment to confidentiality

Any emphasis on confidentiality is too little. We are committed to always treating confidential information to which we have access (whether internal to the Firm, from clients, competitors or other companies) with the utmost care, to implementing all appropriate mechanisms to prevent its disclosure to third parties, and to using it solely for professional purposes, never for personal gain. This professional secrecy must be maintained even after the professional's employment with the Firm has ended.

The most important general measures to be applied in dealing with confidential information to which you have access are those related to:

- ▶ Discretion
- ▶ Non-distribution
- ▶ Physical and digital custody
- ▶ Temporary files or working copies
- ▶ Deletion of confidential documentation
- ▶ Client Confidentiality
- ▶ Confidentiality of corporate information
- ▶ Third party confidentiality

The following pages explain these points in more detail.

Regarding our relationship with clients and suppliers

Commitment to confidentiality

Discretion

- ▶ Choose carefully where to discuss the project. In particular, do not discuss the project in public places such as elevators, taxis, airplanes, restaurants, etc.
- ▶ Do not share project details or documentation with anyone outside the project team (MS colleagues or anyone outside the Firm) without the project manager's permission.

Do not distribute:

- ▶ To third parties without the explicit permission of the area or project leader.

Physical and digital custody:

- ▶ When leaving the workstation, check that no papers are left on the desk and lock the documentation, regardless of where the service is provided (MS office or client's site).
- ▶ Always lock the computer when leaving the workstation to prevent unauthorized access, and keep it padlocked (or locked) to prevent theft when unattended.
- ▶ Ensure that shared folders containing confidential information are accessible only to authorized personnel.

Temporary files or working copies

- ▶ Do not store confidential information on easily portable, reproducible and/or copyable media such as USB flash drives, external hard drives, CDs or DVDs, etc.
- ▶ Physical photocopying of reports/books or digital copying of

clients' internal documentation is not allowed unless specifically authorized.

- ▶ Always act with honesty and integrity and do not record meetings, conversations, courses or lectures without authorization.
- ▶ Return all materials, documents, projects and other information in your possession at the end of your employment.

Deletion of confidential documentation

- ▶ If requested by the partner or another person responsible for the area, all digital copies must be deleted or all physical copies must be destroyed using specific destruction containers or, failing that, paper shredders.

In addition to the general rules for handling confidential information set forth above, it is essential that we follow any specific rules based on the nature of the confidential information:

Client Confidentiality

- ▶ With respect to commercial references, the nature of the project and the name of the client may not be mentioned in proposals for promotional purposes without the Partner's express authorization.



- ▶ Project/client confidentiality must be maintained in professionals' statements about their work experience (CV's in various formats on paper, social networks, etc.), ensuring that the specific client or sensitive project details are never mentioned.
- ▶ Within the framework of projects with specific confidentiality requirements, the Partner and/or the Client may establish reinforced measures to ensure this confidentiality which must be scrupulously complied with. By way of illustration, they may:
 - Require the entire team to sign a non-disclosure agreement.
 - Establish access control for documentation even among project team members, depending on the level of confidentiality.
 - Require the deletion of some or all documents related to the client/project when the project objective is achieved.

Confidentiality of corporate information

As with confidential client information, the Firm's internal confidential documents should be handled with the utmost care to prevent their disclosure to unauthorized persons, recognizing that Confidential Corporate Information includes both internal company information (strategic, accounting, tax, etc.) and external information (about candidates, employees, etc.).

Third party confidentiality

The use of third-party tools made available by Management Solutions' clients in the context of a given project is understood to be part of the client's infrastructure and must have the corresponding permissions.



Regarding our relationship with clients and suppliers

Responsible management of personal data

The responsible and ethical use of the personal data we process in the course of our activity is one of our firm commitments to our professionals, clients and society in general. In this sense, we assume the responsibility of processing personal data only for the purposes for which it was collected, fully respecting the legislation in force on privacy. This is articulated within an organizational structure that allows anyone to exercise their rights in this matter.

Our commitment is expressed in a series of requirements and guidelines that must be understood, respected and followed by every professional in the Firm who has access to personal data, so that personal data is used only for the specific purposes for which it needs to be processed, ensuring that only the persons designated to process the data have access to it, using the minimum amount of data necessary and storing it only for the time needed to complete the processing.

To summarize, there are a few key guidelines which should guide our professionals when managing personal data:

- ▶ Not to use the personal data to which they have access for purposes other than the performance of their duties and not to transfer, disclose or make it available to any other person or entity, even for safekeeping.
- ▶ Maintain professional secrecy with respect to the personal data to which they have access, even after their employment with the Firm has ended, and not to retain such data or any type of copy or medium in which it may be contained.
- ▶ Comply with the security, technical and organizational measures and standards established by the Firm and as may be communicated by the Firm from time to time.

- ▶ Act diligently to maintain the proper custody and security of personal information to prevent its alteration, processing or unauthorized access.

Computer security assurance

We recognize the critical information we handle in the course of our business and the threats that the use of computer tools can pose to the security of that information. Therefore, we promote an IT security strategy to identify the potential risks to which we may be exposed, determine the appropriate measures to mitigate those risks and, where necessary, implement the appropriate actions to ensure the security of the information we hold.

Our IT security strategy is organized into the following areas, each of which has appropriate security measures in place:

- ▶ Malicious Software Controls (firewall, proxy, antivirus, EDR system, antispam, restricted administrator privileges, control and inventory of installed software, etc.).
- ▶ Communication security.
- ▶ Personal computer encryption.
- ▶ Software installation security on servers.
- ▶ Backup copies of the information contained in the systems.
- ▶ Management of computer removable media.
- ▶ Disposal of information media.

- ▶ Remote management and security of mobile devices using an MDM system.

The strategy we propose is based on lines of action to be followed by all the professionals who are part of Management Solutions. These lines of action include:

- ▶ Not to use the information systems for any purpose other than the performance of the duties assigned to each professional.
- ▶ Not to share one's own username and password and not to use other professional's username and password to fraudulently access information for which one is not authorized.

- ▶ Using the mailbox provided by the Firm to report any incident related to the security of information and/or the operation of IT resources.
- ▶ Installing software on the Firm's devices and using portable software outside the Firm's platform is not permitted without the approval of the Firm's Information Security Manager.



Regarding our relationship with clients and suppliers

Use of social networks

In general, we must always act with prudence, common sense, decency and the utmost respect for the Firm's internal policies in our communications on social networks, whether personal or professional.

Regardless of our seniority or professional category, we reflect Management Solutions' image to third parties. Therefore, we must exercise extreme caution when expressing ourselves in any forum, taking care not to make comments or assessments on inappropriate topics, and not to make statements that may affect or create conflict or confrontation with public authorities or the Firm's clients.

Similarly, we must not make comments or statements, disseminate information or provide images that may be detrimental to the prestige and reputation of the Firm, its members, employees and/or clients and the author of such comments, statements or images, or that may be imprudent, inappropriate, offensive, discriminatory or defamatory to any third party, and we must respect and comply with this Code of Conduct and the Firm's internal policies.

The Firm does not permit or authorize the use of its computer systems and tools for blogging, posting or participating in social networking sites on a personal basis.

Any exception to this general rule must be justified by circumstances that are objective and in the interest of the Firm, and must be approved in advance by the Partner responsible.

The Firm does not authorize the dissemination to third parties of images (and, in general, of any audiovisual content) obtained within its facilities, nor does it authorize the use of the Firm's

image, symbols or logo for the production of any publication, unless expressly authorized by the Partner in charge.

With respect to any activity and communication of a professional nature that we may wish to carry out through networks and social media, we must comply with the following rules:

- ▶ To make prudent use, always with the prior knowledge and under the supervision of the Partner in charge.
- ▶ Not to provide professional services through social media or networks.
- ▶ Not to provide in any way data or information of a confidential nature relating to the Firm or its clients, or of any other nature, and to be particularly careful and diligent in maintaining the duty of confidentiality.
- ▶ Our network of contacts must be built in such a way as to avoid contacts which, if included, might call into question our independence or professionalism.
- ▶ Include a disclaimer that any statements or opinions expressed are made in a personal capacity and do not necessarily represent the views of the Firm.

Finally, regarding the use of social networks or websites with geolocation capabilities, we must remember that their use may present an obvious risk to the confidentiality that we must keep at all times with respect to our clients and our activities. Therefore, the use of geolocation services is prohibited during business hours or from client premises or offices, whether accessed through terminals, personal devices or devices provided by the Firm.

Use of artificial intelligence tools

Artificial Intelligence solutions (hereinafter also referred to as AI, including LLM or Large Language Models) offer significant opportunities to improve the efficiency and quality of our services, and have the potential to bring about profound and beneficial changes for our clients and, by extension, for society.

However, we also recognize that the rapid expansion of AI technologies brings with it certain risks, including the possibility of: i) generating erroneous or inaccurate information; ii) increased vulnerability in the confidentiality of information; or iii) excessive reliance that may be shaken by potential restrictions on its use (due to new emerging regulations)

In this context, the Firm advocates a responsible use of Artificial Intelligence, that is, an effective, ethical and safe use of AI. We firmly believe in the benefits that AI can bring to our services and to society in general, but we are also aware of the importance of mitigating its potential risks.

The Firm has established principles for the use of AI solutions, including taking responsibility, ethics in research, respect for copyrights, compliance with terms and conditions, and education and training.



Regarding our relationship with colleagues

In line with what has been said about our relationship with clients and suppliers, our relationship with our colleagues is based on respect, honesty and professionalism. In order to maintain an attitude of cooperation with colleagues, which promotes a positive working environment, it is important to ensure the following behavior:

- ▶ Respect everyone and avoid any aggressive behavior (physical or verbal) or any act that goes against the dignity of people.
- ▶ Maintain a respectful, educated and calm relationship with colleagues. Never discriminate on the basis of gender, race, religion, disability, origin, marital status or social condition.
- ▶ Avoid harassing behavior for any reason, as it is an attack on the dignity of individuals. The Firm will not tolerate harassment or related verbal, visual or physical conduct (sexual, bullying, etc.) under any circumstances.

Diversity and inclusion

At Management Solutions, we recognize that a multi-functional, global and diverse team with different backgrounds and profiles is essential to better understand our clients' needs, address their challenges and provide innovative solutions that add differential value.

Equal opportunity is one of the fundamental principles of our corporate culture and is reflected in the conduct of each professional and the Firm as a whole to prevent any form of discrimination or inequality based on race, gender, gender identity, sexual orientation, age, religion or belief, disability, marital status, pregnancy or maternity, or any other characteristic.

Occupational health and wellbeing

The well-being of our professionals is a priority for Management Solutions. Our care for our team is not limited to facilitating their professional development through a career plan and a continuous training program, but we also implement various measures to promote their physical and emotional health, including social benefits, work-life balance programs, flexible work schedules, medical services and sports promotion, as well as ensuring a healthy and respectful work environment at all times.

Regarding our commitment to society

With society in general

Management Solutions recognizes the importance of its activities in achieving sustainable growth in society. Therefore, the Firm is committed to the communities of the countries in which it operates.

Support for the academic world and job creation, respect for human rights and care for the environment are present in our business strategy, and we manage our growth in a way that is compatible with the principles of sustainable development.

In addition to our contribution to innovation and job creation through our close collaboration with the academic world, the Firm builds alliances (in the form of sponsorships, patronages and collaboration agreements) with relevant scientific and cultural institutions, business associations and non-profit organizations to contribute to the economic, social and cultural development of society.

At Management Solutions, we are proud of the strong social commitment of all our professionals who, year after year, actively participate in the communities in which we operate. With the support of the Firm, the professionals of Management Solutions selflessly demonstrate their commitment to the less fortunate through a wide range of solidarity activities.

With the environment

The unprecedented mobilization of the public and private sectors to reduce the impact of human activity on the planet underscores the critical importance of addressing environmental issues and reducing the impact of climate change on our society. Our goal is to drive change by leveraging the talents and skills of our professionals and demonstrating our full commitment to the Sustainable Development Goals and the Paris Agreement.

Through both internal initiatives and projects developed for our clients, we are promoting responsible action to keep the temperature rise below 2°C, helping clients in many regions to mitigate climate risks, adapt to the changes resulting from the transition to a low-carbon economy, and clearly communicate this work to an increasingly aware society.

In line with this ambitious goal, although the environmental impact of our activities is very limited, our commitment, announced in 2021, is to achieve carbon neutrality by 2030, reducing greenhouse gas (GHG) emissions and offsetting those that cannot be eliminated by constantly evolving our activities and implementing the most innovative solutions to achieve sustainable growth in line with international environmental agreements.



Contact us

At Management Solutions, we are committed to conducting our business in an ethical manner that respects the laws in force in the various regions in which we operate. In this regard, the availability of a channel to both our professionals and third parties outside the Firm, is one of our key mechanisms for resolving issues regarding the regulations (internal or external) that apply to our services, as well as for identifying and dealing with any ethically reprehensible conduct.

The Ethics Hotline is the tool that the Firm uses for the purpose described above. This channel is managed by Management Solutions' Global QA under the principles of independence, objectivity, confidentiality, respect for personal data regulations, secrecy of communications and absence of reprisals for people who report in good faith.

Management Solutions encourages professionals and business partners to use its Ethics Hotline. Any information provided will be managed according to a pre-defined procedure and, should the investigation reveal evidence of any type of non-compliance, the Firm will take disciplinary action against the offender.



Management Solutions, Professional Consulting Services

Management Solutions is an international consulting firm whose core mission is to deliver business, risk, financial, organization, technology and process-related advisory services.

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